



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, Website: www.tihil.co.in

35TH ANNUAL GENERAL MEETING N O T I C E

NOTICE is hereby given that the 35th Annual General Meeting ("AGM") of the members of **TRANS INDIA HOUSE IMPEX LIMITED** (Formerly Known as IO SYSTEM LIMITED) will be held on Saturday, 30th Day of September, 2023 at 2:00 P.M. to transact the following business through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") :

ORDINARY BUSINESS :

1. ADOPTION OF THE ANNUAL AUDITED STANDALONE FINANCIAL STATEMENTS AND REPORTS THEREON:

To receive, consider and adopt the audited financial statements of the Company for the financial year ended 31st March, 2023 together with the Reports of the Board of Directors and Auditors thereon and in this regard, to consider and if thought fit, to pass the following as an **Ordinary Resolution**:

"RESOLVED THAT the Audited Standalone Financial Statements of the Company for the financial year ended 31 March, 2023, along with the reports of the Board of Directors and the Auditors thereon, as circulated to the Members be and are hereby received, considered and adopted."

2. RE-APPOINTMENT OF MR. MAYANK S. JOLLY (DIN: 09366175) AS DIRECTOR OF THE COMPANY, WHO RETIRES BY ROTATION AND BEING ELIGIBLE, OFFERS HIMSELF FOR RE-APPOINTMENT.

To consider and approve re-appointment of **MR. MAYANK S. JOLLY (DIN:09366175)** as a Director, who is retiring by rotation and being eligible, offers herself for re-appointment, and in this regard, to consider and if thought fit, to pass the following as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to section 152 of the Companies Act, 2013 and the rules made there under, read with the applicable regulations of the SEBI(LODR) Regulations, 2015, the consent of members of the Company be and is hereby accorded that Mr. Mayank S. Jolly (Vide DIN: 09366175) who retires by rotation at 35th Annual General Meeting has offered himself being eligible for re- appointment, be and is hereby re-appointed as a Director of the Company, who shall be liable to retire by rotation as per the provisions of the Companies Act, 2013. "

"RESOLVED FURTHER THAT Mr. Mrugesh A.Vyas, Company Secretary cum Compliance Officer of the Company be and is hereby authorized to sign and forward a true copy of the foregoing resolution to concerned authorities as may be necessary."

3. TO APPOINT STATUTORY AUDITOR M/S MANOJ ACHARYA & ASSOCIATES, CHARTERED ACCOUNTANTS, AHMEDABAD, AS STATUTORY AUDITOR OF THE COMPANY FOR THE PERIOD OF FIVE YEARS.

M/S Manoj Acharya & Associates, Chartered Accountants, Ahmedabad has been appointed in the board meeting held on 14-08-2023 to fill up the casual vacancy caused by resignation of previous St. Auditor M/s Gupta Garg & Agarwal. To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**.

"RESOLVED THAT pursuant to the provision of Section 139, 141 & 142 of the Companies Act, 2013 read with rule 3 of the Companies (Audit & Auditors) rules, 2014, and other applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), M/S Manoj Acharya & Associates, , Chartered Accountants , Ahmedabad, Gujarat , FRN: 114984W be and are hereby appointed as Statutory Auditor of the Company, who was appointed in casual vacancy caused by resignation of previous St. Auditor M/s Gupta Garg & Agarwal Chartered Accountant, for a period of 5 consecutive Financial years to conduct Statutory Audit from financial year 2023-24 to financial year 2027-28 and to hold office from the conclusion of this Annual General Meeting till the Conclusion of Annual General Meeting to be held for financial year 2027-28 of the Company, on such remuneration as may be mutually agreed

upon between the Statutory Auditor , Audit Committee and Board of Directors of the Company plus reimbursement of out of pocket expenses, travelling expenses & other Govt. Expenses.

SPECIAL BUSINESS:

4. TO INCREASE BORROWING LIMITS OF THE COMPANY AS PER SECTION 180(1) (C) OF THE COMPANIES ACT, 2013

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

“RESOLVED THAT pursuant to the provisions of Section 180(1)(c), 180(2) and other applicable provisions of the Companies Act, 2013 read with such Rules as may be applicable and the Memorandum and Articles of Association of the Company and in supersession of all the earlier resolutions passed in this regard, the consent of members of the Company be and is hereby accorded to the Board of Directors of the Company (which term shall be deemed to include any duly authorized committee(s) thereof, for the time being exercising the powers conferred by the Board by this resolution) for borrowing from time to time, any sum or sums of money for the business of the Company upon such terms and conditions and with or without security as the Board of Directors may in its absolute discretion think fit and expedient in the interests of the Company, notwithstanding that the money to be borrowed together with the money already borrowed by the Company will exceed aggregate of its paid-up share capital and free reserves, apart from the temporary loans obtained or to be obtained from time to time from Company’s Bankers in the ordinary course of business, provided however that the sums so borrowed and remaining outstanding on account of principal amount shall not, at any time, exceed Rs. 100.00 Crore (Rupees Hundred Crore only) and to create security interest over its present and future properties/ assets whether by way of hypothecation, pledge, mortgage, charge, lien or any other form of security interest whatsoever to secure the Indebtedness Amount.”

“RESOLVED FURTHER THAT the Board of Directors, Chief Financial Officer and Company Secretary of the Company be and are hereby severally authorized to decide all terms and conditions in relation to such borrowing at their absolute discretion and to do all such acts, deeds and things, to execute all such documents, instruments in writing as may be required to give effect to this resolution.”

5. CREATION OF SECURITIES ON THE PROPERTIES OF THE COMPANY UNDER SECTION 180 (1) (A) OF THE COMPANIES ACT, 2013

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

“RESOLVED THAT the consent of the members of the Company be and is hereby accorded in terms of Section 180(1)(a) and other applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force), to mortgage, pledge, create charges or hypothecation and to provide securities as may be necessary on all movable and/or immovable properties wherever situated both present and future or to sell, lease or otherwise dispose off the whole or substantially the whole of the undertaking of the Company or where the Company owns more than one undertaking, of the whole or substantially the whole of any such undertaking(s) on such terms and conditions at such time(s) and in such form and manner, and with such ranking as to priority as the Board in its absolute discretion thinks fit on the whole or substantially the whole of the Company's any one or more of the undertakings or all of the undertakings of the Company in favour of any Bank(s) or Financial Institutions or any other Lender(s), Agent(s) and Trustee(s) whether shareholders of the Company or not, to secure borrowing availed or to be availed by the Company or subsidiary(ies) or associates of Company, whether by way of debentures, loans, credit facilities, debts, financial obligations or any other securities or otherwise by the Company, in foreign currency or in Indian rupees, within the overall limits of the borrowing powers of the Board as determined from time to time by members of the Company, pursuant to Section 180(1)(c) of the Companies Act, 2013.

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution the Board of Directors be and is hereby authorized to finalize with the Banks or Financial Institutions or any other Lender(s), Agent(s) and Trustee(s) all such deeds, contracts, instruments, agreements and any other documents for creating the aforesaid mortgages, pledge, charges and /or hypothecations and to accept any modifications to, or to modify, alter or vary, the terms and conditions of the existing deeds, contracts, instruments, agreements documents and to do all such acts, deeds, matters, things as may be deemed necessary, expedient and incidental thereto and to delegate all or any of its powers herein conferred by this resolution to any committee of Directors and/ or Directors and/or officers of the Company to give effect to this resolution.”

