



## TRANS INDIA HOUSE IMPEX LIMITED

(Formerly known as IO System Limited)

CIN: L74110UP1987PLC008764 / L74110GJ1987PLC152434

Registered Office: B-1101, Titanium Square, B/h Sarveshwar Tower, Opp. B. M. W. Show Room, Thaltej,  
Ahmedabad – 380054, Gujarat, INDIA

Email: [compliance@tihil.co.in](mailto:compliance@tihil.co.in); Tel +91-79-46008108 Website: [www.tihil.co.in](http://www.tihil.co.in)

### POSTAL BALLOT NOTICE

*[Pursuant to Section 108 and Section 110 of the Companies Act, 2013, read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 read with The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any statutory modifications or amendments or re-enactments thereof and applicable circulars issued by the Ministry of Corporate Affairs, Government of India]*

E-VOTING STARTS ON	E-VOTING ENDS ON
FRIDAY, 28TH JUNE 2024	SATURDAY, 27TH JULY 2024

#### To The Members

Notice is hereby given pursuant to the provisions of Section 108 & Section 110 and other applicable provisions if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) (“the Act”), read with Rule 20 & Rule 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) (the “Rules”), read with General Circular No. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 3/2022 dated May 5, 2022, 11/2022 dated December 28, 2022 and 09/2023 dated September 25, 2023, issued by the Ministry of Corporate Affairs (“MCA Circulars”) and Circular No. SEBI/HO/CFD/ CMD1/CIRP/2020/79 dated May 12, 2020 and Circular No. SEBI/HO/CFD/ CMD2/CIR/P/ 2021/11 dated January 15, 2021, Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022, Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023 and Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 07, 2023 issued by the Securities Exchange Board of India (“SEBI Circulars”), Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), Secretarial Standard on General Meetings (“SS-2”) issued by the Institute of Company Secretaries of India and other applicable laws, rules and regulations (including any statutory modification or re-enactment thereof for the time being in force and pursuant to other applicable laws and regulations, that the resolution appended below is proposed to the Members of the Company to be passed by way of postal ballot, only through remote voting by electronic means (“remote e-voting”).

An Explanatory Statement pursuant to Section 102 of the Act and other applicable provisions, pertaining to the appended resolution below setting out the material facts and the reasons thereof, is annexed herewith for your consideration.

In compliance with MCA Circulars and SEBI Circulars, this Postal Ballot Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories/RTA. If your e-mail address is not registered with the Company /Depositories / RTA, please follow the process provided in the notes to receive this Postal Ballot Notice. The communication of the assent or dissent of the Members would only take place through the Remote E-voting system.

In compliance with the provisions of Section 108 and Section 110 of the Act read with Rule 20 and 22 of the Rules, Regulation 44 of the SEBI LODR Regulations, and SS-2, the Company is pleased to provide e-Voting facility to its members, to enable them to cast their votes electronically. The detailed procedure with respect to e-Voting is mentioned in this Notice. The Company has engaged the services of Central Depository Services Limited (“CDSL”) for facilitating e-Voting.

Members are requested to carefully read the instructions in this Postal Ballot Notice and record their assent (FOR) or dissent (AGAINST) through the Remote E-voting process, not later than 17:00 hours IST on Saturday, 27<sup>th</sup> July 2024. Remote E-voting facility will be blocked by CDSL immediately thereafter and the Members will not be allowed to cast their votes beyond the said date and time.

Please note that there will be no dispatch of physical copies of Notice or Postal Ballot Forms to the Members of the Company, since such requirement is dispensed with as per the above-mentioned MCA and SEBI Circulars and consequently, no Ballot Forms will be accepted by the Company.



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The Board of Directors of the Company has appointed CS Kunal Sharma, Proprietor of M/s Kunal Sharma & Associates, Company Secretary in Practice (Membership No – F 10329 and CP No. 12987) to act as the Scrutinizer, for conducting the Postal Ballot only through the remote e-voting process, in a fair and transparent manner.

The Scrutinizer will submit the report to the Chairman of the Company or the Company Secretary of the Company or any other person authorized by him, upon completion of the scrutiny of the Postal Ballot (through remote E-voting). The results of the Postal Ballot will be announced by Chairman of the Company or the Company Secretary of the Company or any other person authorized by him not later than 2 (Two) working days of the conclusion of the Postal Ballot at the Registered Office of the Company. The results of the Postal Ballot shall be posted on the Company's website viz. [www.tihil.co.in](http://www.tihil.co.in) and on CDSL website viz. [www.evotingindia.com](http://www.evotingindia.com) besides communicating to the BSE Limited, the Stock Exchange where the Equity Shares of the Company are listed. The proposed resolution, if approved by requisite majority, shall be deemed to have been passed on the last date of Remote E-voting, i.e., Saturday, 27<sup>th</sup> July 2024.

