

IO SYSTEM LIMITED

CIN: L65921UP1987PLC008764

Reg. off.: Office no. 1109, Corporate Park Tower, A/1, Plot No. 7A/1, Sector 142 Noida, U.P.-201301

Email: io.exports.ltd@gmail.com; Tel 0120-4366443

Notice of Board Meeting 06/2022-23

Date: 27-06-2022

Notice is hereby given that meeting of the Board of Directors of the IO SYSTEM LIMITED will be held on Tuesday, 28th day of June, 2022 at 2.00 P.M. at B-1101, Titanium Square, B/H. Sarveshwar Tower, Opp. B.M.W. Show Room, Thaltej, Ahmedabad-380054.

The Agenda of the business to be transacted at the meeting is enclosed herewith.

You are requested to make it convenient to attend the meeting.

AGENDA TO BE TRANSACTED AT THE MEETING:-

1. To Grant Leave of Absence
2. To Change of Name of the Company & Alteration in Name Clause of MOA
3. To Change of Name of the Company & Alteration in Article of Association
4. To Change of Main Object of the Company & Alteration in Clause III (A) of MOA
5. To Regularize Additional Directors to Directors
6. To Conduct Extra Ordinary General Meeting
7. To accept the Resignation from Mrs. Seema Salwan- Director of the Company
8. To File DPT-3 for F.Y. 2021-22
9. To Adopt new Set of MOA & AOA as per Companies Act, 2013.

For IO SYSTEM LIMITED



Mayank S.
Jolly
(Director)

DIN: 09366175

Place: Ahmedabad

Date: 27-06-2022



Mitesh S. Rajpu
(Director)
DIN: 0677215

Registered Office:

office No. 1109, Corporate Park Tower, A/1-Plot No.7A/1, Sector 12, Noida(UP)-201301

NOTES TO AGENDA BM 06/2022-23

1. Granting Leave of Absence

The Board Comprises of the following Directors:

- a) Mr. Mitesh S. Rajput
- b) Mr. Mayank S. Jolly
- c) Mr. Irfan Qureshi

The Board of Directors are requested to grant Leave of Absence to the absentee Director(s), if any, from the attending the meeting of the Board.

2. Changing The Name Of The Company And Alteration Of Memorandum Of Association

The Name Approval Letter received on : 24-06-2022 from CRC(Central registration Office).

Proposed Resolution:

“RESOLVED THAT pursuant to the provisions of Section 4(2) & (3), 13(2) read with rule 8 & 29 and other applicable provisions and rules if any, amended till date, and Name Approval received from the Ministry of Corporate Affairs on 24-06-2022 vide Name Approval Letter SRN: F08756751 and as per applicable regulations of SEBI (LODR) regulations, 2015 and subject to the approval of the shareholders of the company, the consent of the Board of Directors be and is hereby accorded, to alter the Name Clause I in the Memorandum of Association.”

“RESOLVED FURTHER THAT the name of the Company is changed from its present name to name mentioned below and as approved by the Central Registration centre (CRC) on dated 24-06-2022

‘New name of the company’ **TRANS INDIA HOUSE IMPEX LIMITED**

“RESOLVED FURTHER THAT the clause one of memorandum of association of the company be altered as mentioned below subject to approval of shareholders.”

Clause I – The name of the company is **TRANS INDIA HOUSE IMPEX LIMITED.**

“RESOLVED FURTHER THAT ANY Director of the Company be and is hereby authorized to file e-form MGT-14 and e-form INC-24 along with all supporting documents, altered MoA of the Company and to do all other acts, things, sign, deed, issue copy of resolution, sign e-form, and to take all such steps and actions as may be necessary in this regard.”

3. To Change of Name of the Company & Alteration in Article of Association

“RESOLVED THAT pursuant to the provisions of Section 5,14 read with applicable rule and other applicable provisions and rules if any, amended till date, and Name Approval received from the Ministry of Corporate Affairs on 24-06-2022 vide Name Approval Letter SRN: F08756751 and as per applicable regulations of SEBI (LODR) regulations, 2015 and subject to the approval of the shareholders of the company, the consent of the Board of Directors be and is hereby accorded, to alter the Name of the Company in Article of Association of the Company from **IO SYSTEM**

LIMITED to TRANS INDIA HOUSE IMPEX LIMITED wherever it appears in the Article of Association of the Company. “

“RESOLVED FURTHER THAT ANY Director of the Company be and is hereby authorized to file e-form MGT-14 and e-form INC-24 along with all supporting documents, altered AoA of the Company and to do all other acts, things, sign, deed, issue copy of resolution, sign e-form, and to take all such steps and actions as may be necessary in this regard.”