“RESOLVED FURTHER THAT the Board of Directors, Chief Financial Officer and Company Secretary of the Company be and are hereby severally authorized to decide all terms and conditions in relation to such transactions at their absolute discretion and to do all such acts, deeds and things, to execute all such documents, instruments in writing as may be required to give effect to this resolution.”

6. TO INCREASE THE LIMITS OF INVESTMENTS/ LOANS AND GUARANTEES UNDER SECTION 186 OF THE COMPANIES ACT, 2013

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

“RESOLVED THAT pursuant to the provisions of Section 186 of the Companies Act, 2013 and any other applicable provisions of the Companies Act, 2013 and Rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) and in supersession of all the earlier resolutions passed in this regard, the consent of members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise its powers, including the powers conferred by this Resolution) to (a) give any loan to any person or other body corporate; (b) give any guarantee or provide security in connection with a loan to any other body corporate or person; and (c) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate from time to time in one or more tranches as the Board of Directors as in their absolute discretion deem beneficial and in the interest of the Company, for an amount not exceeding Rs. 100.00 Crore (Rupees Hundred Crore Only), notwithstanding that such investments, outstanding loans given or to be given and guarantees and/or security provided may collectively exceed the limits prescribed under Section 186 of the Companies Act, 2013.”

“RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board/Committee be and is hereby authorized to agree, make, accept and finalize all such terms, condition(s), modification(s) and alteration(s) as it may deem fit including the terms and conditions within the above limits up to which such investments in securities/loans/guarantees, that may be given or made, as may be determined by the Board or the Committee thereof, including with the power to transfer/dispose of the investments so made, from time to time, and the Board/Committee is also hereby authorized to resolve and settle all questions, difficulties or doubts that may arise in regard to such investments, loans, guarantees and security and to finalize and execute all agreements, documents and writings and to do all acts, deeds and things in this connection and incidental as the Board/Committee 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 been given approval thereto expressly by the authority of this resolution.”

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors, Chief Financial Officer and Company Secretary of the Company be and are hereby severally authorized to take from time to time all decisions and such steps as may be necessary for giving loans, guarantees or providing securities or for making such investments and to execute such documents, deeds, writings, papers and/or agreements as may be required and do all such acts, deeds, matters and things, as it may in its absolute discretion, deem fit; necessary or appropriate.”

7. TO INCREASE THE LIMITS OF MANAGERIAL REMUNERATION UNDER SECTION 197 OF THE COMPANIES ACT, 2013

- A. To approve increase in remuneration of Mr. Mayank S. Jolly, Non-Executive Non Independent Director (DIN: 09366175) of the company.

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 196, 197 and 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) and re-enactment thereof for the time being in force) and pursuant to Regulation 17(6)(e) of Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015 and the relevant provisions of the Articles of Association of the Company and all applicable guidelines as applicable from time to time, and based on the recommendation of nomination and remuneration committee and Board of Directors the consent of the Members of the Company be and is hereby accorded to increase the remuneration of **Mr. Mayank S. Jolly, Non-Executive Non Independent Director (DIN: 09366175)** , as Promoter for a remaining tenure of his appointment with effect from October 1, 2023, on terms and conditions including remuneration as recommended by the Nomination and Remuneration Committee as set out hereunder with liberty to the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) to alter and vary the terms and conditions of appointment and/or remuneration,

I. Salary: upto Rs. 1,00,000/- p.m.

II. Perquisites and Amenities:

- (a) Insurance Premium: Insurance Premium (Term Plan) up to Rs. 3,00,000/- p.a. to be reimbursed by the Company on production of documentary evidence.

III. Other Terms and Conditions:

- a. He shall not be entitled to any sitting fees for attending the meetings of the Board of Directors or any Committee thereof.
- b. The Company will reimburse expenses incurred for traveling, boarding and lodging including for their attendant(s) during business trips and for any medical assistance provided.
- c. The term of office of **Mr. Mayank S. Jolly, Non-Executive Non Independent Director (DIN: 09366175)** of the Company shall be subject to retire by rotation.”

“**RESOLVED FURTHER THAT** notwithstanding anything to contrary herein contained, where in any financial year during the currency of his tenure, the Company has no profits or its profits are inadequate, remuneration by way of salary, perquisites and other allowances or any combinations thereof shall not exceed the aggregate of the annual remuneration as provided above or the maximum remuneration payable as per the limits set out in Section II of part II of Schedule V of the Companies Act, 2013 (including any statutory modifications or re-enactments thereof, for the time being in force).”

“**RESOLVED FURTHER THAT** the Board be and is hereby authorised to do all acts and take necessary steps as may be necessary, proper or expedient to give effect to this resolution.”

“**RESOLVED FURTHER THAT** any of the present Directors of the Company be and is hereby authorized to sign and file necessary e-forms and other relevant papers, documents with Registrar of the Companies and other applicable Statutory authorities if any, and do all such acts, matters, things and deeds as may be necessary to give effect to the aforesaid resolution and to do any matters consequential thereto.”

- B. To approve increase in remuneration of **Mr. Irfan Qureshi, Non-Executive Non Independent Director (DIN: 09494589)** of the company.

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 196, 197 and 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) and re-enactment thereof for the time being in force) and pursuant to Regulation 17(6)(e) of Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015 and the relevant provisions of the Articles of Association of the Company and all applicable guidelines as applicable from time to time, and based on the recommendation of nomination and remuneration committee and Board of Directors the consent of the Members of the Company be and is hereby accorded to increase the remuneration of **Mr. Irfan Qureshi, Non-Executive Non Independent Director (DIN: 09494589)**, as Promoter for a remaining tenure of his appointment with effect from October 1, 2023, on terms and conditions including remuneration as recommended by the Nomination and Remuneration Committee as set out hereunder with liberty to the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) to alter and vary the terms and conditions of appointment and/or remuneration,

I. Salary: up to Rs. 1,00,000/- p.m.

II. Perquisites and Amenities:

- (a) Insurance Premium: Insurance Premium (Term Plan) up to Rs. 3,00,000/- p.a. to be reimbursed by the Company on production of documentary evidence.

III. Other Terms and Conditions:

- a. He shall not be entitled to any sitting fees for attending the meetings of the Board of Directors or any Committee thereof.
- b. The Company will reimburse expenses incurred for traveling, boarding and lodging including for their attendant(s) during business trips and for any medical assistance provided.

c. The term of office of **Mr. Irfan Qureshi, Non-Executive Non Independent Director (DIN: 09494589)** of the Company shall be subject to retire by rotation.”

“**RESOLVED FURTHER THAT** notwithstanding anything to contrary herein contained, where in any financial year during the currency of his tenure, the Company has no profits or its profits are inadequate, remuneration by way of salary, perquisites and other allowances or any combinations thereof shall not exceed the aggregate of the annual remuneration as provided above or the maximum remuneration payable as per the limits set out in Section II of part II of Schedule V of the Companies Act, 2013 (including any statutory modifications or re-enactments thereof, for the time being in force).”

“**RESOLVED FURTHER THAT** the Board be and is hereby authorised to do all acts and take necessary steps as may be necessary, proper or expedient to give effect to this resolution.”