### RESOLUTION PROPOSED TO BE PASSED BY THE MEMBERS THROUGH POSTAL BALLOT (BY REMOTE E-VOTING):

#### SPECIAL BUSINESSES:

##### Item No: 01

#### TO APPROVE THE INCREASE IN THE AUTHORISED SHARE CAPITAL OF THE COMPANY AND MAKE CONSEQUENT ALTERATION IN CLAUSE V OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY.

*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 Section 13, 61 and 64 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed hereunder (including any amendment thereto or reenactment thereof) and in terms of applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time (including any statutory modification(s) and re-enactment(s) thereof for the time being in force) and the enabling provisions of the Memorandum and Articles of Association of the Company, subject to the approval of jurisdictional Registrar of Companies, and such other approvals as may be required in this regard, the consent of the Members of the Company be and is hereby accorded to increase in the Authorised Share Capital of the Company from its existing Authorized Share Capital of Rs. 51,00,00,000 (Rupees Fifty-One Crores only) divided into 5,10,00,000 (Five Crores and Ten Lakhs) Equity Shares of Rs. 10/- (Rupees Ten only) each to Rs. 60,00,00,000 (Rupees Sixty Crores only) divided into 6,00,00,000 (Six Crores) Equity Shares of Rs. 10/- (Rupees Ten only) each by creating additional 90,00,000 (Ninety Lakh) Equity Shares of Rs. 10/- (Rupees Ten only) each, ranking pari-passu in all respects with the existing Equity Shares of the Company as per the Memorandum and Articles of Association of the Company.

**RESOLVED FURTHER THAT** pursuant to Section 13 and all other applicable provisions, if any, of the Companies Act, 2013 read with Rules framed thereunder, consent of the Members of the Company be and is hereby accorded, for alteration of Capital Clause V of the Memorandum of Association of the Company by substituting in its place, the following: -

*V. The Authorised Share Capital of the Company is Rs. 60,00,00,000 (Rupees Sixty Crores only) divided into 6,00,00,000 (Six Crores) Equity Shares of Rs. 10/- (Rupees Ten only) each.*

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



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

**Dated: 30<sup>th</sup> May 2024**

**Place: Ahmedabad**

**For Trans India House Impex Limited**

**SD/-**

**Mrugesh Ashwin Kumar Vyas**

**Company Secretary and Compliance Officer**

**Membership No: ACS: 49190**

### **Registered Office:**

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### **NOTES:**

1. The Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013 read together with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, in respect of the proposed Ordinary Resolution setting out all the material facts and reasons is enclosed herewith and forms part of this Notice.
2. In terms of Section 110 of the Companies Act, 2013 read with Rule 22 of Companies (Management and Administration) Rules, 2014 and Regulation 17(11) of the Listing Regulations, the business as set out in the Notice above is sought to be passed by Postal Ballot. Accordingly, your approval is sought for the resolution contained in this Notice through Remote E-voting.
3. The Postal Ballot Notice is being sent only through electronic mode to those Members who have registered their e-mail address with their Depository Participant(s) ('DPs') or with MAS Services Limited, the Registrar and Share Transfer Agent of the Company ("MAS") and whose names appear in the Register of Members/ List of Beneficial Owners as received from Depositories i.e. National Securities Depository Limited ('NSDL')/Central Depository Services (India) Limited ('CDSL') as on Friday, 21<sup>st</sup> June 2024 in accordance with the provisions of the Companies Act, 2013, read with Rules made thereunder and MCA Circulars. In accordance with the applicable MCA Circulars and SEBI Circulars, a physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope will not be sent to the Members for this Postal Ballot. The communication of the assent or dissent of the Members would take place through the process of Remote E-voting only.
4. The Cut-off date for reckoning the voting rights of the Members of the Company is Friday, 21<sup>st</sup> June 2024 ("Cut-off date"). Member(s) holding Equity Shares as on Cut-off date may cast their vote through Remote E-voting only and a person who is not a Member as on the Cutoff date shall treat this Notice for information purpose only. The Remote E-voting period starts on Friday, 28<sup>th</sup> June 2024 at 9:00 Hours IST and ends on Saturday, 27<sup>th</sup> July 2024, at 17:00 Hours IST.
5. The Board of Directors of the Company has appointed Central Depository Services (India) Limited as an agency to provide the Remote E-Voting Facility to the shareholders of the Company.
6. The Board of Directors of the Company has appointed CS Kunal Sharma, Proprietor of M/s. Kunal Sharma & Associates, Practicing Company Secretaries, (Membership No. F10329 & Certificate of Practice No. 12987) Ahmedabad, as the Scrutinizer for conducting the Postal Ballot (remote E-voting) process in fair and transparent manner in accordance with the provisions of Companies Act, 2013 and Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014.
7. The Notice of Postal Ballot is also placed on the website of the Company i.e. [www.tihil.co.in](http://www.tihil.co.in) and on Central Depository Services (India) Limited viz. [www.evotingindia.com](http://www.evotingindia.com) and at the relevant sections of the website of the Stock Exchange on which the Shares of the Company are listed i.e. BSE Limited ([www.bseindia.com](http://www.bseindia.com)).
8. Resolutions passed by the Members through Postal Ballot are deemed to have been passed on the last day of remote e-voting i.e. on Saturday, 27<sup>th</sup> July 2024 as if the same has been passed at a General Meeting of the Members.
9. The decision of the Scrutinizer on the validity of the votes cast through Remote E-voting in this regard shall be final and binding.



