

## **CONSOLIDATED SCRUTINIZER'S REPORT**

To,

The Chairman of the 35<sup>TH</sup> Annual General Meeting of **TRANS INDIA HOUSE IMPEX LIMITED (Formerly Known as IO SYSTEM LIMITED)** vide CIN: **L74110UP1987PLC008764** held on Saturday, 30<sup>th</sup> Day of September, 2023 at 2.00 p.m. IST through Video Conferencing ("VC")/Other Audio Visual Means ("OAVM").

Dear Sir,

**Sub: Consolidated Scrutinizer's Report on voting by Remote E Voting and E Voting Facility to the Shareholders present at the Extra Ordinary General Meeting (AGM) through Video Conferencing ("VC") / Other Audio - Visual Means ("OAVM") in respect of business set forth in the Notice of 35<sup>th</sup> Annual General Meeting of TRANS INDIA HOUSE IMPEX LIMITED (Formerly Known as IO SYSTEM LIMITED) held on Saturday, 30<sup>th</sup> Day of September, 2023 at 2.00 p.m. IST**

I, **CS Heti R. Gandhi**, Practicing Company Secretary, appointed as Scrutinizer by the board of directors of **TRANS INDIA HOUSE IMPEX LIMITED (Formerly Known as IO SYSTEM LIMITED)** (the Company) at their meeting held on 05<sup>th</sup> September, 2023 for the purpose of scrutinizing the E-voting process (Remote E-voting and E-voting during AGM) in respect of the resolutions proposed at AGM of the Equity Shareholders of the Company held on Saturday, 30<sup>th</sup> day of September, 2023 at 2.00 p.m. IST through Video Conferencing (VC) / Other Audio Visual Means (OAVM) in compliance with the applicable provisions of the Companies Act, 2013 together with applicable circulars issued by MCA and SEBI.

The compliances with the provisions of the Companies Act, 2013 and the Rules made thereunder, the MCA Circulars and SEBI (LODR) Regulations, 2015 relating to voting through electronic means on all the resolutions as contained in the Notice of AGM are the responsibility of the Management of the Company. My responsibility as a scrutinizer is to ensure that the voting through electronic means were conducted in a fair and transparent manner and to provide a Consolidated Scrutinizer's Report of the votes casted "In favor" or "Against" or "invalid votes" on the resolutions with respect to all the item of businesses enumerated in the Notice of AGM. My report is provided on the basis of the reports generated from the E-Voting system of NSDL, the agency engaged by the Company to provide E-Voting facility at the AGM which was provided remotely and also through electronic means

As requested by management I submit herewith my report as under: -

1. After the time fixed for E-Voting facility to the shareholders present at the AGM through VC/ OAVM by the chairman, electronic voting system for voting was started and 15 minutes of time was given by the Chairman of the meeting after the conclusion of AGM for e-voting who have not casted their votes during Remote e-voting period.
2. The company had appointed National Depository Services (India) Limited (NSDL) as the agency for providing e-voting facility to the shareholders at the AGM through VC/OAVM and who had not casted their vote earlier through remote E voting facility.

3. The remote e-voting period remained open **from Tuesday, 26th September, 2023 (09:00 AM IST) and ended on Friday, 29th September, 2023 (05:00 PM IST)** both days inclusive thereafter the NSDL e-voting platform was blocked and then re-opened during the AGM.
4. The Shareholders holding Shares as on the "Cut off" date i.e. **Saturday, 23<sup>rd</sup> September, 2023** were entitled to vote through remote e-voting and E-voting at the AGM on the businesses mentioned in the Notice of AGM of the Company.
5. After the conclusion of voting at the AGM, I have unblocked the votes cast through remote e-voting and e-voting at AGM on Saturday, 30th day of September, 2023 at 7.15 p.m., after the completion of voting at the AGM in presence of two witnesses who were not in employment of the Company.
6. I have scrutinized and reviewed the e-voting system and votes tendered therein based on the data downloaded from the website of the NSDL E-voting System. Accordingly, I hereby submit my consolidated report as under on the result of below mentioned resolution(s) as carried out at the AGM of the Company on the basis of remote e-voting and e-voting at the venue of AGM in respect of the said resolutions