“**RESOLVED FURTHER THAT** any of the present Directors of the Company be and is hereby authorized to sign and file necessary e-forms and other relevant papers, documents with Registrar of the Companies and other applicable Statutory authorities if any, and do all such acts, matters, things and deeds as may be necessary to give effect to the aforesaid resolution and to do any matters consequential thereto.”

C. To approve increase in remuneration of **Mr. Mitesh S. Rajput, Non-Executive Non Independent Director (DIN: 06772154)** of the company

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 196, 197 and 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) and re-enactment thereof for the time being in force) and pursuant to Regulation 17(6)(e) of Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015 and the relevant provisions of the Articles of Association of the Company and all applicable guidelines as applicable from time to time, and based on the recommendation of nomination and remuneration committee and Board of Directors the consent of the Members of the Company be and is hereby accorded to increase the remuneration of **Mr. Mitesh S. Rajput, Non-Executive Non Independent Director (DIN: 06772154)**, for a remaining tenure of his appointment with effect from October 1, 2023, on terms and conditions including remuneration as recommended by the Nomination and Remuneration Committee as set out hereunder with liberty to the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) to alter and vary the terms and conditions of appointment and/or remuneration,

I. Salary: up to Rs. 1,00,000/- p.m.

II. Perquisites and Amenities:

(a) Insurance Premium: Insurance Premium (Term Plan) up to Rs. 3,00,000/- p.a. to be reimbursed by the Company on production of documentary evidence.

III. Other Terms and Conditions:

a. He shall not be entitled to any sitting fees for attending the meetings of the Board of Directors or any Committee thereof.

b. The Company will reimburse expenses incurred for traveling, boarding and lodging including for their attendant(s) during business trips and for any medical assistance provided.

c. The term of office of **Mr. Mitesh S. Rajput, Non-Executive Non Independent Director (DIN: 06772154)** of the Company shall be subject to retire by rotation.”

“**RESOLVED FURTHER THAT** notwithstanding anything to contrary herein contained, where in any financial year during the currency of his tenure, the Company has no profits or its profits are inadequate, remuneration by way of salary, perquisites and other allowances or any combinations thereof shall not exceed the aggregate of the annual remuneration as provided above or the maximum remuneration payable as per the limits set out in Section II of part II of Schedule V of the Companies Act, 2013 (including any statutory modifications or re-enactments thereof, for the time being in force).”

“**RESOLVED FURTHER THAT** the Board be and is hereby authorised to do all acts and take necessary steps as may be necessary, proper or expedient to give effect to this resolution.”

“RESOLVED FURTHER THAT any of the present Directors of the Company be and is hereby authorized to sign and file necessary e-forms and other relevant papers, documents with Registrar of the Companies and other applicable Statutory authorities if any, and do all such acts, matters, things and deeds as may be necessary to give effect to the aforesaid resolution and to do any matters consequential thereto.”

8. TO RECTIFY THE LOANS, GUARANTEE OR SECURITY MADE BY THE COMPANY TO PERSON IN WHOM ANY OF THE DIRECTOR OF THE COMPANY IS INTERESTED UNDER SECTION 185 (2) OF COMPANIES ACT, 2013:

(To Consider, and if thought fit, with or without modification, to pass the following resolution as Special Resolution)

“RESOLVED THAT pursuant to the provisions of Section 185 and other applicable provisions, if any of the Companies Act, 2013 (“Act”) (including any statutory modification(s) or re-enactments thereof for the time being in force) and subject to such approvals, consents, sanctions and permissions as may be necessary and in supersession of all the earlier resolutions passed in this regard, the consent of members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise its powers, including the powers conferred by this Resolution), for giving loan(s) in one or more tranches including loan represented by way of book debt (the “Loan”) to, and/or giving of guarantee(s), and/or providing of security(ies) in connection with any Loan taken/to be taken by any entity which is a Subsidiary or Associate or Joint Venture or group entity of the Company or any other person in which any of the Directors of the Company is deemed to be interested as specified in the explanation to sub-section 2 of section 185 of the Act (collectively referred to as the “Entities”), of an aggregate amount not exceeding Rs. 100.00 Crore (Rupees Hundred Crore Only) during the financial year 2023-24 and onwards, in its absolute discretion deem beneficial and in the best interest of the Company.”

“FURTHER RESOLVED THAT for the purpose of giving effect to this resolution, the Board of Directors, Chief Financial Officer and Company Secretary of the Company be and are hereby severally authorized to negotiate, finalize and agree to the terms and conditions of the aforesaid Loans / Guarantees / Securities, and to take all necessary steps, to execute all such documents, instruments and writings and to do all necessary acts, deeds and things in order to comply with all the legal and procedural formalities and to do all such acts, deeds or things incidental or expedient thereto and as the Board may think fit and suitable.”

9. APPROVAL OF EXISTING AS WELL AS NEW RELATED PARTY TRANSACTIONS:

To consider and if thought fit, to pass with or without modification(s), the following Resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), as amended from time to time, the applicable provisions of the Companies Act, 2013 (“Act”) read with Rules made thereunder, other applicable laws/statutory provisions, if any, (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof, for the time being in force), the Company’s Policy on Related Party Transactions, and subject to such approval(s), consent(s), permission(s) as may be necessary from time to time and basis the approval and recommendation of the Audit Committee and the Board of Directors of the Company, the approval of the Members of the Company be and is hereby accorded to the Company to enter/continue to enter into Related Party Transaction(s)/Contract(s)/Arrangement(s)/Agreement(s) (whether by way of an individual transaction or transaction taken together or series of transactions or otherwise) with entities falling within the definition of ‘Related Party’ under Section 2(76) of the Act and Regulation 2(1)(zb) of the SEBI Listing Regulations, for each of the financial years (“FY”) in the course of (a) To Purchase, Sale, Trade and otherwise Deal in Goods and Services; (b) Transfer of any resources, services or obligations to meet the business objectives/requirements; (“Related Party Transactions”) on such material terms and conditions as detailed in the explanatory statement to this Resolution and as may be mutually agreed between related parties and the Company, such that the maximum value of the Related Party Transactions with such parties, in aggregate, does not exceed value as specified under each category, in the explanatory statement, provided that the said Transaction(s)/Contract(s)/Arrangement(s)/Agreement(s) shall be carried out at in the ordinary course of business and in respect of transactions with related parties under Section 2(76) of the Act, are at arm’s length basis.”

“RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as ‘Board’ which term shall be deemed to include the Audit Committee of the Company and any duly constituted/ to be constituted Committee of Directors thereof to exercise its powers including powers conferred under this resolution) be and is hereby authorised to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion and to take all such steps as may be required in this connection including finalizing and executing necessary documents, contract(s), scheme(s), agreement(s) and such other documents as may be required, seeking all necessary approvals to give effect to this resolution, for and on

behalf of the Company and settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions from powers herein conferred to, without being required to seek further consent or approval of the Members and that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

“**RESOLVED FURTHER THAT** all actions taken by the Board in connection with any matter referred to or contemplated in this resolution, be and are hereby approved, ratified and confirmed in all respects.”

