

IO SYSTEM LIMITED

The General Manager,
Corporate Relationship Department,
BSE Limited,
1st Floor, P J Towers,
Dalal Street, Fort,
Mumbai-400 001.

01/07/2020

Sub: Annual Secretarial Compliance Report pursuant to Regulation 24A of SEBI (LODR) Regulations, 2015

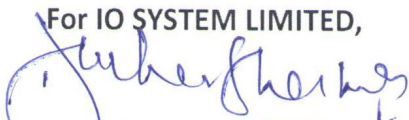
Dear Sir/Madam,

Pursuant to Regulation 24A of SEBI (LODR) Regulations, 2015 read with SEBI Circular No.CIR/CFD/CMD 1/27/2019 dated February 08, 2019, please find the enclosed the Annual Secretarial Compliance Report of the Company, dated 29.07.2020, for the year ended 31 March, 2020 issued by Mr. S K Batra, Proprietor, S K Batra & Associates (FCS No:7714).

We request you to kindly take the same on your records.

Yours faithfully,

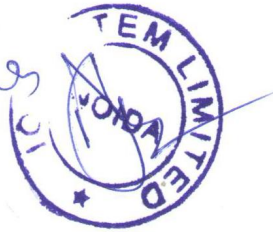
For IO SYSTEM LIMITED,



(DINKAR SHARMA)

Company Secretary

M.No. F7383





SECRETARIAL COMPLIANCE REPORT
OF IO SYSTEM LIMITED

FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2020

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 31st March, 2020 ("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 2019-20)**
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations,2014**(Not applicable for the F.Y 2019-20)**;
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations,2008;**(Not applicable for the F.Y 2019-20)**
- (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 2019-20)**
- (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.
- (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 the penalties levied related to year 2014 & 2015 for late filing of documents.
- (d) Qualifications/observations made in the Secretarial Compliance Report of previous year were made good by the Company & no further comment is required over it.

In terms of SEBI Circular No. CIR/CFD/CMD1/114/2019 dated October 18, 2019 SEBI had inter alia required the listed entity to amend the terms of appointment of its statutory auditors in terms of Clauses 6(A) and 6(B) of the said Circular. In this regard we report that there was no event of appointment/ re-appointment/ resignation of statutory auditor of the listed entity during the Review Period and the listed entity has modified the terms of appointment of its existing statutory auditor by including in their terms of appointment the conditions mentioned in Clauses 6(A) and 6(B) of the said Circular.

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



**Sumit Kumar Batra
[Proprietor]**

FCS No. 7714

C.P. No. 8072

UDIN: F007714B000524021

Date: 29.07.2020

Place: New Delhi