



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

March 13, 2024

To,
The Corporate Relations Department
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Fort, Mumbai – 400 001

Ref: **TRANS INDIA HOUSE IMPEX LIMITED**

SCRIP CODE: 523752

Respected Sir/Madam,

Subject: Intimation of Postal Ballot Notice of the Company, E-voting Facility, and fixation of Cut-off date.

With reference to Regulation 30 of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time, we are enclosing herewith the Notice of Postal Ballot of the Company and same is available on website of the Company i.e. www.tihil.co.in and on the website of the Central Depository Services (India) Limited.

The Company shall seek approval of Shareholders of the Company by way of Postal Ballot (Remote E-Voting only for the following agenda items:

Sr. No	Particulars	Type of Resolution
1	Appointment of Mr. Ankitkumar Surendrakumar Agrawal (DIN: 10118085) as a Non-Executive Independent Director of the Company.	Special Resolution
2	Appointment of Mr. Mayank Suresh Jolly (DIN: 09366175) as a Whole Time Director (Promoter and Executive) of the Company.	Special Resolution
3	Appointment of Mr. Irfan Abdulrahimbhai Qureshi (DIN: 09494589) as a Whole Time Director (Promoter and Executive) of the Company.	Special Resolution

Further, the Notice of Postal Ballot will be 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, Registrar and Share Transfer Agent of the Company 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') and for reckoning the voting rights of the Members of the Company as on Friday, March 08, 2024 ('Cut-off date') in accordance with the provisions of the Companies Act, 2013, read with Rules made thereunder and applicable MCA Circulars and SEBI Circulars. The shareholders are required to communicate their assent or dissent through the remote e-voting system only.

Further, the Company has availed remote e-voting facility from Central Depository Services (India) Limited (CDSL) and below is the calendar of the events for remote e-voting:

Date of completion of dispatch of notice of postal ballot to the shareholders of the Company through E-mail.	Wednesday, March 13, 2024.
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Publication of Newspaper Advertisement for completion of dispatch of notice of postal ballot.	Thursday, March 14, 2024.
Cut-off date to record the entitlement of the shareholders to cast their vote electronically.	Friday, March 08, 2024.
Date and time of commencement of voting through electronic means.	Friday, March 15, 2024, at 09:00 Hours IST.
Date and time of end of voting through electronic means	Saturday, April 13, 2024, at 17:00 Hours IST.
Date of declaration of result by the Chairman /Company Secretary.	Not later than 2 (Two) working days of the conclusion of the Postal Ballot.

Kindly take the above information on your records.

For Trans India House Impex Limited



Mrugesh Ashwin Kumar Vyas
Company Secretary and Compliance Officer
PAN - AIXPV8495M and Membership No: ACS: 49190

Enclosed: A/a



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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, March 15, 2024, at 09:00 Hours IST.	Saturday, April 13, 2024, at 17:00 Hours IST

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 resolutions appended below are 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 resolutions below setting out the material facts and the reasons thereof, are 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, April 13, 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.



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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.

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 and on CDSL website viz. www.evotingindia.com besides communicating to the BSE Limited, the Stock Exchange where the Shares of the Company are listed. The proposed resolutions, if approved by requisite majority, shall be deemed to have been passed on the last date of Remote E-voting, i.e., Saturday, April 13, 2024.

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

SPECIAL BUSINESSES:

Item No: 01

To appoint Mr. Ankitkumar Surendrakumar Agrawal (DIN: 10118085) as a Non-Executive Independent Director of the Company to hold office for a period of five consecutive years with effect from January 23, 2024.

*To consider and if thought fit, to pass, with or without modification(s), the following Resolution as a **Special Resolution**:*

"RESOLVED THAT, pursuant to the provisions of Sections 149, 150, 152, 160 and 161 read with Schedule IV, the Articles of Association of the Company and all other applicable provisions of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification/(s) or re-enactment/(s) thereof for the time being in force) and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification/(s) or reenactment/(s) thereof, for the time being in force) and based on the recommendation of the Nomination & Remuneration Committee and the Board of Directors of the Company (hereinafter referred to as the "the Board" which term shall include any Committee of the Board), **Mr. Ankitkumar Surendrakumar Agrawal (DIN: 10118085)**, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and pursuant to Regulation 16(1)(b) of SEBI Listing Regulations and also declared that he has not been debarred from holding the office of Director or continuing as a Director of Company by SEBI/ MCA or any other authority and in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the Act, signifying the intention to propose Mr. Ankitkumar Surendrakumar Agrawal (DIN: 10118085) as a candidate for the office of a Director of the Company, be and is hereby appointed as a Non-Executive Independent Director, not liable to retire by rotation, on the Board for a first term of five (5) consecutive years w.e.f. 23rd January 2024 till 22nd January 2029.

"RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all such acts, deeds, matters and steps as may be necessary for obtaining such approvals in relation to the above and to execute all such documents, instruments and writings as may be required in this connection and to delegate all or any of the powers herein vested in the Board to any Committee thereof or to the Managing Director(s) or Chairman or Company Secretary, to give effect to the aforesaid resolution."



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Item No: 02

To appoint Mr. Mayank Suresh Jolly (DIN: 09366175) as a Whole Time Director (Promoter and Executive) of the Company:

*To consider and if thought fit, to pass, with or without modification(s), the following Resolution as a **Special Resolution**:*
“**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198 and 203 read with Schedule V and all other applicable provisions of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification and re-enactment thereof for the time being in force), Regulation 17 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Articles of Association of the Company, the consent of the members be and is hereby accorded to appoint **Mr. Mayank Suresh Jolly (DIN: 09366175)** as a Whole-Time Director (Promoter and Executive) of the Company, for a period of 3 (Three) Years w.e.f. 23rd January 2024 (liable to retire by rotation), on a remuneration of up to 5% of the net profit of the Company for the financial year computed in a manner laid down in Section 198 subject to minimum remuneration of up to INR 1,00,000/- (Rupees One Lakh only) per month to be paid in case of no profit or inadequacy of profit, which permissible under Schedule V of the Companies Act, 2013 and on such terms and conditions as may be agreed to between the Board of Directors and Mr. Mayank Suresh Jolly with liberty and authority to the Board of Directors to alter and vary the terms and conditions of the said appointment from time to time within the scope of the Act, or any amendments thereto or any re-enactment thereof.”

“**RESOLVED FURTHER THAT** any one of the Directors and/or Chief Financial Officer and/or Company Secretary and Compliance Officer of the Company be and are severally hereby authorized to file necessary forms and filings with Registrar of Companies/Ministry of Corporate Affairs, Securities and Exchange Board of India, Reserve Bank of India, Banks and other regulatory authorities for the said Appointment as per the requirements under the Companies Act, 2013 and other acts and rules as applicable and to do all such acts, deeds, things and matters as may be necessary in the said connection.”

Item No: 03

To appoint Mr. Irfan Abdulrahimbhai Qureshi (DIN: 09494589) as a Whole Time Director (Promoter and Executive) of the Company:

*To consider and if thought fit, to pass, with or without modification(s), the following Resolution as a **Special Resolution**:*

“**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198 and 203 read with Schedule V and all other applicable provisions of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification and re-enactment thereof for the time being in force), Regulation 17 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Articles of Association of the Company, the consent of the members be and is hereby accorded to appoint **Mr. Irfan Abdulrahimbhai Qureshi (DIN: 09494589)** as a Whole-Time Director (Promoter and Executive) of the Company, for a period of 3 (Three) Years w.e.f. 23rd January 2024 (liable to retire by rotation), on a remuneration of up to 5% of the net profit of the Company for the financial year computed in a manner laid down in Section 198 subject to minimum remuneration of up to INR 1,00,000/- (Rupees One Lakh only) per month to be paid in case of no profit or inadequacy of profit, which permissible under Schedule V of the Companies Act, 2013 and on such terms and conditions as may be agreed to between the Board of Directors and Mr. Irfan Abdulrahimbhai Qureshi with liberty and authority to the Board of Directors to alter and vary the terms and conditions of the said appointment from time to time within the scope of the Act, or any amendments thereto or any re-enactment thereof.”