10. TO APPOINT STATUTORY AUDITOR M/S MANOJ ACHARYA & ASSOCIATES, CHARTERED ACCOUNTANTS, AHMEDABAD, AS STATUTORY AUDITOR OF THE COMPANY TO FILL CASUAL VACANCY DUE TO RESIGNATION OF M/S GUPTA GARG & ASSOCIATES

To consider and if thought fit, to pass, with or without modification(s), the following Resolution as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to sub-section (8) of section 139 and all other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with the Companies (Audit and Auditors) Rules, 2014 and regulations made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and pursuant to recommendation made by the Audit Committee and Board of Directors, M/S Manoj Acharya & Associates, , Chartered Accountants , Ahmedabad, Gujarat , FRN: 114984W be and are hereby appointed as Statutory Auditors of the Company for the financial year 2023-24 to fill up the casual vacancy caused due to resignation of M/s Gupta Garg & Agarwal Chartered Accountants, and they shall hold office until the conclusion of the 35th Annual General Meeting, at such remuneration, as may be mutually agreed between the Board of Directors of the Company and the Statutory Auditors.”

Dated: 05th September, 2023

Place: Noida

For Trans India House Impex Limited
(Formerly known as IO System Limited)

Mrugesh Ashwin Kumar Vyas
Company Secretary and Compliance Officer
PAN - AIXPV8495M and Membership No: ACS: 4919

Registered Office:

Office No. 1109, Corporate Park Tower, A/1, Plot No.7a/1,
Sector 142, Noida, Gautambuddha Nagar,
Uttarpradesh-201301, India

Corporate Office:

B-1101, Titanium Square, B/H. Sarveshwar Tower,
OPP. B.M.W. Show Room, Thaltej,
Ahmedabad, Gujarat-380054, India

NOTES:

1. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs ("MCA") followed by Circular No. 20/2020 dated May 05, 2020 and Circular No. 02/2021 dated January 13, 2021 (collectively "MCA Circulars") and SEBI circular dated May 12, 2020, and Circular no. SEBI/HO/CFD/CMD2/CIR/P/2020/11 dated January 15, 2021 and all other relevant circulars issued from time to time, physical attendance of the Members to the EGM/AGM venue is not required and general meeting be held through video conferencing ("VC") or other audio visual means ("OAVM"). Hence, in compliance with the provisions of the Companies Act, 2013 ("Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and MCA Circulars, the 35th Annual General Meeting ("AGM") of the Company is being held through VC / OAVM and members can attend and participate in the ensuing EGM/AGM through VC/OAVM. The deemed venue for the 35th AGM shall be at the Registered Office at OFFICE NO. 1109, CORPORATE PARK TOWER, A/1,PLOT NO.7A/1, SECTOR 142, NOIDA Gautam Buddha Nagar UP 201301 IN
2. An Explanatory Statement as required under Section 102(1) of the Companies Act, 2013 is annexed as there are items of Special Business set out in the notice convening the AGM.
3. The Company has enabled the Members to participate at the 35th AGM through the VC facility provided by Mas Services Limited, Registrar and Share Transfer Agents. The instructions for participation by Members are given in the subsequent paragraphs. Participation at the AGM through VC shall be allowed on a first-come-first-served basis.
4. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by "MCA", the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the body corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting. Hence, the Proxy Form, Attendance Slip and Route Map of AGM are not annexed to this notice.
5. Corporate members intending to attend the AGM through authorized representatives are requested to send a scanned copy of duly certified copy of the board or governing body resolution authorizing the representatives to attend and vote at the AGM to email the said resolution to the Scrutinizer at hetidshah@gmail.com with a copy marked to company at compliance@tihil.co.in at least 48 hours before the meeting.
6. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013 (the "Act").
7. Additional information, pursuant to Regulation 36 (3), of the Listing Regulations, in respect of directors reappointing at the AGM is appended hereto and forms part of this Notice.
8. a) The Register of Members and Share Transfer Books of the Company will remain closed from Sunday, the September 24th, 2023 to Saturday, the September 30, 2023 (both days inclusive).
b) The remote e-voting period commences on **Tuesday, September 26, 2023 (09:00 am) and ends on Friday, September 29, 2023 (05:00 pm)**. During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of **23rd September, 2023**, may cast their vote by remote e-voting. The e-voting module will be disabled by NSDL for voting thereafter. A member will not be allowed to vote again on any resolution on which vote has already been cast. The voting rights of members shall be proportionate to their share of the paid-up equity share capital of the Company as on the cut-off date, i.e. as on September 23, 2023.
c) The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, will be available electronically for inspection by the members during the AGM. All documents referred to in the Notice will also be available for electronic inspection without any fee by the members. The Members seeking to inspect such documents can send an email to compliance@tihil.co.in.
9. The facility for voting during the AGM will also be made available. Members present in the AGM through VC and who have not cast their vote on the resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through the e-voting system during the AGM on Saturday, 30th September, 2023.
10. Members holding shares in physical form are requested to intimate immediately to the Registrar & Share Transfer Agent of the Company, **MAS Services Limited, ("RTA")**, T-34, 2nd Floor, Okhla Industrial Area, Phase - II, New Delhi - 110 020 Ph:- 011-26387281/82/83 Fax:- 011-26387384 quoting registered Folio No. (a) details of their bank account/change in bank account, if any, and (b) change in their address, if any, with pin code number.
In case shares are held in demat form, the members who wish to provide / change/ correct bank account details should send the same immediately to their concerned Depository Participant ("DP") and not to the Company. Members are also requested to give the Bank details (MICR Code, IFSC) to their DP. The Company will not entertain any direct request from such members for change of address, transposition of names, deletion of deceased joint holder or change in the Bank account details.
The shareholders holding the shares in physical form are requested to dematerialize their shares at the earliest.
11. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. The Form can be downloaded from the website of "RTA" of the Company, i.e., www.masserv.com. Members are requested to submit these details to their DP in case the shares are held by them in electronic form and to the RTA, in case the shares are held in physical form.
12. Any member requiring further information on the Accounts at the meeting is requested to e-mail their queries in writing to CFO, at compliance@tihil.co.in, at least one week before the meeting.
13. In respect of the matters pertaining to Bank details, ECS mandates, nomination, power of attorney, change in name/address etc., the members are requested to approach the Company's Registrars and Share Transfer Agent, in respect of shares held in physical form and the respective Depository Participants, in case of shares held in electronic form. In all correspondence with the Company/Registrar and Share Transfer Agent, members are requested to quote their folio numbers or DP ID and Client ID for physical or electronic holdings respectively.
14. The documents referred to in the proposed resolutions are available for inspection at the Registered Office of the Company during normal business hours on any working day except Saturday / Sunday, up to the date of meeting.
15. SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat account. Members holding shares in physical form can submit their PAN to the Company / RTA.

