

# IO SYSTEM LIMITED

To,

30.05.2019

The Listing Manager,  
The BSE Limited,  
Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai - 400001.

**Ref. : Scrip Code - 523752**

**SUB: ANNUAL SECRETARIAL COMPLIANCE REPORT FOR THE YEAR ENDED  
31<sup>st</sup> MARCH, 2019 — REGULA110N 24 A OF SEBI (LODR) REGULATIONS, 2015**

Dear Sir,

Please find enclosed herewith "Annual Secretarial Compliance Report for the year ended 31<sup>st</sup> March, 2019.

You are requested to please take the same on your record.

Thanking you,

Yours faithfully,

For IO SYSTEM LIMITED,



(DINKAR SHARMA)

Company Secretary

M.No. F7383





**SECRETARIAL COMPLIANCE REPORT**

**FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> MARCH, 2019**

To,

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

Dear Sir,

We have examined:

- (a) all the documents and records made available to us and explanation provided by your company i.e IO System Limited (“the listed entity”),
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended 31<sup>st</sup> March, 2019 (“Review Period”) in respect of compliance with the provisions of :

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

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

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;

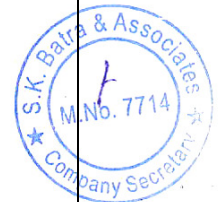


- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations,2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations,2018; **(Not applicable for the F.Y 2018-19)**
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations,2014 **(Not applicable for the F.Y 2018-19);**
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations,2008; **(Not applicable for the F.Y 2018-19)**
- (g) Securities and Exchange Board of India(Issue and Listing of Non-Convertible and Redeemable Preference Shares)Regulations,2013; **(Not applicable for the F.Y 2018-19)**
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

and based on the above examination, We hereby report that, during the Review Period:

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

Sr. No.	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
1.	13(3) of SEBI(LODR), 2015	Statement Grievance Redressal Mechanism for 2nd Quarter i.e from July to Sept, 2018 was filed on 26.10.2018 and the due date for filing the same was 21.10.2018	Fine of Rs.4000 + GST was levied by the Stock Exchange which was duly paid by the Company.
2.	13(3) of SEBI(LODR), 2015	Statement Grievance Redressal Mechanism for 1st Quarter i.e from April to June, 2018 was filed on 27.07.2018 and the due date for filing the same was 21.07.2018.	The Company has since filed the same on 27/07/2018, the default has been made good. As discussed with the management of the Company, such instances shall be taken care of in future.
3.	13(3) of SEBI(LODR), 2015	Statement Grievance Redressal Mechanism for 3rd Quarter i.e., from Oct to Dec. 2018 was filed on 22.01.2019 and the due date for filing	The default has since been made good by the Company by filing the same (in time) through email at <a href="mailto:corp.relations@bseindia.com">corp.relations@bseindia.com</a> , since the Co. same was not able to upload the same on BSE Portal due to



			to the Stock Exchange and request made to waive off the penalty of Rs.1000 levied on the Company.
4.	Reg 33(3) of SEBI (LODR), 2015	Unaudited financial result for the quarter ended on 30.06.2018 was required to file upto 14th august, 2018 but the company filed the same on 17/08/2018	As explained to us, Statement was duly filed on due time in XBRL mode. However, pdf copy of the same could not be uploaded due to some technical issues and the same was done later on 17.08.2018. Stock exchange levied penalty of Rs.10,000. Management has submitted its reply/representation before the Stock Exchange for this and requested for waiver of penalty.

- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from our examination of those records.
- (c) As confirmed by management of the company, there are no actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (*including under the Standard Operating Procedures issued by SEBI through various circulars*) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder except in the circumstances mentioned above.
- (d) As this is the first year of Secretarial Compliance Report, hence there was no qualification/observation raised in the previous year, so no action is required to be taken in this respect.

**For M/s S.K. Batra & Associates  
Company Secretaries**



**Sumit Kumar Batra  
[Proprietor]  
FCS No. 7714  
C.P. No. 8072**

**Date: 30.05.2019  
Place: New Delhi**