4. To Change the Main Object of the Company & alteration in Object Clause of MOA

“RESOLVED THAT pursuant to the provisions of the Section 4,13 and other applicable provision, if any, of the Companies Act, 2013 and the rules made there under and the as per applicable regulations of SEBI (LODR) regulations, 2015, and subject to approval of the Shareholders of the Company, the consent of the Board of Directors of the Company be and are hereby accorded for the amendment in the existing Object Clause of the Memorandum of Association of the Company in the Following Manner:

Clause III (A) of the MOA be altered by Substituting following Clause

‘To Carry on the business of exporters, importers, buyers, sellers, traders, processors, packaging, re-packaging, merchant traders, cultivators, mediators’ broker, agents, export house, consignments agents, marketing agents, commission agents, distributors, suppliers, freight service traders, factors, stockiest, advisors, partner of and dealers in all kind of industrial consumer products (both durable and non-durable), specialized in trading of all kind of ceramics and its products, textiles, oil, fuels, dehydrated products and intermediate products of any kinds of merchandise goods including ferrous and nonferrous items in particular and commodities and services and to do all such other acts and things which are conducive to the aforesaid business and/ or ancillary or incidental to the same.’

“FURTHER RESOLVED THAT the draft Copy of the amended MOA as tabled before the board at the Meeting duly initiated by the Chairperson Mr. Mayank S. Jolly be and is hereby approved and adopted.”

“FURTHER RESOLVED THAT Mr. Mayank S. Jolly , Director of the Company and Mr. Mitesh Rajput, Director of the Company be and is hereby severally authorized n behalf of the Company to sign and execute all such applications, forms and documents as required, and to do all such acts, deeds, matters and things as may be necessary and to settle any questions ,difficulties, or doubts that may arise in this regard , and to accede to such modification to the aforementioned resolution as may be suggested by the Registrar of Companies Affairs or such other authorities arising from or incidental to the said amendment without requiring any further approval of the Board.”

5. To Regularize Additional Directors to Director

Proposed Resolution:

“RESOLVED THAT pursuant to the provisions of section 149 and all other applicable provisions of the Companies Act, 2013 and the rules made thereunder and the regulation 19(4) read with part D of Schedule II of SEBI (LODR) regulations, 2015 and applicable regulations, notifications and circulars of RBI and subject to Approval Taken from the members of the Company in their Extra Ordinary General Meeting, Mr. Mayank S. Jolly (DIN: 09366175), Mr. Mitesh Rajput (DIN: 06772154) & Mr. Irfan Qureshi (DIN: 09494589) be and are hereby regularize as Directors of the

Company with effect from the approval given by the Members of the Company in their Extra ordinary General Meeting, whose period of office will be liable to determination by retirement of directors by rotation. “

“RESOLVED FURTHER THAT any director of the Company be and is hereby authorized to file & Sign Form DIR-12 with the ROC through MCA portal and to intimate the BSE for giving effect to the above resolution.”

6. To Conduct the Extra Ordinary General Meeting :

The Extra Ordinary General Meeting will be Conducted on Monday, 25th day of July, 2022 at 2.00 P.M. through Video Conferencing mode to transact the following Business:

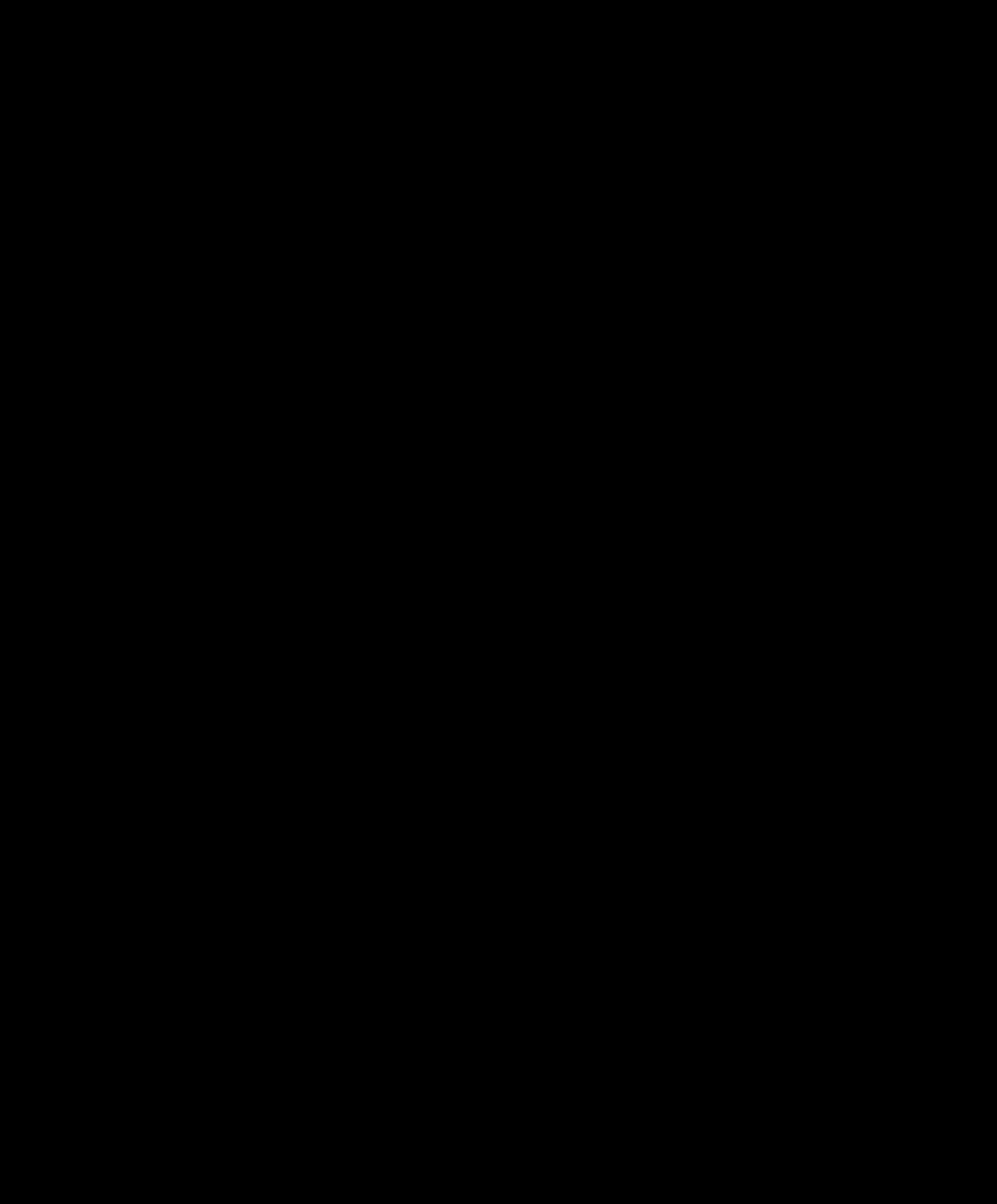
- 1) To Change Name of the Company and Alteration In Memorandum Of Association & Article of Association.
- 2) To Change the Main Object of the Company and Alteration in Object Clause of Memorandum of Association of the Company
- 3) To Regularize the Additional Directors to Directors.

Proposed Resolution:

“ RESOLVED THAT pursuant to Section 100 of the Companies Act, 2013 and the rules made there under the Extra Ordinary General Meeting will be held on Monday, 25th day of July, 2022 through Video Conferencing Mode at 2.00 P. M. “

Proposed Resolution:

The Chairman discussed recent Amendment made under Companies Act, 2013 pursuant to



(a) (i)	Paid up Share Capital	16,90,00,000.00
(ii)	Free Reserves	-20,42,00,667.00
(iii)	Securities Premium Account	0
(b) (i)	Accumulated Loss	0
(ii)	Balance of deferred revenue expenditure	0
(iii)	Accumulated unprovided depreciation	0
(iv)	Miscellaneous expense and preliminary expenses	0
(v)	Other intangible assests	0
(c)	Net worth (a) - (b)	-3,52,00,667.00

“FURTEHR RESOLVED THAT any of the director of the Company is authorized to sign E- from DPT-3 on MCA portal in time as specified by the MCA.”