16. Members who hold shares in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to RTA, for consolidation into a single folio.
17. Any person who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at evoting@nsdl.co.in. However, if he / she is already registered with NSDL for remote e-voting then he / she can use his / her existing user ID and password for casting the vote.
18. In case of joint holder attending the meeting, only such joint holder who is higher in the order of name will be entitled to vote.
19. In compliance with the aforesaid MCA Circulars and SEBI Circular dated May 12, 2020, the Annual Report including audited financial statements for the financial year 2022-23 including notice of 35th AGM is being sent only through electronic mode to those Members who have not registered their e-mail address so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically. In case you have not registered your email id with depository or RTA you may register your email id in following manner:

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

20. Additional information, pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of the Directors seeking appointment/re-appointment is annexed to the notice.
21. In line with the MCA Circulars, Members may also note that the Notice of the 35th AGM and the Annual Report 2022-23 will also be available on the Company's website, www.tihil.co.in and website of the Stock Exchange, i.e. BSE Limited at www.bseindia.com and also on the website of NSDL <https://www.evoting.nsdl.com>. In case of any queries regarding the Annual Report, the Members may write to compliance@tihil.co.in to receive an email response.
22. **Voting through electronic means:** In compliance with Section 108 of the Act, read with the corresponding rules, and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations"), the Company has provided a facility to its members to exercise their votes electronically through the electronic voting ("e-voting") facility provided by the National Securities Depository Limited (NSDL). Members who have cast their votes by remote e-voting prior to the AGM may participate in the AGM but shall not be entitled to cast their votes again. The manner of voting remotely by members holding shares in dematerialized mode, physical mode and for members who have not registered their email addresses is provided in the instructions for e-voting section which forms part of this Notice. The Board has appointed Mr. Amit Jain, Chartered Accountant, as the Scrutinizer to scrutinize the e-voting in a fair and transparent manner.

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

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

The remote e-voting period begins on **Tuesday, September 26, 2023 (09:00 am) and ends on Friday, September 29, 2023 (05:00 pm)**. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. 23rd September, 2023, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 23rd September, 2023.

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

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

Step 1: Access to NSDL e-Voting system

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

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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none">1. If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.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 options available against company name or e-Voting service provider - NSDL and you will be re-directed to NSDL e-Voting website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.2. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com/. Select "Register Online for IDeAS" Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on options available against company name or e-Voting service provider - NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none">1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi.2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote.3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Once login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on options available against company name or e-Voting service provider-NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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

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

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

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

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

- 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, 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.
- your user id details are given below:

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

Password details for shareholders other than Individual shareholders are given below:

- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - 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.
 - How to retrieve your 'initial password'?
 - 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'.
 - If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered
- If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - 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.
 - Physical User Reset Password? (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - 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.
 - After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
 - Now, you will have to click on "Login" button.
 - After you click on the "Login" button, Home page of e-Voting will open.

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

- In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to compliance@tihil.co.in.

2. In case shares are held in demat mode, please provide DPID- CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to compliance@tihil.co.in. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. **In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.**

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

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

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

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

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

General Guidelines for shareholders

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

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

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

Dated: 05th September, 2023

Place: Noida

**For, Trans India House Impex Limited
(Formerly known as IO System Limited)**

**Mrugesh Ashwin Kumar Vyas
Company Secretary and Compliance Officer
PAN - AIXPV8495M and Membership No: ACS: 4919**

Registered Office:
Office No. 1109, Corporate Park Tower, A/1, Plot No.7a/1,
Sector 142, Noida, Gautambuddha Nagar,
Uttarpradesh-201301, India

Corporate Office:
B-1101, Titanium Square, B/H. Sarveshwar Tower,
OPP. B.M.W. Show Room, Thaltej,
Ahmedabad, Gujarat-380054, India

EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013

Special Item No. 4

The Shareholders of the Company authorized the Company to borrow up to Rs. 100 Crore by way of Inter Corporate Deposits, Long Term Loans, and External Commercial Borrowings or through issue of any securities, instruments, etc. pursuant to Section 180(1) (c) and other applicable provisions, if any, of Companies Act, 2013.

It is proposed to increase the limit of borrowings to Rs. 100 crore.

The provisions of Section 180 of the Companies Act, 2013 requires the Companies to pass Special resolution to authorize the Board to borrow funds which will exceed the aggregate of the paid-up capital and free reserves. In view thereof, it is proposed to obtain a fresh approval of Shareholders by a Special Resolution.

The resolution as above is placed before the shareholders for approval.

None of the Directors or Key Managerial Personnel (KMP) or relatives of directors and KMP are concerned or interested in this resolution.

The Board of Directors recommends resolution as set out in the notice for approval of the members of the Company by way of a Special Resolution.

Special Item No. 5

In order to facilitate securing the borrowing availed / to be availed by the Company or subsidiary(ies) or associates of Company, by way of loans, debentures or any other securities or otherwise, in foreign currency or in Indian rupees, it is proposed to obtain the approval of the shareholders by way of a Special Resolution under Section 180(1)(a) of the Companies Act, 2013, to create charge/ mortgage/ hypothecation /pledge on the Company's assets including tangible and intangible, both present and future, or provide other securities in favour of the Banks, Financial Institutions, any other Lender(s), Agent(s) and Trustee(s), from time to time up to the limits approved or as may be approved by the shareholders from time to time under Section 180(1)(c) of the Companies Act, 2013.

The resolution as above is placed before the shareholders for approval.

None of the Directors or Key Managerial Personnel (KMP) or relatives of directors and KMP are concerned or interested in this resolution.

The Board of Directors recommends resolution as set out in the notice for approval of the members of the Company by way of a Special Resolution.

Special Item No. 06

Pursuant to the provisions of Section 186 of the Companies Act, 2013 the Board of Directors of a Company is authorized to give loan, guarantee or provide any security to any person or body corporate or acquire by way of subscription, purchase or otherwise, the securities of any body corporate, up to an amount of which shall not exceed the prescribed ceiling of sixty percent of the aggregate of the paid up capital and free reserves, securities premium account or hundred percent of its free reserves and securities premium account, whichever is more.

Rule 11(1) of Companies (Meetings of Board and its Powers) Rules, 2014 also provides that where a loan or guarantee is given or where a security has been provided by a company to its wholly owned subsidiary company or a joint venture company, or acquisition is made by a holding company, by way of subscription, purchase or otherwise of, the securities of its wholly owned subsidiary company, the requirement of prior approval by means of a Special Resolution at a General Meeting shall not apply, subject to the provisions contained therein.

Accordingly the Board of Directors may be authorized to give loans, guarantees, provide securities or make investments as mentioned above up to an aggregate amount outstanding which shall not exceed Rs 100 Crores which shall be over and above the limits as specified in Section 186(2) of the Companies Act, 2013 and the aggregate outstanding amount of investment made in wholly owned and other subsidiaries and/or joint venture / associate companies and the amount of loans/guarantees/securities given /provided to wholly owned and other subsidiaries and/or joint venture / associate companies.

The proposed Special Resolution as set out in Notice is enabling in nature for any further loan/investment/guarantee/security, to be made or given to subsidiaries/bodies corporate/to any Banks, Financial Institutions or any other person as per the provisions of the Companies Act, 2013.

The resolution as above is placed before the shareholders for approval.

None of the Directors or Key Managerial Personnel (KMP) or relatives of directors and KMP are concerned or interested in this resolution.

The Board of Directors recommends resolution as set out in the notice for approval of the members of the Company by way of a Special Resolution.

Special Item No. 07 (a)

Considering the contribution of Mr. Mayank S. Jolly and the progress made by the Company under his leadership and guidance and as per the recommendation of the Nomination and Remuneration Committee, the Board at its Meeting held on 05th September, 2023 approved the revision in the remuneration of Mr. Mayank S. Jolly for remaining period effective from October 01, 2023 on terms and conditions enumerated in the Resolution.

Pursuant to the provisions of Section 197 read with Part I and Section I of Part II of Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof), applicable clauses of the Articles of Association of the Company and recommendation of the Nomination and Remuneration Committee, the board recommended special approval from the members.