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10. All relevant documents referred in the Explanatory Statement shall be open for inspection at the Registered Office of the Company on all working days between 11:00 Hours IST to 13:00 Hours IST except Saturdays, Sundays, and public holidays upto the last date of voting under Postal Ballot i.e. Saturday, 27<sup>th</sup> July 2024.
11. Procedure for registering the e-mail addresses for obtaining the Notice of Postal Ballot and Remote E-voting instructions by the Members whose e-mail addresses are not registered with the DPs (in case of Members holding shares in demat form) or with MAS Serviced Limited (in case of Members holding shares in physical form) is provided hereunder.
12. Pursuant to Section 101 of the Companies Act, 2013 read with relevant Rule made there under, Companies can serve Notice and other communications through electronic mode to those Members who have registered their e-mail addresses either with the Company or with the Depository Participant(s). Members holding shares in physical form and have not registered their e-mail address can now register the same by sending a request through email on [compliance@tihil.co.in](mailto:compliance@tihil.co.in). Members holding shares in demat form are requested to register their e-mail addresses with their Depository Participant(s) only. Members of the Company who have registered their e-mail addresses are also entitled to receive such communication in physical form, upon request.

### THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER: -

The remote e-voting period begins on Friday, 28<sup>th</sup> June 2024 at 9:00 Hours IST and ends on Saturday, 27<sup>th</sup> July 2024 at 17:00 Hours IST. The remote e-voting module shall be disabled by CDSL 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. Friday, 21<sup>st</sup> June 2024, may cast their vote electronically.

### THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING:

- Step 1** : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.
- Step 2** : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.
- (i) The voting period begins on Friday, 28<sup>th</sup> June 2024 at 09:00 Hours IST and ends on Saturday, 27<sup>th</sup> July 2024, at 17:00 Hours IST. During this period shareholders of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date of Friday, 21<sup>st</sup> June 2024, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
  - (ii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able



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to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

**Step 1** : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

(iii) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020, on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting for **Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<ol style="list-style-type: none"><li>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. The option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsl website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab.</li><li>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by the company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</li><li>3) If the user is not registered for Easi/Easiest, option to register is available at cdsl website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li><li>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li></ol>



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<p>Individual Shareholders holding securities in demat mode with NSDL Depository</p>	<ol style="list-style-type: none"> <li>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: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period.</li> <li>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “Register Online for IDeAS “Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</li> </ol>
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>

**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. CDSL and NSDL**

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33.



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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 <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30.
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**Step 2** : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(i) Login method for Remote e-Voting for **Physical shareholders and shareholders other than individual holding in Demat form.**

- 1) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- 2) Click on “Shareholders” module.
- 3) Now enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

	<b>For Physical shareholders and other than individual shareholders holding shares in Demat.</b>
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"><li>• Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.</li></ul>
Dividend Bank Details <b>OR</b> Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"><li>• If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.</li></ul>

- (ii) After entering these details appropriately, click on “SUBMIT” tab.
- (iii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (iv) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (v) Click on the EVSN for the relevant <**Trans India House Impex Limited**> on which you choose to vote.



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- (vi) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (vii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (viii) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (ix) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (x) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xi) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xii) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xiii) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
  - It is Mandatory that a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
  - Alternatively, Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; [compliance@tihil.co.in](mailto:compliance@tihil.co.in), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

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

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to Company at [compliance@tihil.co.in](mailto:compliance@tihil.co.in).
2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP).
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at toll free no. 1800 22 55 33

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL, ) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call at toll free no. 1800 22 55 33.





