



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

29th April 2024

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

Ref: TRANS INDIA HOUSE IMPEX LIMITED

BSE SCRIP CODE: 523752

Sub: OUTCOME OF BOARD MEETING AND DISCLOSURE UNDER REGULATION 30 OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 (“SEBI LISTING REGULATIONS”).

Dear Sir/Madam,

Pursuant to the provisions of Regulation 30 of The SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 as amended from time to time, we would like to inform you that the Board of Directors of the Company, at their meeting held today i.e. **Monday, 29th day of April 2024**, had inter alia, considered and approved the following matter:

1. Incorporation of a Subsidiary Company:

Promotion and Incorporation of a Subsidiary Company under the name and style “TIHIL NVBF Media House Private Limited” or such other names as may be approved by the Central Registration Centre and/or Ministry of Corporate affairs (“Subsidiary Company”) subject to necessary compliances and reporting’s under the Companies Act, 2013. The Company shall subscribe 51% of the total Paid Up Share Capital, Voting Rights and Beneficial Ownership in the Subsidiary Company and accordingly shall subscribe 5100 Equity Shares of face value of Rs. 10/- of the Subsidiary Company. The proposed Company shall carry out the activities related to Digital Production, Influencer Marketing Promotion activities, Brand Content Production, Celebrity Brand Endorsements and Management. The said Investment is within the limits prescribed under Section 186(2) of the Companies Act, 2013 together with the limits passed by the Shareholders of the Company by passing Special Resolution in the 35th Annual General Meeting held on Saturday 30th September 2023.

Further, the additional details required under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI/HO/CFD/CFD-PoD1/P/CIR/2023/123 dated 13th July 2023 are annexed herewith as an “**Annexure-1**”.

The meeting commenced at 06:00 PM IST and concluded at 06:30 PM IST.



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Kindly consider this and take on record as a requisite disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from to time.

You are requested to take the same on record.

Thanking you,

For Trans India House Impex Limited
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Mrugesh Ashwin Kumar Vyas
Company Secretary and Compliance Officer
PAN - AIXPV8495M and Membership No: ACS: 49190

Encl: As above



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Annexure 1

<p>Name of the target entity, details in brief such as size, turnover etc</p>	<p>Name: TIHIL NVBF Media House Private Limited or such other name as may be approved by Central Registration Centre, Ministry of Corporate Affairs (“Subsidiary”).</p> <p>Authorized Share Capital: Rs. 1,00,000/- (Rupees One Lakh) divided into 10,000 (Ten Thousand) Equity Shares of Rs. 10/- each.</p> <p>Paid Up Share Capital: Rs. 1,00,000/- (Rupees One Lakh) divided into 10,000 (Ten Thousand) Equity Shares of Rs. 10/- each.</p> <p>Turnover, PAT, Net Worth: Not Applicable since Subsidiary is yet to be incorporated.</p> <p>The Company shall subscribe 51% of the total Paid Up Equity Share Capital, Voting Rights and Beneficial Ownership in the Subsidiary Company and accordingly shall subscribe 5100 Equity Shares of face value of Rs. 10/- of the Subsidiary Company.</p>
<p>Whether the acquisition would fall within related party transaction(s) and whether the promoter/ promoter group/ group companies have any interest in the entity being acquired? If yes, nature of interest and details thereof and whether the same is done at “arm’s length”</p>	<p>Yes, the said acquisition will fall under related party transaction and Subsidiary once incorporated will fall under the ambit of related party of the Company.</p> <p>The proposed Investment is not a Material Related Party Transactions calculated based on latest Audited Financial Statements for the Financial Year ended 31st March 2023 as defined under Regulation 23 of the SEBI LODR (Regulations), 2015.</p> <p>The Promoters/Promoters Group will have interest in the Subsidiary to the extent of their Shareholding/beneficial interest in the Company.</p> <p>The Investment will be done at Arm’s length basis only.</p>
<p>Industry to which the entity being acquired</p>	<p>Digital Production, Influencer Marketing</p>



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belongs;	Promotion activities, Brand Content Production, Celebrity Brand Endorsements and Management.
Objects and effects of acquisition (including but not limited to, disclosure of reasons for acquisition of target entity, if its business is outside the main line of business of the listed entity);	<p>The proposed Subsidiary shall carry out business of Digital Production, Influencer Marketing Promotion activities, Brand Content Production, Celebrity Brand Endorsements and Management.</p> <p>The Subsidiary Company to be incorporated shall carry out business in the field of Brand, Media and Entertainment.</p>
Brief details of any governmental or regulatory approvals required for the acquisition;	Not applicable.
Indicative period for completion of the acquisition;	Within 3 months from the date of this Board Meeting.
Nature of consideration - whether cash consideration or share swap and details of the same;	<p>Consideration – Cash (Subscription to Memorandum and Articles of Association of the Subsidiary Company).</p> <p>The Company shall invest and subscribe initial Paid-Up Equity Share Capital of the proposed Subsidiary Company by subscribing the Memorandum and Articles of Association in cash.</p> <p>The Company shall subscribe 51% of the total Paid Up Equity Share Capital, Voting Rights and Beneficial Ownership in the Subsidiary Company and accordingly shall subscribe 5100 Equity Shares of face value of Rs. 10/- of the Subsidiary Company.</p>
Cost of acquisition or the price at which the shares are acquired	The Investment will be made at face value of the Equity Share Capital of the Subsidiary as a result of subscription of Memorandum and Articles of Association.
Percentage of shareholding / control acquired and / or number of shares acquired;	<p>51% Equity Share Capital, Voting Power and Beneficial interest, and ownership of Subsidiary.</p> <p>The Company shall subscribe 5100 Equity Shares of face value of Rs. 10/- of the Subsidiary Company.</p>
Brief background about the entity acquired	Not applicable since the Subsidiary is yet to be



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in terms of products/line of business acquired, date of incorporation, history of last 3 years turnover, country in which the acquired entity has presence and any other significant information (in brief);	incorporated.
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Mrugesh Ashwin Kumar Vyas
Company Secretary and Compliance Officer
PAN - AIXPV8495M and Membership No: ACS: 49190