“**RESOLVED FURTHER THAT** any one of the Directors and/or Chief Financial Officer and/or Company Secretary and Compliance Officer of the Company be and are severally hereby authorized to file necessary forms and filings with Registrar of Companies/Ministry of Corporate Affairs, Securities and Exchange Board of India, Reserve Bank of India, Banks and other regulatory authorities for the said Appointment as per the requirements under the Companies Act, 2013 and other acts and rules as applicable and to do all such acts, deeds, things and matters as may be necessary in the said connection.”



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Dated: 05th February 2024

Place: Ahmedabad

For Trans India House Impex Limited

SD/-

Mrugesh Ashwin Kumar Vyas

Company Secretary and Compliance Officer

PAN - AIXPV8495M and Membership No: ACS: 4919

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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 Special Resolutions setting out all the material facts and reasons are 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 businesses as set out in the Notice above is sought to be passed by Postal Ballot. Accordingly, your approval is sought for the resolutions 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, 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, March 08, 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, March 08, 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, March 15, 2024, at 9:00 Hours IST and ends on Saturday, April 13, 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. website viz. www.tihil.co.in and on Central Depository Services (India) Limited viz. 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).
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, April 13, 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.
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, April 13, 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



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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. 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, March 15, 2024, at 9:00 Hours IST and ends on Saturday, April 13, 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, March 08, 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, March 15, 2024, at 09:00 Hours IST and ends on Saturday, April 13, 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, March 08, 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 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.



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- (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">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 cdsi website www.cdslindia.com and click on login icon & New System Myeasi Tab.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 & 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.3) If the user is not registered for Easi/Easiest, option to register is available at cdsi website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.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 www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & 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.
Individual Shareholders holding securities in demat mode with NSDL Depository	<ol style="list-style-type: none">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: https://eservices.nsd.com 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



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	<p>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.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ 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.</p>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	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.

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 helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33.
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 evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30.

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.**



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(Formerly known as IO System Limited)

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- 1) The shareholders should log on to the e-voting website 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 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:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
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">• 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.
Dividend Bank Details OR 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">• 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.

- (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.
- (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.



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- (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 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.
 - 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, 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.
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 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 or call at toll free no. 1800 22 55 33.

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: compliance@tihil.co.in ; Tel +91-79-46008108 Website: www.tihil.co.in , CIN: L74110UP1987PLC008764.
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 - info@masserv.com. Website - www.masserv.com.



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E-voting Agency	Central Depository Services (India) Ltd Email id: helpdesk.evoting@cdslindia.com
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: cskunalsharma@gmail.com

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

In respect of Item No. 1 – Appointment of Mr. Ankitkumar Surendrakumar Agrawal (DIN: 10118085) as Independent Director (Non-Executive) of the Company.

Based on the recommendation of the Nomination and Remuneration Committee, Mr. Ankitkumar Surendrakumar Agrawal (DIN: 10118085) was appointed by the Board of Directors ('the Board') as an Additional Director (Non-Executive and Independent Director) of the Company for term of 5 (Five) consecutive years commencing from January 23, 2024, till January 22, 2029 (both days inclusive). Pursuant to the provisions of Section 152 and 161 of the Companies Act, 2013 read with the rules made there under Mr. Ankitkumar Surendrakumar Agrawal (DIN: 10118085) shall hold office up to the ensuing General Meeting of the Company.

Further as per the requirement of Regulation 17(1C) the said appointment shall also require to be approved by the members of the Company at the next annual general meeting or within a time period of three months from the date of such appointment whichever is earlier.

Considering the knowledge and experience of Mr. Ankitkumar Surendrakumar Agrawal the Board recommends his appointment as Non-Executive Independent Director for a period of 5 years w.e.f January 23, 2024. The Company has received a Notice under Section 160(1) of the Act from a Member signifying his intention to propose the appointment of Mr. Ankitkumar Surendrakumar Agrawal as an Independent Director.

Mr. Ankitkumar Surendrakumar Agrawal is not disqualified from being appointed as an Independent Director in terms of Section 164 of the Act and has given his consent to act as an Independent Director. The Company has received declaration from Mr. Ankitkumar Surendrakumar Agrawal that he meets the criteria of independence, as prescribed, both under Section 149(6) of the Act and under Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In the opinion of the Board, Mr. Ankitkumar Surendrakumar Agrawal fulfils the conditions of Independence as specified in the Act and the SEBI Listing Regulations for his proposed appointment as an Independent Director and is independent of the Management.

