



TRANS INDIA HOUSE IMPEX LIMITED

(Formerly known as IO System Limited)

CIN: L74110UP1987PLC008764

Registered Office: B-1101, Titanium Square, B/H. Sarveshwar Tower, OPP. B.M.W. Show Room,
Thaltej, Ahmedabad – 380 054, Gujarat, INDIA

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

27th May 2024

To,
The Department of Corporate Services (DCS-CRD)
BSE Limited
Phiroze Jeejeebhoy Towers, Dalal Street, Fort
Mumbai – 400001

Sub: **SUBMISSION OF ANNUAL SECRETARIAL COMPLIANCE REPORT FOR THE FINANCIAL YEAR ENDED ON 31ST MARCH 2024.**

Ref: **TRANS INDIA HOUSE IMPEX LIMITED**
SCRIP ID: TIHIL

BSE SCRIP CODE: **523752**

Pursuant to Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended read with SEBI Circular No. CIR/CFD/CMD1/27/2019 dated February 8, 2019 and circular issued by BSE dated April 10, 2023, please find enclosed herewith Annual Secretarial Compliance Report for the financial year ended March 31, 2024 issued by M/s. Kunal Sharma & Associates, Practicing Company Secretaries.

Kindly take the same on your record.

Thanking you,

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



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

Enclosed: A/a.



ANNUAL SECRETARIAL COMPLIANCE REPORT OF TRANS INDIA HOUSE IMPEX LIMITED (CIN - L74110UP1987PLC008764) FOR THE FINANCIAL YEAR ENDED 31ST MARCH 2024.

To
The Board of Directors
Trans India House Impex Limited
Reg. Off: B-1101, Titanium Square, B/h. Sarveshwar Tower,
Opp. B. M. W. Show Room, Thaltej, Ahmedabad – 380054, Gujarat, INDIA

We have conducted the Annual Secretarial Compliance Audit of **Trans India House Impex Limited** (hereinafter referred to as “the Company”) in terms of compliance with Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

We have examined:

- All the documents and records made available to us and explanation provided by the Company,
- The filings/ submissions made by the Company to the Stock Exchange,
- Contents on the Website of the Company,
- Any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the financial year ended 31st March 2024 (“Review Period”) in respect of compliance with the provisions of:

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

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

- The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 upto the extent applicable;
- The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 upto the extent applicable;
- The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 upto the extent applicable;
- The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; (not applicable during the Review period)
- The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; (not applicable during the Review period)
- The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; (not applicable during the Review period)
- The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 upto the extent applicable;
- The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 (not applicable during the Review period);
- The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021 (not applicable during the Review period)





- (j) The Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018 upto the extent applicable.
- (k) and circulars/ guidelines issued thereunder and as applicable to the Company from time to time;

And based on the above examination, we hereby report that, during the Review Period:

Sr. No.	Particulars	Compliance status (Yes/No/NA)	Observations /Remarks byPCS*
1.	<u>Secretarial Standards:</u> The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI), as notified by the Central Government under section 118(10) of the Companies Act, 2013 and mandatorily applicable.	YES	NIL
2.	<u>Adoption and timely Updation of the Policies:</u> <ul style="list-style-type: none">All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities.All the policies are in conformity with SEBI Regulations and has been reviewed & timely updated as per the regulations/ circulars/ guidelines issued by SEBI.	YES	NIL
3.	<u>Maintenance and disclosures on Website:</u> <ul style="list-style-type: none">The Listed Entity is maintaining a functional website.Timely dissemination of the documents/ information under a separate section on the website.Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s)/ section of the website.	YES	NIL
4.	<u>Disqualification of Director:</u> None of the Director of the Company are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity.	YES	NIL
5.	<u>To examine details related to Subsidiaries of listed entities:</u> (a) Identification of material subsidiary companies. (b) Requirements with respect to disclosure of material	NA NA	The Company does not have any subsidiaries.





	as well as other subsidiaries.		
6.	<u>Preservation of Documents:</u> The Listed Entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.	YES	NIL
7.	<u>Performance Evaluation:</u> The Listed Entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year/ during the financial year as prescribed in SEBI Regulations.	YES	NIL
8.	<u>Related Party Transactions:</u> (a) The Listed Entity has obtained prior approval of Audit Committee for all Related Party Transactions. (b) The listed entity has provided detailed reasons along with confirmation whether the transactions were subsequently approved/ ratified/ rejected by the Shareholders.	YES YES	Prior approvals obtained for all Related Party Transactions by the Listed Entity.
9.	<u>Disclosure of events or information:</u> The Listed Entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.	YES	NIL
10.	<u>Prohibition of Insider Trading:</u> The Listed Entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.	YES	NIL





11.	<u>Actions taken by SEBI or Stock Exchange(s), if any:</u> No Actions taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder except as provided under separate paragraph herein(**).	No	The Company had made violations for not complying with the composition requirements of Audit Committee and Nomination and Remuneration Committee under SEBI LODR Regulations 2018. The details of actions taken against the Company by BSE Limited and the Management Response on the said non-compliances are separately produced in this report.
12.	<u>Additional Non-compliances, if any:</u> No any additional non-compliance observed for all SEBI regulation/circular/guidance note etc.	YES	There were no additional non-compliances were observed for all SEBI regulation/circular/guidance note etc. during the year under review.