9. To Adopt New Set of Memorandum of Association & Article of Association as per Companies Act, 2013

Proposed Resolution:

“ RESOLVED THAT pursuant to the provisions of Section 13 read with section 4 of the Companies Act, 2013 and the rules made there under and subject to approval taken from the members of the Company in their Extra Ordinary General Meeting will be held on 25th Day of July, 2022 trough Video Conferencing Mode at 2.00 P.M. , the consent of Board of Directors of the Company be and are hereby accorded that to substitute the existing **Memorandum of Association** of the Company with the new Set of Memorandum of Association as per the provisions of the Companies Act,2013 in the format of Table A. “

“FURTEHR RESOLVED THAT pursuant to the provision of Section 14 read with Section 5 of the Companies Act, 2013 and the rules made there under and subject to approval taken from the members of the Company in their Extra Ordinary General Meeting will be held on 25th Day of July, 2022 trough Video Conferencing Mode at 2.00 P.M. , the consent of Board of Directors of the Company be and are hereby accorded that to substitute the existing **Article of Association** of the Company with new set of Article of Association as per the provision of the Companies Act,2013, in the format of Table F. “

“FURTHER RESOLVED THAT Mr. Mayank S. Jolly , Director of the Company and Mr. Mitesh Rajput, Director of the Company be and is hereby severally authorized on behalf of the Company to sign and execute all such applications, forms and documents as required, and to do all such acts, deeds, matters and things as may be necessary and to settle any questions ,difficulties, or doubts that may arise in this regard , and to accede to such modification to the aforementioned resolution as may be suggested by the Registrar of Companies Affairs or such other authorities arising from or incidental to the said amendment without requiring any further approval of the Board.”

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CERTIFIED TRUE COPY OF THE RESOLUTION PASSED AT THE MEETING OF BOARD OF DIRECTORS OF THE COMPANY HELD ON TUESDAY, 28TH DAY OF JUNE, 2022 AT 2.00 P.M. AT B-1101, TITANIUM SQUARE, B/H. SARVESHWAR TOWER, OPP. B.M.W. SHOW ROOM, THALTEJ, AHMEDABAD-380054

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1. Granting Leave of Absence

The Board Comprises of the following Directors:

- a) Mr. Mitesh S. Rajput
- b) Mr. Mayank S. Jolly
- c) Mr. Irfan Qureshi

The Board of Directors are requested to grant Leave of Absence to the absentee Director(s), if any, from the attending the meeting of the Board.

No Directors are absent, so No Leave of Absence is granted to any Director.

2. Changing The Name Of The Company And Alteration Of Memorandum Of Association

The Name Approval Letter received on : 24-06-2022 from CRC(Central registration Office).

The Consent of the Board be and are hereby accorded that –

“RESOLVED THAT pursuant to the provisions of Section 4(2) & (3), 13(2) read with rule 8 & 29 and other applicable provisions and rules if any, amended till date, and Name Approval received from the Ministry of Corporate Affairs on 24-06-2022 vide Name Approval Letter SRN: F08756751 and as per applicable regulations of SEBI (LODR) regulations, 2015 and subject to the approval of the shareholders of the company, the consent of the Board of Directors be and is hereby accorded, to alter the Name Clause I in the Memorandum of Association.”

“RESOLVED FURTHER THAT the name of the Company is changed from its present name to name mentioned below and as approved by the Central Registration center (CRC) on dated 24-06-2022

‘New name of the company’ **TRANS INDIA HOUSE IMPEX LIMITED**

“RESOLVED FURTHER THAT the clause one of memorandum of association of the company be altered as mentioned below subject to approval of shareholders.”

Clause I – The name of the company is **TRANS INDIA HOUSE IMPEX LIMITED.**

“RESOLVED FURTHER THAT ANY Director of the Company be and is hereby authorized to file e-form MGT-14 and e-form INC-24 along with all supporting documents, altered MoA of the Company and to do all other acts, things, sign, deed, issue copy of resolution, sign e-form, and to take all such steps and actions as may be necessary in this regard.”