## TRANS INDIA HOUSE IMPEX LIMITED

(Formerly known as IO System Limited)

CIN: L74110UP1987PLC008764 / L74110GJ1987PLC152434

Registered Office: B-1101, Titanium Square, B/h Sarveshwar Tower, Opp. B. M. W. Show Room, Thaltej, Ahmedabad – 380054, Gujarat, INDIA

Email: [compliance@tihil.co.in](mailto:compliance@tihil.co.in); Tel +91-79-46008108 Website: [www.tihil.co.in](http://www.tihil.co.in)

### Contact Details:

Company	Trans India House Impex Limited (Formerly known as IO System Limited) Registered Office: B-1101, Titanium Square, B/h Sarveshwar Tower, Opp. B. M. W. Show Room, Thaltej, Ahmedabad – 380054, Gujarat, INDIA. Email: <a href="mailto:compliance@tihil.co.in">compliance@tihil.co.in</a> ; Tel +91-79-46008108 Website: <a href="http://www.tihil.co.in">www.tihil.co.in</a> , CIN: L74110UP1987PLC008764/ L74110GJ1987PLC152434.
Registrar and Share Transfer Agent	MAS Services Limited. Office - T 34, 2nd Floor, Okhla Industrial Area, Phase II, New Delhi, Delhi, 110020. Tel No: 011 - 26387281, 82, 83. Email ID - <a href="mailto:info@masserv.com">info@masserv.com</a> . Website - <a href="http://www.masserv.com">www.masserv.com</a> .
E-voting Agency	Central Depository Services (India) Limited Email id: <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a>
Scrutinizer	CS Kunal Sharma, Practicing Company Secretary 501-502, Skylar, Near Shalin Bunglows, Corporate Road, Prahaladnagar, Satellite, Ahmedabad 380 015. Tel.: +91 9173430216, Email id: <a href="mailto:cskunalsharma@gmail.com">cskunalsharma@gmail.com</a>

### EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

#### In respect of Item No. 1 – To approve Increase in Authorised Share Capital of the Company and make Consequent Alteration in Clause V of the Memorandum of Association of the Company: Ordinary Resolution.

In order to broad base capital structure of the Company and to enable the Company to issue further shares, it is proposed to increase the Authorised Share Capital of the Company from existing Rs. 51,00,00,000 (Rupees Fifty-One Crores only) divided into 5,10,00,000 (Five Crores and Ten Lakhs) Equity Shares of Rs. 10/- (Rupees Ten only) each to Rs. 60,00,00,000 (Rupees Sixty Crores only) to divided into 6,00,00,000 (Six Crores) Equity Shares of Rs. 10/- (Rupees Ten only) each, by way of the creation of an additional 90,00,000 (Ninety Lakh) Equity Shares of Rs. 10/- (Rupees Ten only) each, ranking pari-passu in all respect with existing Equity Shares of the Company.

As a consequence of the increase in the Authorised Share Capital of the Company, the existing Authorised Share Capital Clause (Clause V) in the Memorandum of Association of the Company is required to be altered accordingly.

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

Subject to the approval of the Shareholders of the Company, the Board of Directors at their Meeting held on Thursday, 30<sup>th</sup> May 2024 had approved the increase in Authorised Share Capital and amendment in the Capital Clause of Memorandum of Association (MoA) of the Company.

A draft copy of the amended Memorandum of Association is available for inspection by the Members of the Company electronically during the normal business hours on any working day of the Company, up to the date of the Extra Ordinary General Meeting and also has been placed on the website of the Company - [www.tihil.co.in](http://www.tihil.co.in) for Members' Inspection.



**TRANS INDIA HOUSE IMPEX LIMITED**

(Formerly known as IO System Limited)

CIN: L74110UP1987PLC008764 / L74110GJ1987PLC152434

Registered Office: B-1101, Titanium Square, B/h Sarveshwar Tower, Opp. B. M. W. Show Room, Thaltej,  
Ahmedabad - 380054, Gujarat, INDIA

Email: [compliance@tihil.co.in](mailto:compliance@tihil.co.in); Tel +91-79-46008108 Website: [www.tihil.co.in](http://www.tihil.co.in)

The Board of Directors recommends the resolution as set out in Item No. 1 of the accompanying notice for the approval of the Shareholders of the Company as an Ordinary Resolution.

None of the Directors and/or Key Managerial Personnel of the Company and/or their respective relatives is in any way concerned or interested, financial or otherwise, in the said resolution except to the extent of their shareholding in the Company, if any.

**Dated: 30<sup>th</sup> May 2024**

**Place: Ahmedabad**

**For Trans India House Impex Limited**

**SD/-**

**Mrugesh Ashwin Kumar Vyas**

**Company Secretary and Compliance Officer**

**Membership No: ACS: 49190**

**Registered Office:**

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