Accordingly, it is proposed to appoint Mr. Ankitkumar Surendrakumar Agrawal as an Independent Director of the Company, not liable to retire by rotation.

Brief resume of Mr. Ankitkumar Surendrakumar Agrawal is provided in the annexure to the Notice.

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 a Special Resolution.

Except Mr. Ankitkumar Surendrakumar Agrawal, none of the other 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.



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In respect of Item No. 02: Appointment of Mr. Mayank Suresh Jolly (DIN: 09366175) as a Whole time Director (Promoter and Executive) of the Company:

Taking into consideration the contributions made towards the growth of the Company by Mr. Mayank Suresh Jolly and on the recommendation of the Nomination and Remuneration Committee and the Board in its meeting held on January 23, 2024, it is proposed to appoint him as a Whole-Time Director of the Company w.e.f January 23, 2024 for a term of 3 years on a remuneration of upto 5% of the net profits of the Company for the financial year computed in a manner laid down in the provisions of Section 197 and 198 of the Act and rules made thereunder read with Schedule V of the Act and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 which includes perquisites and allowances like house rent allowance together with reimbursement of expenses or allowances for utilities such as gas, electricity, water, furnishings and repairs, educational allowance, medical reimbursement, club fees and such other perquisites and allowances. The perquisites shall be evaluated at actual cost. Further, in case of no profit or inadequacy of profit, the remuneration of INR 1,00,000/- per month shall be the minimum remuneration.

The main terms and conditions relating to the appointment and remuneration of Mr. Mayank Suresh Jolly as a Whole Time Director of the Company are as follows:

Term of Appointment

The appointment of Mr. Mayank Suresh Jolly as Whole Time Director is for a period of 3 years with effect from January 23, 2024.

Nature of Duties

Mr. Mayank Suresh Jolly the 'Whole Time Director' of the Company shall, subject to the provisions of the Companies Act, 2013, and overall superintendence and control of the Board of Directors of the Company, shall perform such duties and exercise such powers, as have been or may, from time to time, be entrusted to, or conferred on him, by the Board of Directors of the Company.

Remuneration

INR 1,00,000/- per month including base salary, variable pay, perquisites, various allowances, bonus & other benefits etc., to be increased by inflationary standard annually based on the recommendations of the Nomination and Remuneration Committee ('NRC'). The recommendation of NRC will be based on Company performance and individual performance.

Minimum Remuneration:

Notwithstanding anything to the contrary herein contained where in any financial year during the tenure of Mr. Mayank Suresh Jolly, the Company has no profits, or its profits are inadequate, the Company will pay him aforesaid remuneration as minimum remuneration in terms Part II of Schedule V of Companies Act, 2013 by way of salary, benefits and perquisites and allowances, bonus etc. as approved by the Board.

Other Terms of Appointment

- (a) The terms and conditions of the appointment of the Whole-Time Director and/or this Agreement may be altered and varied from time to time by the Board as it may, in its discretion deem fit, irrespective of the limits stipulated under Schedule V to the Act or any amendments made hereafter in this regard in such manner as may be agreed to between the Board and the Whole Time Director, subject to such approvals as may be required.
- (b) All Personnel Policies of the Company and the related rules which are applicable to other employees of the Company shall also be applicable to the Whole-Time Director unless specifically provided otherwise.



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- (c) The appointment may be terminated earlier, without any cause, by either Party by giving to the other Party six months' notice of such termination or the Company paying six months' remuneration which shall be limited to provision of Salary, Benefits, Perquisites, Allowances, and any pro-rated Bonus/ Performance Linked Incentive/ Commission (paid at the discretion of the Board), in lieu of such notice.
- (d) The employment of the Whole-Time Director may be terminated by the Company without notice or payment in lieu of notice:
 - (i) If the Whole-Time Director is found guilty of any gross negligence, default, or misconduct in connection with or affecting the business of the Company or any subsidiary or associated company to which he is required to render services; or
 - (ii) In the event of any serious, repeated, or continuing breach (after prior warning) or non-observance by the Whole-Time Director of any of the stipulations contained herein as no separate agreement shall be executed between the Company and the Whole-Time Director or
 - (iii) In the event the Board expresses its loss of confidence in the Whole-Time Director; or
- (e) In the event the Whole-Time Director is not in a position to discharge his official duties due to any physical or mental incapacity, the Board shall be entitled to terminate his contract on such terms as the Board may consider appropriate in the circumstances.
- (f) Upon the termination by whatever means of the employment of the Whole-Time Director he shall immediately tender his resignation from offices held by him in any subsidiaries and associated companies and other entities without claim for compensation for loss of office and shall not without the consent of the Company at any time thereafter represent himself as connected with the Company or any of the subsidiaries or associated companies.
- (g) Mr. Mayank Suresh Jolly will be liable to retire by rotation.
- (h) Mr. Mayank Suresh Jolly shall not, so long as he functions as such, become interested or otherwise concerned directly or through spouse and/or minor children in any selling agency of the Company in future without prior approval of the Central Government.
- (i) So long as he functions as such shall not be paid any sitting fees for attending the meetings of the Board of Directors or committees thereof.