In the event of loss or inadequacy of profits in any financial year during the aforesaid period, the Company will pay remuneration and perquisites to Directors and other KMPS not exceeding the ceiling laid down in Schedule V to the Companies Act, 2013, as may be decided by the Board of Directors.

STATEMENT CONTAINING ADDITIONAL INFORMATION AS REQUIRED IN SCHEDULE V OF THE COMPANIES ACT, 2013.

The Company has not committed any default in payment of dues to any bank or public financial institution or non-convertible debenture holders or any other secured creditor from whom the Company has borrowed or raised the Finance.

I. General information:

(1) Nature of industry: The Company engaged in the business of export of Textiles, Ceramic Tiles, etc.

(2) Standalone Financial performance indicators:

Particulars	Amount (INR) (In Crores) Year Ended March, 2023
Turnover Including Other Income	34.46
Total Expenses	31.51
Profit/Loss before Tax	2.95
Profit/Loss After Tax	2.92

(3) Foreign investments or collaborations, if any; N.A.

II. Information about the Director:

1) Mr. Mayank S. Jolly is a promoter and appointed as a Director of the Company and having experience in Trading of Ceramics, Construction & trading of its equipment and under his direction and stewardship the organisation has expanded multifold.

2) **Remuneration proposed:** As stated in Resolution stated in the Notice.

3) **Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person:**

The remuneration as proposed of Mr. Mayank S. Jolly is comparable to that is commensurate with the size of the Company and its group and diverse nature of the Business.

4) **Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any;**

Besides remuneration proposed, Mr. Mayank S. Jolly does not have any pecuniary relationship with the Company directly or indirectly. He holds 3161425 equity shares in the share capital of the Company as on 31-03-2023. Promoter and promoter group are interested in the resolution. Except this, Mr. Mayank S. Jolly not related to any other Director and Key Managerial Personnel of the Company.

III. Other Information:

At present, the Company is having adequate profits. However, the arrangement is for a remaining term of the appointment and the future trend in the profitability will largely depend on business environment in the domestic and global markets, cost of inputs and general state of economy as a whole. Therefore, the limits specified under Section 197(1) read with Schedule V of the Companies Act 2013 and the Listing Regulations, if any, may be exceeded. The Company has embarked on a series of strategic and operational measures that is expected to result in the improvement in the present position. The Company has taken various initiatives to maintain its leadership, improve market share and financial performance. It has been aggressively pursuing and implementing its strategies to improve financial performance.

None of the Directors or Key Managerial Personnel (KMP) or relatives of directors and KMP are concerned or interested in this resolution.

The Board of Directors recommends resolution as set out in the notice for approval of the members of the Company by way of a Special Resolution.

Special Item No. 07 (b)

Considering the contribution of Mr. Irfan Qureshi and the progress made by the Company under his leadership and guidance and as per the recommendation of the Nomination and Remuneration Committee, the Board at its Meeting held on 05th September, 2023 approved the revision in the remuneration of Mr. Irfan Qureshi for remaining period effective from October 01, 2023 on terms and conditions enumerated in the Resolution.

Pursuant to the provisions of Section 197 read with Part I and Section I of Part II of Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof), applicable clauses of the Articles of Association of the Company and recommendation of the Nomination and Remuneration Committee, the board recommended special approval from the members.

In the event of loss or inadequacy of profits in any financial year during the aforesaid period, the Company will pay remuneration and perquisites to Directors and other KMPS not exceeding the ceiling laid down in Schedule V to the Companies Act, 2013, as may be decided by the Board of Directors.

STATEMENT CONTAINING ADDITIONAL INFORMATION AS REQUIRED IN SCHEDULE V OF THE COMPANIES ACT, 2013.

The Company has not committed any default in payment of dues to any bank or public financial institution or non-convertible debenture holders or any other secured creditor from whom the Company has borrowed or raised the Finance.

I. General information:

(1) Nature of industry: The Company engaged in the business of export of Textiles, Ceramic Tiles, etc.

(2) Standalone Financial performance indicators:

Particulars	Amount (INR) (In Crores) Year Ended March, 2023
Turnover Including Other Income	34.46
Total Expenses	31.51
Profit/Loss before Tax	2.95
Profit/Loss After Tax	2.92

(3) Foreign investments or collaborations, if any; N.A.

II. Information about the Director:

1) Mr. Irfan Qureshi is a promoter and appointed as a Director of the Company and having 15 plus years of experience managing all the aspects of business management along with trading in textiles through building networking and utilizing new opportunities from individual distributor to trading business to subcontractor for India's top company and under his direction and stewardship the organisation has expanded multifold.

2) **Remuneration proposed:** As stated in Resolution stated in the Notice.

3) Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person:

The remuneration as proposed of Mr. Irfan Qureshi is comparable to that is commensurate with the size of the Company and its group and diverse nature of the Business.

4) Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any;

Besides remuneration proposed, Mr. Irfan Qureshi does not have any pecuniary relationship with the Company directly or indirectly. He holds 3287882 equity shares in the share capital of the Company as on 31-03-2023. Promoter and promoter group are interested in the resolution. Except this, Mr. Irfan Qureshi not related to any other Director and Key Managerial Personnel of the Company.

III. Other Information:

At present, the Company is having adequate profits. However, the arrangement is for a remaining term of the appointment and the future trend in the profitability will largely depend on business environment in the domestic and global markets, cost of inputs and general state of economy as a whole. Therefore, the limits specified under Section 197(1) read with Schedule V of the Companies Act 2013 and the Listing Regulations, if any, may be exceeded. The Company has embarked on a series of strategic and operational measures that is expected to result in the improvement in the present position. The Company has taken various initiatives to maintain its leadership, improve market share and financial performance. It has been aggressively pursuing and implementing its strategies to improve financial performance.

None of the Directors or Key Managerial Personnel (KMP) or relatives of directors and KMP are concerned or interested in this resolution.

The Board of Directors recommends resolution as set out in the notice for approval of the members of the Company by way of a Special Resolution.

Special Item No. 07 (c)

Considering the contribution of Mr. Mitesh S. Rajput and the progress made by the Company under his leadership and guidance and as per the recommendation of the Nomination and Remuneration Committee, the Board at its Meeting held on 05th September, 2023 approved the revision in the remuneration of Mr. Mitesh S. Rajput for remaining period effective from October 01, 2023 on terms and conditions enumerated in the Resolution.

Pursuant to the provisions of Section 197 read with Part I and Section I of Part II of Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof), applicable clauses of the Articles of Association of the Company and recommendation of the Nomination and Remuneration Committee, the board recommended special approval from the members.

In the event of loss or inadequacy of profits in any financial year during the aforesaid period, the Company will pay remuneration and perquisites to Directors and other KMPS not exceeding the ceiling laid down in Schedule V to the Companies Act, 2013, as may be decided by the Board of Directors.

STATEMENT CONTAINING ADDITIONAL INFORMATION AS REQUIRED IN SCHEDULE V OF THE COMPANIES ACT, 2013.

The Company has not committed any default in payment of dues to any bank or public financial institution or non-convertible debenture holders or any other secured creditor from whom the Company has borrowed or raised the Finance.

I. General information:

(1) Nature of industry: The Company engaged in the business of export of Textiles, Ceramic Tiles, etc.