**a) Resolution No. 1(Ordinary Resolution)**

**ADOPTION OF THE ANNUAL AUDITED STANDALONE FINANCIAL STATEMENTS AND REPORTS THEREON**

(i) Voted **in favor** of the resolution:

<b>Voting Description</b>	<b>Number of members voted</b>	<b>Number of votes cast by them</b>	<b>% of total number of valid votes cast</b>
E- Voting by shareholders at the AGM	0	0	0
Remote E Voting	75	21326827	99.99
<b>Total</b>	<b>75</b>	<b>21326827</b>	<b>99.99</b>

(ii) Voted **against** the resolution:

<b>Voting Description</b>	<b>Number of members voted</b>	<b>Number of votes cast by them</b>	<b>% of total number of valid votes cast</b>
E- Voting by shareholders at the AGM	0	0	0
Remote E Voting	10	1200	0.01
<b>Total</b>	<b>10</b>	<b>1200</b>	<b>0.01</b>



(iii) **Invalid** votes:

Voting Description	Total number of members whose votes were declared invalid	Total number of votes cast by them
E-Voting by shareholders at the AGM	NIL	
Remote E Voting		
<b>Total</b>		

**Item no. 1 of the notice stands passed with the requisite majority.**

**b) Resolution No. 2(Ordinary Resolution)**

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.

(i) Voted **in favor** of the resolution:

Voting Description	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E- Voting by shareholders at the AGM	0	0	0
Remote E Voting	74	21324828	99.99
<b>Total</b>	<b>74</b>	<b>21324828</b>	<b>99.99</b>

(ii) Voted **against** the resolution:

Voting Description	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E- Voting by shareholders at the AGM	0	0	0
Remote E Voting	11	3199	0.01
<b>Total</b>	<b>11</b>	<b>3199</b>	<b>0.01</b>

(iii) **Invalid** votes:

Voting Description	Total number of members whose votes were declared invalid	Total number of votes cast by them
E-Voting by shareholders at the AGM	NIL	
Remote E Voting		
<b>Total</b>		

**Item no. 2 of the notice stands passed with the requisite majority.**



**c) Resolution No.3 (Ordinary Resolution)**

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

(i) Voted **in favor** of the resolution:

<b>Voting Description</b>	<b>Number of members voted</b>	<b>Number of votes cast by them</b>	<b>% of total number of valid votes cast</b>
E- Voting by shareholders at the AGM	0	0	0
Remote E Voting	75	21326827	99.99
<b>Total</b>	<b>75</b>	<b>21326827</b>	<b>99.99</b>

(ii) Voted **against** the resolution:

<b>Voting Description</b>	<b>Number of members voted</b>	<b>Number of votes cast by them</b>	<b>% of total number of valid votes cast</b>
E- Voting by shareholders at the AGM	0	0	0
Remote E Voting	10	1200	0.01
<b>Total</b>	<b>10</b>	<b>1200</b>	<b>0.01</b>

(iii) **Invalid** votes:

<b>Voting Description</b>	<b>Total number of members whose votes were declared invalid</b>	<b>Total number of votes cast by them</b>
E-Voting by shareholders at the AGM	NIL	
Remote E Voting		
<b>Total</b>		

**Item no. 3 of the notice stands passed with the requisite majority.**



**d) Resolution No. 4(Special Resolution)**

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

(i) Voted **in favor** of the resolution:

<b>Voting Description</b>	<b>Number of members voted</b>	<b>Number of votes cast by them</b>	<b>% of total number of valid votes cast</b>
E- Voting by shareholders at the AGM	0	0	0
Remote E Voting	75	21326827	99.99
<b>Total</b>	<b>75</b>	<b>21326827</b>	<b>99.99</b>

(ii) Voted **against** the resolution:

<b>Voting Description</b>	<b>Number of members voted</b>	<b>Number of votes cast by them</b>	<b>% of total number of valid votes cast</b>
E- Voting by shareholders at the AGM	0	0	0
Remote E Voting	10	1200	0.01
<b>Total</b>	<b>10</b>	<b>1200</b>	<b>0.01</b>

(iii) **Invalid** votes:

<b>Voting Description</b>	<b>Total number of members whose votes were declared invalid</b>	<b>Total number of votes cast by them</b>
E-Voting by shareholders at the AGM	NIL	
Remote E Voting		
<b>Total</b>		

**Item no. 4 of the notice stands passed with the requisite majority.**



**e) Resolution No. 5(Special Resolution)**

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

(i) Voted **in favor** of the resolution:

<b>Voting Description</b>	<b>Number of members voted</b>	<b>Number of votes cast by them</b>	<b>% of total number of valid votes cast</b>
E- Voting by shareholders at the AGM	0	0	0
Remote E Voting	74	21324828	99.99
<b>Total</b>	<b>74</b>	<b>21324828</b>	<b>99.99</b>

(ii) Voted **against** the resolution:

<b>Voting Description</b>	<b>Number of members voted</b>	<b>Number of votes cast by them</b>	<b>% of total number of valid votes cast</b>
E- Voting by shareholders at the AGM	0	0	0
Remote E Voting	11	3199	0.01
<b>Total</b>	<b>11</b>	<b>3199</b>	<b>0.01</b>

(iii) **Invalid** votes:

<b>Voting Description</b>	<b>Total number of members whose votes were declared invalid</b>	<b>Total number of votes cast by them</b>
E-Voting by shareholders at the AGM	NIL	
Remote E Voting		
<b>Total</b>		

**Item no. 5 of the notice stands passed with the requisite majority.**



**f) Resolution No. 6(Special Resolution)**

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

(i) Voted **in favor** of the resolution:

<b>Voting Description</b>	<b>Number of members voted</b>	<b>Number of votes cast by them</b>	<b>% of total number of valid votes cast</b>
E- Voting by shareholders at the AGM	0	0	0
Remote E Voting	75	21326827	99.99
<b>Total</b>	<b>75</b>	<b>21326827</b>	<b>99.99</b>

(ii) Voted **against** the resolution:

<b>Voting Description</b>	<b>Number of members voted</b>	<b>Number of votes cast by them</b>	<b>% of total number of valid votes cast</b>
E- Voting by shareholders at the AGM	0	0	0
Remote E Voting	10	1200	0.01
<b>Total</b>	<b>10</b>	<b>1200</b>	<b>0.01</b>

(iii) **Invalid** votes:

<b>Voting Description</b>	<b>Total number of members whose votes were declared invalid</b>	<b>Total number of votes cast by them</b>
E-Voting by shareholders at the AGM	NIL	
Remote E Voting		
<b>Total</b>		

**Item no. 6 of the notice stands passed with the requisite majority.**



**g) Resolution No. 7(Special Resolution)**

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
- B. To approve increase in remuneration of Mr. Irfan Qureshi, Non Executive Non Independent Director (DIN: 09494589) of the company
- C. To approve increase in remuneration of Mr. Mitesh S. Rajput , Non Executive Non Independent Director (DIN: 06772154) of the company

(i) Voted **in favor** of the resolution:

Voting Description	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E- Voting by shareholders at the AGM	0	0	0
Remote E Voting	73	21024828	99.99
<b>Total</b>	<b>73</b>	<b>21024828</b>	<b>99.99</b>

(ii) Voted **against** the resolution:

Voting Description	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E- Voting by shareholders at the AGM	0	0	0
Remote E Voting	12	303199	1.42
<b>Total</b>	<b>12</b>	<b>303199</b>	<b>1.42</b>

(iii) **Invalid** votes:

Voting Description	Total number of members whose votes were declared invalid	Total number of votes cast by them
E-Voting by shareholders at the AGM	NIL	
Remote E Voting		
<b>Total</b>		

**Item no. 7 of the notice stands passed with the requisite majority.**





## h) Resolution No. 8(Special Resolution)

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

(i) Voted **in favor** of the resolution:

Voting Description	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E- Voting by shareholders at the AGM	0	0	0
Remote E Voting	75	21326827	99.99
<b>Total</b>	<b>75</b>	<b>21326827</b>	<b>99.99</b>

(ii) Voted **against** the resolution:

Voting Description	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E- Voting by shareholders at the AGM	0	0	0
Remote E Voting	10	1200	0.01
<b>Total</b>	<b>10</b>	<b>1200</b>	<b>0.01</b>

(iii) **Invalid** votes:

Voting Description	Total number of members whose votes were declared invalid	Total number of votes cast by them
E-Voting by shareholders at the AGM	NIL	
Remote E Voting		
<b>Total</b>		

**Item no. 8 of the notice stands passed with the requisite majority.**



**i) Resolution No. 9(Ordinary Resolution)**

**APPROVAL OF EXISTING AS WELL AS NEW RELATED PARTY TRANSACTIONS**

(i) Voted **in favor** of the resolution:

<b>Voting Description</b>	<b>Number of members voted</b>	<b>Number of votes cast by them</b>	<b>% of total number of valid votes cast</b>
E- Voting by shareholders at the AGM	0	0	0
Remote E Voting	71	4679128	99.93
<b>Total</b>	<b>71</b>	<b>4679128</b>	<b>99.93</b>

(ii) Voted **against** the resolution:

<b>Voting Description</b>	<b>Number of members voted</b>	<b>Number of votes cast by them</b>	<b>% of total number of valid votes cast</b>
E- Voting by shareholders at the AGM	0	0	0
Remote E Voting	11	3199	0.01
<b>Total</b>	<b>11</b>	<b>3199</b>	<b>0.01</b>

(iii) **Invalid** votes:

<b>Voting Description</b>	<b>Total number of members whose votes were declared invalid</b>	<b>Total number of votes cast by them</b>
E-Voting by shareholders at the AGM	0	0
Remote E Voting	3	16645700
<b>Total</b>	<b>3</b>	<b>16645700</b>

**Item no. 9 of the notice stands passed with the requisite majority.**



**j) Resolution No. 10 (Ordinary Resolution)**

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

(i) Voted **in favor** of the resolution:

<b>Voting Description</b>	<b>Number of members voted</b>	<b>Number of votes cast by them</b>	<b>% of total number of valid votes cast</b>
E- Voting by shareholders at the AGM	0	0	0
Remote E Voting	75	21326827	99.99
<b>Total</b>	<b>75</b>	<b>21326827</b>	<b>99.99</b>

(ii) Voted **against** the resolution:

<b>Voting Description</b>	<b>Number of members voted</b>	<b>Number of votes cast by them</b>	<b>% of total number of valid votes cast</b>
E- Voting by shareholders at the AGM	0	0	0
Remote E Voting	10	1200	0.01
<b>Total</b>	<b>10</b>	<b>1200</b>	<b>0.01</b>

(iii) **Invalid** votes:

<b>Voting Description</b>	<b>Total number of members whose votes were declared invalid</b>	<b>Total number of votes cast by them</b>
E-Voting by shareholders at the AGM	NIL	
Remote E Voting		
<b>Total</b>		

**Item no. 10 of the notice stands passed with the requisite majority.**



7. The register, all other papers and relevant records relating to electronic voting shall remain in our safe custody until the chairman considers, approves and signs the minutes of the aforesaid Annual General Meeting and the same will be handed over to the company secretary/ Director of the company for safe keeping.

Note: This is the revised report to the original report dated 02-10-2023

Thanking you,

Date: 03-10-2023  
Place: Ahmedabad



**For HDS & ASSOCIATES**  
Practicing Company Secretaries

**Heti R. Gandhi**  
Proprietor  
Member ship No : F11884  
COP No: 17840  
PR No: 1507/2021  
**UDIN: F011884E001164717**

**Countersigned by:**

**Chairman of the Meeting/Authorized Person**  
**Trans India House Impex Limited**  
**Place: Ahmedabad | Date: 03<sup>rd</sup> Day Of October, 2023**