In compliance with the provisions of Section 196 & 197 of the Act read with Schedule V and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and all other applicable provisions, if any, of the Act the terms of remuneration specified above are now being circulated in the Postal Ballot to the Members for their approval.

The proposed draft Agreement between Mr. Mayank Suresh Jolly and the Company is available for inspection by the Members of the Company at its Registered Office of the Company during the office hours on all working days except Saturdays between 11.00 A.M. and 01.00 P.M. up to the last date of Postal Ballot.

The Board of Directors recommends the appointment of Mr. Mayank Suresh Jolly as the Whole-Time Director of the Company as mentioned above by passing a Special Resolution. A Brief Resume of Mr. Mayank Suresh Jolly is given in Annexure-A to this explanatory statement.

Except for Mr. Mayank Suresh Jolly and his relatives, None of the Directors or Key Managerial Personnel of the Company or their respective relatives are concerned or interested, financially or otherwise except to the extent of their shareholding in the Resolution at Item No. 02.

Other particulars pertaining to the Company, which are required to be disclosed as per Section II of Part II of Schedule V of the Act are given in Annexure B to this explanatory statement.

In respect of Item No. 03: Appointment of Mr. Irfan Abdulrahimbhai Qureshi (DIN: 09494589) as a Whole time Director (Promoter and Executive) of the Company:

Taking into consideration the contributions made towards the growth of the Company by Mr. Irfan Abdulrahimbhai Qureshi and on the recommendation of the Nomination and Remuneration Committee and the Board in its meeting held on January



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23, 2024, it is proposed to appoint him as a Whole-Time Director of the Company w.e.f January 23, 2024 for a term of 3 years on a remuneration of upto 5% of the net profits of the Company for the financial year computed in a manner laid down in the provisions of Section 197 and 198 of the Act and rules made thereunder read with Schedule V of the Act and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 which includes perquisites and allowances like house rent allowance together with reimbursement of expenses or allowances for utilities such as gas, electricity, water, furnishings and repairs, educational allowance, medical reimbursement, club fees and such other perquisites and allowances. The perquisites shall be evaluated at actual cost. Further, in case of no profit or inadequacy of profit, the remuneration of INR 1,00,000/- per month shall be the minimum remuneration.

The main terms and conditions relating to the appointment and remuneration of Mr. Irfan Abdulrahimbhai Qureshi as a Whole Time Director of the Company are as follows:

Term of Appointment

The appointment of Mr. Irfan Abdulrahimbhai Qureshi as Whole Time Director is for a period of 3 years with effect from January 23, 2024.

Nature of Duties

Mr. Irfan Abdulrahimbhai Qureshi the 'Whole Time Director' of the Company shall, subject to the provisions of the Companies Act, 2013, and overall superintendence and control of the Board of Directors of the Company, shall perform such duties and exercise such powers, as have been or may, from time to time, be entrusted to, or conferred on him, by the Board of Directors of the Company.

Remuneration

INR 1,00,000/- per month including base salary, variable pay, perquisites, various allowances, bonus & other benefits etc., to be increased by inflationary standard annually based on the recommendations of the Nomination and Remuneration Committee ('NRC'). The recommendation of NRC will be based on Company performance and individual performance.