(2) Standalone Financial performance indicators:

Particulars	Amount (INR) (In Crores) Year Ended March, 2023
Turnover Including Other Income	34.46
Total Expenses	31.51
Profit/Loss before Tax	2.95
Profit/Loss After Tax	2.92

(3) Foreign investments or collaborations, if any; N.A.

II. Information about the Director:

1) Mr. Mitesh S. Rajput is appointed as a Director of the Company and having Extensive experience in the field of Business administration and management. An extroverted result oriented team player. Has the ability to handle multiple priorities, work independently and solve complex projects and under his direction and stewardship the organisation has expanded manifold.

2) **Remuneration proposed:** As stated in Resolution stated in the Notice.

3) **Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person:**

The remuneration as proposed of Mr. Mitesh S. Rajput is comparable to that is commensurate with the size of the Company and its group and diverse nature of the Business.

4) **Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any;**

Besides remuneration proposed, Mr. Mitesh S. Rajput does not have any pecuniary relationship with the Company directly or indirectly. Promoter and promoter group are interested in the resolution. Except this, Mr. Mitesh S. Rajput not related to any other Director and Key Managerial Personnel of the Company.

III. Other Information:

At present, the Company is having adequate profits. However, the arrangement is for a remaining term of the appointment and the future trend in the profitability will largely depend on business environment in the domestic and global markets, cost of inputs and general state of economy as a whole. Therefore, the limits specified under Section 197(1) read with Schedule V of the Companies Act 2013 and the Listing Regulations, if any, may be exceeded. The Company has embarked on a series of strategic and operational measures that is expected to result in the improvement in the present position. The Company has taken various initiatives to maintain its leadership, improve market share and financial performance. It has been aggressively pursuing and implementing its strategies to improve financial performance.

None of the Directors or Key Managerial Personnel (KMP) or relatives of directors and KMP are concerned or interested in this resolution.

The Board of Directors recommends resolution as set out in the notice for approval of the members of the Company by way of a Special Resolution.

Special Item No. 08

The Company is expected to render support for the business requirements of other companies in the group (i.e. entities in which directors of the Company are interested as per the provisions of section 185 of the Companies Act, 2013), from time to time. However, owing to certain restrictive provisions contained in the Section 185 of the Companies Act, 2013, the Company was unable to extend financial assistance by way of loan, guarantee or security to other entities in the Group. In the light of amendments notified, inter-alia replacing the provisions Section 185 of Companies Act, 2013, the Company with the approval of members by way of special resolution, may advance any loan including any loan represented by a book debt, or give any guarantee or provide any security in connection with any loan taken by any person in whom any of the director of the company is interested in respect of loans taken by such entities, for their principal business activities. Accordingly, in order to meet the funding requirements and ensure necessary compliances of the provisions of the Companies Act, 2013, the Board of Directors, hereby proposes to grant loans or provide guarantee/security to these abovementioned entity up to an aggregate amount of Rs100 crores.

Hence, in order to enable the company to advance loan including any loan represented by a book debt, or give any guarantee or provide any security in connection with any loan taken by any person in whom any of the director of the company is interested to any entity of the group, in which Directors of the company are interested directly or indirectly under section 185 of the Companies Act, 2013 requires approval of members by a Special Resolution.

The Board recommends the Special Resolution set out at item no. 8 of the Notice for approval by the Members.

None of the Directors and Key Managerial Personnel of the Company and their relatives is in any way concerned or interested, financially or otherwise in the resolution except to the extent of their directorship and shareholding in the

body corporate(s) in which investment may be made or loan/ guarantees may be given pursuant to this special resolution.

Special Item No. 09

Section 188 of the Act and the applicable Rules framed thereunder provide that any Related Party Transaction will require prior approval of shareholders through ordinary resolution, if the aggregate value of transaction(s) amounts to 10% or more of the annual turnover of the Company as per last audited financial statements of the Company.

The value of proposed aggregate transactions with related parties is likely to exceed the said threshold limit, and is expected to be as mentioned below:

(i) Entities with common Directorship and Shareholding:

Sr. No.	Description	Particulars
01.	Name of the related party	Esportare India Private Limited
02.	Nature of Relationship [including nature of its interest (financial or otherwise)]	Entities with Common Directors, Shareholding and having significant influence of Directors and Promoter Shareholders of the Company.
03.	Type of proposed transaction	(a) Purchase, Sale, Trade and otherwise Deal in Goods and Services between the Company and the Related Party mentioned above. (b) Transfer of any resources, services or obligations to meet the business objectives/requirements between the Company and the Related Party mentioned above.
04.	Nature, duration/tenure, material terms, monetary value and particulars of contract/ arrangement	(a) Purchase, Sale, Trade and otherwise Deal in Goods and Services between the Company and the Related Party mentioned above of upto an aggregate amount of INR 100 Crore in any Financial Year and thereafter. (b) Transfer of any resources, services or obligations between the Company and the Related Party mentioned above to meet the business objectives/requirements of the Company up to an aggregate amount of INR 100 Crore in any Financial Year and thereafter.
05.	Particulars of the proposed transaction	Same as Sr. No. 03
06.	Tenure of the transaction	For each financial year which may be extended/renewed for further years.
07.	Value of the proposed transaction	Same as Sr. No. 04.
08.	Percentage of Company's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction	7.00% of the consolidated turnover of the Company per annum.
09.	Justification of the proposed transaction	The Company is entering into related party transaction in respect of Purchase, Sale, Trade and otherwise Deal in Goods and Services and for transfer of obligations/resources. The proposed transaction will be in the ordinary course of business and on the arm's length basis.
10.	Details of the valuation report or external party report (if any) enclosed with the Notice	All contracts with related party defined as per Section 2(76) of the Act are reviewed for arm's length testing internally and by Statutory Auditors.
11.	Name of the Director or Key Managerial Personnel, who is related	Mr. Mayank Jolly, Mr. Irfan Qureshi & Mr. Mitesh Rajput

12.	Following additional disclosures to be made in case of loans, inter-corporate deposits, advances or investments made or given	
A	Source of funds	Internal Sources/Accruals only.
B	In case any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investment: <ul style="list-style-type: none"> • Nature of indebtedness; • cost of funds; and • tenure of the indebtedness 	Not Applicable
C	Terms of the loan, inter-corporate deposits, advances or investment made or given (including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security)	Unsecured Loan on short term/long term basis, repayable on demand at a mutually agreed rate of interest in compliance with the provisions of the Companies Act, 2013.
D	The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	For business purposes only.
13.	Any other relevant information	All important information forms part of the statement setting out material facts, pursuant to Section 102(1) of the Act, forming part of this Notice

(ii) Entities with common Directorship and Shareholding:

Sr. No.	Description	Particulars
01.	Name of the related party	Sunsource Capital Services India Limited
02.	Nature of Relationship [including nature of its interest (financial or otherwise)]	Entities with Common Directors, Shareholding and having significant influence of Directors and Promoter Shareholders of the Company.
03.	Type of proposed transaction	(c) Purchase, Sale, Trade and otherwise Deal in Goods and Services between the Company and the Related Party mentioned above. (d) Transfer of any resources, services or obligations to meet the business objectives/requirements between the Company and the Related Party mentioned above.
04.	Nature, duration/tenure, material terms, monetary value and particulars of contract/ arrangement	(c) Purchase, Sale, Trade and otherwise Deal in Goods and Services between the Company and the Related Party mentioned above of up to an aggregate amount of INR 100 Crore in any Financial Year and thereafter. (d) Transfer of any resources, services or obligations between the Company and the Related Party mentioned above to meet the business objectives/requirements of the Company up to an aggregate amount of INR 100 Crore in any Financial Year and thereafter.
05.	Particulars of the proposed transaction	Same as Sr. No. 03
06.	Tenure of the transaction	For each financial year which may be extended/renewed for further years.
07.	Value of the proposed transaction	Same as Sr. No. 04.