Compliances related to resignation of statutory auditors from listed entities and their material subsidiaries as per SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October, 2019:

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations / Remarks by PCS*
1.	Compliances with the following conditions while appointing/ re-appointing an auditor		
	i. If the auditor has resigned within 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter; or	Yes	NIL
	ii. If the auditor has resigned after 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter as well as the next quarter; or	NA	None
	iii. If the auditor has signed the limited review/ audit report for the first three quarters of a financial year, the auditor before such resignation, has issued the	NA	None





	limited review/ audit report for the last quarter of such financial year as well as the audit report for such financial year.		
Sr. No.	Particulars	Compliance Status (Yes/No/ NA)	Observations / Remarks by PCS*
2.	Other conditions relating to resignation of statutory auditor		
	<p>i. Reporting of concerns by Auditor with respect to the listed entity/ its material subsidiary to the Audit Committee:</p> <p>a. In case of any concern with the management of the listed entity/ material subsidiary such as non-availability of information/ non-cooperation by the management which has hampered the audit process, the auditor has approached the Chairman of the Audit Committee of the listed entity and the Audit Committee shall receive such concern directly and immediately without specifically waiting for the quarterly Audit Committee meetings.</p>	NA	None



	<p>b. In case the auditor proposes to resign, all concerns with respect to the proposed resignation, along with relevant documents has been brought to the notice of the Audit Committee. In cases where the proposed resignation is due to non-receipt of information / explanation from the company, the auditor has informed the Audit Committee the details of information / explanation sought and not provided by the management, as applicable.</p> <p>c. The Audit Committee / Board of Directors, as the case may be, deliberated on the matter on receipt of such information from the auditor relating to the proposal to resign as mentioned above and communicate its views to the management and the auditor.</p> <p>ii. Disclaimer in case of non-receipt of information: The auditor has provided an appropriate disclaimer in its audit report, which is in accordance with the Standards of Auditing as specified by ICAI / NFRA, in case where the listed entity/ its material subsidiary has not provided information as required by the auditor.</p>	NA	None
		NA	None
		NA	None
3	The listed entity / its material subsidiary has obtained information from the Auditor upon resignation, in the format as specified in Annexure- A in SEBI Circular CIR/CFD/CMD1/114/2019 dated 18 th October, 2019.	Yes	NIL



The Additional disclosures of Annual Secretarial Compliance Report as below: -

- a) The Listed Entity has in general complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:

Sr. No.	Compliance Requirement (Regulations /circulars/guidelines including	Regulation /Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/Remarks of the Practicing Company Secretary	Management Response	Remarks



1	Regulation 18(1) of SEBI LODR Regulations 2018 for Non-compliance with the constitution of Audit Committee of the Company for the Quarter ended 30 th June 2023.	Regulation 18(1) of SEBI LODR Regulations 2018	Composition is not in compliance with the requirements for the Quarter ended 30 th June 2023.	BSE Limited	Monetary Penalty	Composition is not in compliance with the requirements for the Quarter ended 30 th June 2023.	94400 (80000 + 18% GST - 14400)	The Company should reconstitute the Audit Committee as per requirements envisaged under Regulation 18(1) of SEBI LODR Regulations 2018.	The Company had paid the monetary penalty within the due date and also reconstituted the Audit Committee in line with the requirements of Regulation 18(1) of SEBI LODR Regulations 2018 at their meeting held on 23 rd May 2023 and submitted the Outcome with BSE Limited on the said day within the required timelines.	NIL
2	Regulation 19(1)/ 19(2) of SEBI LODR Regulations 2018 for Non-compliance with the	Regulation 19(1)/ 19(2) of SEBI LODR Regulations 2018	Composition is not in compliance with the requirements	BSE Limited	Monetary Penalty	Composition is not in compliance with the requirements for the Quarter ended 30 th	94400 (80000 + 18% GST - 14400)	The Company should reconstitute the Nomination and Remuneration Committee as per requirements	The Company had paid the monetary penalty within the due	NIL



constitution of Nomination and Remuneration Committee for the Quarter ended 30 th June 2023.		for the Quarter ended 30 th June 2023.				June 2023.		envisaged under Regulation 19(1)/ 19(2) of SEBI LODR Regulations 2018.	date and also reconstituted the Nomination and Remuneration Committee in line with the requirements of Regulation 19(1)/ 19(2) of SEBI LODR Regulations 2018 at their meeting held on 23 rd May 2023 and submitted the Outcome with BSE Limited on the said day within the require timelines	
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b) The Listed Entity has taken the following actions to comply with the observations made in previous reports.

Sr. No.	Compliance Requirement (Regulations /circulars/guidelines including	Regulation /Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/Remarks of the Practicing Company Secretary	Management Response	Remarks
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All the remarks made in the previous Report has been regularized and complied by the Management of the Company

Date: 27th May 2024
Place: Ahmedabad



For Kunal Sharma & Associates
Company Secretaries

KUNAL
SHARMA
CS. Kunal Sharma
Proprietor

M. No: FCS 10329
CP No: 12987

Firm Code No: I2014GJ1135000
Peer Review No: 1933/2022
UDIN: F010329F000456896