Minimum Remuneration:

Notwithstanding anything to the contrary herein contained where in any financial year during the tenure of Mr. Irfan Abdulrahimbhai Qureshi, the Company has no profits, or its profits are inadequate, the Company will pay him aforesaid remuneration as minimum remuneration in terms Part II of Schedule V of Companies Act, 2013 by way of salary, benefits and perquisites and allowances, bonus etc. as approved by the Board.

Other Terms of Appointment

- (a) The terms and conditions of the appointment of the Whole-Time Director and/or this Agreement may be altered and varied from time to time by the Board as it may, in its discretion deem fit, irrespective of the limits stipulated under Schedule V to the Act or any amendments made hereafter in this regard in such manner as may be agreed to between the Board and the Whole Time Director, subject to such approvals as may be required.
- (b) All Personnel Policies of the Company and the related rules which are applicable to other employees of the Company shall also be applicable to the Whole-Time Director unless specifically provided otherwise.
- (c) The appointment may be terminated earlier, without any cause, by either Party by giving to the other Party six months' notice of such termination or the Company paying six months' remuneration which shall be limited to provision of Salary, Benefits, Perquisites, Allowances, and any pro-rated Bonus/ Performance Linked Incentive/ Commission (paid at the discretion of the Board), in lieu of such notice.
- (d) The employment of the Whole-Time Director may be terminated by the Company without notice or payment in lieu of notice:



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- (i) If the Whole-Time Director is found guilty of any gross negligence, default, or misconduct in connection with or affecting the business of the Company or any subsidiary or associated company to which he is required to render services; or
- (ii) In the event of any serious, repeated, or continuing breach (after prior warning) or non-observance by the Whole-Time Director of any of the stipulations contained herein as no separate agreement shall be executed between the Company and the Whole-Time Director or
- (iii) In the event the Board expresses its loss of confidence in the Whole-Time Director; or
- (e) In the event the Whole-Time Director is not in a position to discharge his official duties due to any physical or mental incapacity, the Board shall be entitled to terminate his contract on such terms as the Board may consider appropriate in the circumstances.
- (f) Upon the termination by whatever means of the employment of the Whole-Time Director he shall immediately tender his resignation from offices held by him in any subsidiaries and associated companies and other entities without claim for compensation for loss of office and shall not without the consent of the Company at any time thereafter represent himself as connected with the Company or any of the subsidiaries or associated companies.
- (g) Mr. Irfan Abdulrahimbhai Qureshi will be liable to retire by rotation.
- (h) Mr. Irfan Abdulrahimbhai Qureshi shall not, so long as he functions as such, become interested or otherwise concerned directly or through spouse and/or minor children in any selling agency of the Company in future without prior approval of the Central Government.
- (i) So long as he functions as such shall not be paid any sitting fees for attending the meetings of the Board of Directors or committees thereof.

In compliance with the provisions of Section 196 & 197 of the Act read with Schedule V and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and all other applicable provisions, if any, of the Act the terms of remuneration specified above are now being circulated in the Postal Ballot to the Members for their approval.

The proposed draft Agreement between Mr. Irfan Abdulrahimbhai Qureshi and the Company is available for inspection by the Members of the Company at its Registered Office of the Company during the office hours on all working days except Saturdays between 11.00 A.M. and 01.00 P.M. up to the last date of Postal Ballot.

The Board of Directors recommends the appointment of Mr. Irfan Abdulrahimbhai Qureshi as the Whole-Time Director of the Company as mentioned above by passing a Special Resolution. A Brief Resume of Mr. Irfan Abdulrahimbhai Qureshi is given in Annexure-A to this explanatory statement.

Except for Mr. Irfan Abdulrahimbhai Qureshi and his relatives, None of the Directors or Key Managerial Personnel of the Company or their respective relatives are concerned or interested, financially or otherwise except to the extent of their shareholding in the Resolution at Item No. 03.

Other particulars pertaining to the Company, which are required to be disclosed as per Section II of Part II of Schedule V of the Act are given in Annexure B to this explanatory statement.

Dated: 05th February 2024

Place: Ahmedabad

For Trans India House Impex Limited

SD/-

Mrugesh Ashwin Kumar Vyas

Company Secretary and Compliance Officer

PAN - AIXPV8495M and Membership No: ACS: 4919

Registered Office:

B-1101, Titanium Square, B/h. Sarveshwar Tower, Opp. B. M. W. Show Room, Thaltej, Ahmedabad, Gujarat-380054, India, CIN - L74110UP1987PLC008764. Email - compliance@tihil.co.in.