08.	Percentage of Company's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction	10.00% of the consolidated turnover of the Company per annum.
09.	Justification of the proposed transaction	The Company is entering into related party transaction in respect of Purchase, Sale, Trade and otherwise Deal in Goods and Services and for transfer of obligations/resources. The proposed transaction will be in the ordinary course of business and on the arm's length basis.
10.	Details of the valuation report or external party report (if any) enclosed with the Notice	All contracts with related party defined as per Section 2(76) of the Act are reviewed for arm's length testing internally and by Statutory Auditors.
11.	Name of the Director or Key Managerial Personnel, who is related	Mr. Mayank Jolly & Mr. Mitesh Rajput
12.	Following additional disclosures to be made in case of loans, inter-corporate deposits, advances or investments made or given	
A	Source of funds	Internal Sources/Accruals only.
B	In case any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investment: <ul style="list-style-type: none"> • Nature of indebtedness; • cost of funds; and • tenure of the indebtedness 	Not Applicable
C	Terms of the loan, inter-corporate deposits, advances or investment made or given (including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security)	Unsecured Loan on short term/long term basis, repayable on demand at a mutually agreed rate of interest in compliance with the provisions of the Companies Act, 2013.
D	The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	For business purposes only.
13.	Any other relevant information	All important information forms part of the statement setting out material facts, pursuant to Section 102(1) of the Act, forming part of this Notice

None of the Directors or Key Managerial Personnel of the Company or its respective relatives, other than as mentioned above, is concerned, or interested, in the resolution.

The said transaction(s)/contract(s)/arrangement(s) have been recommended by the Audit Committee and Board of Directors of the Company for consideration and approval by the Members.

It is pertinent to note that no related party shall vote to approve this Resolution whether the entity is a related party to the particular transaction or not.

Special Item No. 10

This explanatory statement is pursuant to Regulation 36(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") as amended from time to time, however, the same is strictly not required as per Section 102 of the Companies Act, 2013.

The Term of appointment of M/s. Gupta Garg & Associates, Statutory Auditors expires in the 39th Annual General Meeting to. However, they had tendered their resignation vide letter dated 14th August, 2023 as Statutory Auditors of the Company w.e.f. 14th August, 2023. On recommendation of the Audit Committee and the Board of Directors of the Company, it is proposed to the Shareholders to appoint M/S Manoj Acharya & Associates, , Chartered Accountants ,

Ahmedabad, Gujarat , FRN: 114984W as Statutory Auditors of the Company to fill the casual vacancy arisen due to resignation of Gupta Garg & Associates , Statutory Auditors, pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 for a period of 5 years to hold office from the conclusion of ensuing 35th Annual General Meeting till the conclusion of Annual General Meeting to be held in the financial year 2027-28.

Firm Profile:

Particulars	Details
Name of Firm	Manoj Acharya & Associates
Constitution of Firm	Partnership Firm
Firm Registration No.	114984w
Name of Partner 1	Mudit Singhal -to be appointed as Statutory Auditor of your Company
Membership No.	187823-ACA
Name of Partner 2	Manoj Acharya
Membership No.	045714-FCA
Address of Firm	321, Devnandan Mall, Opp. Sanyas Ashram, nr. M.j. Library, Ashram Road, Ahmedabad-380009
Mobile No.	95371 88349; 94132 88564
E-mail id of Firm	camuditsinghal@gmail.com
Peer Review Applicable? (YES/ No) If Peer reviewed firm- Year of peer reviewed.	YES Certificate No: 014968 Valid till: 28-02-2027 Date of issue:02-02-2023
Years of Experience	28 years
Brief of Servies provide	<ul style="list-style-type: none"> • Auditing • Income Tax & Planning • Goods & Services Tax (GST) • Financial Arrangement and Bank Loan syndication • Startup Companies • Company / LLP Incorporation, Company Law & SEBI Matters • Co-operative Societies & Trust Audit & Tax Planning • Corporate Planning, legal Advice and Financial controls

Additional Disclosure under Regulations 36(5) of Securities and Exchange Board of India (LODR) regulations, 2015:

Proposed Statutory Audit Fees	Rs. 2,00,000/- p.a.
Terms of Appointment of Statutory Auditors	Appointment of M/S Manoj Acharya & Associates, , Chartered Accountants, Ahmedabad, Gujarat , FRN: 114984W as Statutory Auditors of the Company to fill the casual vacancy arisen due to resignation of Gupta Garg & Associates , Statutory Auditors, pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 for a period of 5 years to hold office from the conclusion of ensuing 35th Annual General Meeting till the conclusion of Annual General Meeting to be held in the financial year 2027-28.
Material Changes in fees payable to new auditors from that Outgoing Auditors along with rational for such changes	No material changes as compared to the fees payable to previous auditors
Basis for recommendation for appointment including the details in relation to and Credentials of Statutory Auditors proposed to be appointed	Proposed to appointment of a new statutory auditor in Ahmedabad, selected based on their expertise and suitability for our organization, particularly in light of our relocation of the registered office to Ahmedabad.

Dated: 05th September, 2023

Place: Noida

For Trans India House Impex Limited
(Formerly known as IO System Limited)

Mrugesh Ashwin Kumar Vyas
Company Secretary and Compliance Officer
PAN - AIXPV8495M and Membership No: ACS: 4919

Registered Office:

Office No. 1109, Corporate Park Tower, A/1, Plot No.7a/1,
Sector 142, Noida, Gautambuddha Nagar,
Uttarpradesh-201301, India

Corporate Office:

B-1101, Titanium Square, B/H. Sarveshwar Tower,
OPP. B.M.W. Show Room, Thaltej,
Ahmedabad, Gujarat-380054, India

Annexure to notice

Details of Director seeking appointment/re-appointment at the 35th Annual General Meeting

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

Name of the Director	Mr. Mayank S. Jolly
DIN	09366175
Date of Birth/Age	25/07/1992 (31 years)
Nationality	Indian
Brief Resume of the Director and nature of his Expertise in specific functional area	A zestful and exuberant learner in the school life, Business enthusiast, Experience in Trading of Ceramic, Construction & trading of construction equipment.
Relationship with Directors and Key Managerial Personnel	No Relation
Board Membership of other companies	1. ESPORTARE INDIA PRIVATE LIMITED 2. SUNSOURCE CAPITAL SERVICES INDIA LIMITED 3. CITRINE BUILDCON LLP
Membership of Committee of the Board (other than TRANS INDIA HOUSE IMPEX LIMITED.)	NIL
No. of shares held as on 31-03-2023	3161425
No. of Board meetings attended	13
Terms and conditions of re-appointment	Proposed to be re-appointed as Non-executive Non-independent Director, liable to retire by rotation.
Remuneration last drawn (including sitting fee, if any).	NIL
Remuneration sought to be paid	NIL
Date of first appointment on the Board	20-04-2022