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Annexure A: Brief Resume of Director’s seeking appointment.

Details of Directors seeking appointment at the Postal Ballot pursuant to the provisions of (i) Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and (ii) Secretarial Standard on General Meetings (‘SS-2’), issued by The Institute of Company Secretaries of India and are provided herein below:

Particulars	Ankitkumar Surendrakumar Agrawal	Mayank Suresh Jolly	Irfan Abdulrahimbhai Qureshi
Directors Identification Number (DIN)	10118085	09366175	09494589
Category	Independent (Professional and Non-Executive)	Whole-Time (Promoter and Executive)	Whole-Time (Promoter and Executive)
Date of Birth	16/10/1989	25/07/1992	20/12/1984
PAN	APOPA7744L	AORPJ6592D	AADPQ3520G
Age	34 Years	31 Years	39 Years
Nationality	Indian	Indian	Indian
Date of first appointment by Boar	23/01/2024	20/04/2022	20/04/2022
Qualifications	Company Secretary and Master of Business Administration	Bachelors in Hotel Management.	Graduate.
Nature of Expertise in specific functional areas	Qualified Company Secretary and Member of the Institute of Company Secretaries of India, having Membership No. ACS 53150, and a Master of Business Administration. Skill, experience, and knowledge inter alia in the field of Company Law, SEBI, and other allied Laws.	Experience of more than 10 years in the field of Business Development, Project Management, Finance and Leadership. Associated with the Company since 20 th April 2022.	Experience of more than 15 years in the field of Business Development, Project Management, Leadership in the field of Textiles. Associated with the Company since 20 th April 2022.
In the case of Independent Directors, the skills and capabilities for the role and the manner in which the proposed person meets such requirements.	Skill, experience, and knowledge inter alia in the field of Company Law, SEBI, and other allied Laws.	Not Applicable	Not Applicable



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 - 380054, Gujarat, INDIA

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

Directorship held in other entities.	<ul style="list-style-type: none"> • Shree Marutinandan Tubes Limited - Independent Director. • A And M Jumbo Bags Limited- Independent Director. • Kalahridhaan Trendz Limited- Independent Director. 	Esportare India Private Limited - Director	<ul style="list-style-type: none"> • Sunsource Capital Services India Limited- Director. • Esportare India Private Limited - Director.
Relationship with other Director/KMPs	Mr. Ankitkumar Surendrakumar Agrawal is not related to any of the Directors of the Company.	Mr. Mayank Suresh Jolly is already serving on the Board of Directors of the Company and one of the Promoter of the Company.	Mr. Irfan Abdulrahimbhai Qureshi is already serving on the Board of Directors of the Company and one of the Promoter of the Company.
Details of Board Meetings attended during the year.	1	11	11
Term and Condition of appointment along with Remuneration.	As mentioned in explanatory statement	As mentioned in explanatory statement	As mentioned in explanatory statement
Remuneration last drawn	NIL	NIL	NIL



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Membership of Committee of Trans India House Impex Limited	<ul style="list-style-type: none"> • Audit Committee - Member. • Nomination and Remuneration Committee - Member. • Stakeholder's relationship Committee - Member. 	<ul style="list-style-type: none"> • Audit Committee - Member. • Stakeholder's relationship Committee - Member. 	NIL
No of Shares held in the Company.	NIL	46,61,425	47,87,882
Remuneration proposed to be paid.	Not Applicable.	Upto 5% of the Net profit for the financial year computed u/s 198 subject to minimum of INR 1,00,000/- under Schedule V	Upto 5% of the Net profit for the financial year computed u/s 198 subject to minimum of INR 1,00,000/- under Schedule V
Terms and Conditions of reappointment.	As per Resolution and Explanatory Statement.	As per draft agreement	As per draft agreement



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Annexure B

Statement as required under Section II of Part II of Schedule V of the Act giving details in respect of the remuneration of Mr. Mayank Suresh Jolly and Mr. Irfan Abdulrahimbhai Qureshi as Whole-Time Directors.

I. General information:	
(1) Nature of industry	The Company engaged in the business of Trading and Export of Textiles, Ceramic Tiles, etc.
(2) Date or expected date of commencement of commercial production	The Company was incorporated on 25/05/1987 and the commercial production was started after some time.
(3) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable.
(4) Financial performance based on given indicators	Annexure '1'.
(5) Foreign investments or collaborations, if any.	NIL

II. Information about the Directors:		
Particulars	Mayank Suresh Jolly	Irfan Abdulrahimbhai Qureshi
(1) Background details	Experience of more than 10 years in the field of Business Development, Project Management, Finance and Leadership. Associated with the Company since 20th April 2022. He is also one of the Promoter of the Company.	Experience of more than 15 years in the field of Business Development, Project Management, Leadership in the field of Textiles. Associated with the Company since 20th April 2022. He is also one of the Promoter of the Company.
(2) Past remuneration	NIL	NIL
(3) Recognition or awards	Nil	NIL
(4) Job profile and his suitability	Overall Administration, Finance and Business Development of the Company.	Overall Administration, Finance and Business Development of the Company.



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(5) Remuneration proposed	The terms of remuneration proposed are detailed in the Special Resolution, Explanatory statement, and draft agreement.	The terms of remuneration proposed are detailed in the Special Resolution, Explanatory statement, and draft agreement.
(6) Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	Taking into consideration the size, nature and profit of the Company, the profile of Mr. Mayank Suresh Jolly, the responsibilities shouldered by him and the industry benchmark, the aforesaid remuneration is commensurate with the remuneration package paid to similar senior level position in other comparable companies.	Taking into consideration the size, nature and profit of the Company, the profile of Mr. Irfan Abdulrahimbhai Qureshi, the responsibilities shouldered by him and the industry benchmark, the aforesaid remuneration is commensurate with the remuneration package paid to similar senior level position in other comparable companies.
(7) Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.	Besides remuneration proposed, Mr. Mayank Suresh Jolly does not have any pecuniary relationship with the Company directly or indirectly. He holds 46,61,425 Equity shares in the share capital of the Company.	Besides remuneration proposed, Mr. Irfan Abdulrahimbhai Qureshi does not have any pecuniary relationship with the Company directly or indirectly. Further he holds 47,87,882 Equity Shares in the share capital of the Company.

III. Other information:

(1) Reasons of loss or inadequate profits	The Company may have loss or inadequate profit due to the reasons like change in market conditions, fluctuations in foreign market, change in global economic conditions or increasing cost of raw materials.
(2) Steps taken or proposed to be taken for improvement.	The Company has embarked on a series of strategic and operational measures that is expected to result in an improvement in the present position.
(3) Expected increase in productivity and profits in measurable terms.	The Company has taken various initiatives to maintain its leadership, improve market share and financial performance. It has been aggressively pursuing and implementing its strategies to improve financial performance.

DISCLOSURES:

The details of remuneration package of Mr. Mayank Suresh Jolly and Mr. Irfan Abdulrahimbhai Qureshi are given in the explanatory statement hereinabove and same is contained in the draft agreements with them which are open for inspection as mentioned hereinabove. The remuneration is variable as linked to the profits of the Company except in case of inadequate profit when the remuneration will be paid as per the provisions of Section 197 and 198 read with Schedule V of the Act. Other Directors are paid no remuneration except sitting fees for the meeting of the Board and Committees thereof.

ANNEXURE – 1.

As per published audited financial results for the year ended 31st March 2023, 31st March 2022, 31st March 2021.

Particulars	For the year/period ended (in INR Thousands)		
	March 2023	March 2022	March 2021



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Total Income	3,44,665.91	0.70	1.76
Depreciation	NIL	11.49	11.58
Total Expenses	3,15,146.51	8,333.61	7,349.26
Net Profit/Loss	29,209.40	(8,332.91)	(7,347.50)
Paid-up Capital	1,69,000.00	1,69,000.00	1,69,000.00
Reserves & Surplus	(90,194.18)	(2,12,533.58)	(2,04,200.67)

Dated: 05th February 2024

Place: Ahmedabad

For Trans India House Impex Limited

SD/-

Mrugesh Ashwin Kumar Vyas

Company Secretary and Compliance Officer

PAN - AIXPV8495M and Membership No: ACS: 4919

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