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3. To Change of Name of the Company & Alteration in Article of Association

The Consent of the Board be and are hereby accorded that –

~~“RESOLVED THAT~~ pursuant to the provisions of Section 5, 14 read with applicable rule and other applicable provisions and rules if any, amended till date, and Name Approval received from the Ministry of Corporate Affairs on 24-06-2022 vide Name Approval Letter SRN: F08756751 and as per applicable regulations of SEBI (LODR) regulations, 2015 and subject to the approval of the shareholders of the company, the consent of the Board of Directors be and is hereby accorded to

alter the Name of the Company in Article of Association of the Company from **IO SYSTEM LIMITED** to **TRANS INDIA HOUSE IMPEX LIMITED** wherever it appears in the Article of Association of the Company. “

“**RESOLVED FURTHER THAT** ANY Director of the Company be and is hereby authorized to file e-form MGT-14 and e-form INC-24 along with all supporting documents, altered AoA of the Company and to do all other acts, things, sign, deed, issue copy of resolution, sign e-form, and to take all such steps and actions as may be necessary in this regard.”

4. To Change the Main Object of the Company & alteration in Object Clause of MOA

The Consent of the Board be and are hereby accorded that –

“**RESOLVED THAT** pursuant to the provisions of the Section 4,13 and other applicable provision, if any, of the Companies Act, 2013 and the rules made there under and the as per applicable regulations of SEBI (LODR) regulations, 2015, and subject to approval of the Shareholders of the Company, the consent of the Board of Directors of the Company be and are hereby accorded for the amendment in the existing Object Clause of the Memorandum of Association of the Company in the Following Manner:

Clause III (A) of the MOA be altered by Substituting following Clause

“To Carry on the business of exporters, importers, buyers, sellers, traders, processors, packaging, re-packaging, merchant traders, cultivators, mediators’ broker, agents, export house, consignments agents, marketing agents, commission agents, distributors, suppliers, freight service traders, factors, stockiest, advisors, partner of and dealers in all kind of industrial consumer products (both durable and non-durable), specialized in trading of all kind of ceramics and its products, textiles, oil, fuels, dehydrated products and intermediate products of any kinds of merchandise goods including ferrous and nonferrous items in particular and commodities and services and to do all such other acts and things which are conducive to the aforesaid business and/ or ancillary or incidental to the same.”

“**FURTHER RESOLVED THAT** the draft Copy of the amended MOA as tabled before the board at the Meeting duly initiated by the Chairperson Mr. Mayank S. Jolly be and is hereby approved and adopted.”

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“FURTHER RESOLVED THAT Mr. Mayank S. Jolly , Director of the Company and Mr. Mitesh Rajput, Director of the Company be and is hereby severally authorized n behalf of the Company to sign and execute all such applications, forms and documents as required, and to do all such acts, deeds, matters and things as may be necessary and to settle any questions ,difficulties, or doubts that may arise in this regard , and to accede to such modification to the aforementioned resolution as may be suggested by the Registrar of Companies Affairs or such other authorities arising from or incidental to the said amendment without requiring any further approval of the Board.“

5. **To Regularize Additional Directors to Director**

The Consent of the Board be and are herby accorded that –

“RESOLVED THAT pursuant to the provisions of section 149 and all other applicable provisions of the Companies Act, 2013 and the rules made thereunder and the regulation 19(4) read with part D of Schedule II of SEBI (LODR) regulations, 2015 and applicable regulations, notifications and circulars of RBI and subject to Approval Taken from the members of the Company in their Extra Ordinary General Meeting, Mr. Mayank S. Jolly (DIN: 09366175), Mr. Mitesh Rajput (DIN: 06772154) & Mr. Irfan Qureshi (DIN: 09494589) be and are hereby regularize as Directors of the Company with effect from the approval given by the Members of the Company in their Extra ordinary General Meeting, whose period of office will be liable to determination by retirement of directors by rotation.“

“RESOLVED FURTHER THAT any director of the Company be and is hereby authorized to file & Sign Form DIR-12 with the ROC through MCA portal and to intimate the BSE for giving effect to the above resolution.”

6. **To Conduct the Extra Ordinary General Meeting :**

The Extra Ordinary General Meeting will be Conducted on Monday, 25th day of July, 2022 at 2.00 P.M. through Video Conferencing mode to transact the following Business:

- 1) To Change Name of the Company and Alteration In Memorandum Of Association & Article of Association.
- 2) To Change the Main Object of the Company and Alteration in Object Clause of Memorandum of Association of the Company
- 3) To Regularize the Additional Directors to Directors.
- 4) To Adopt New Sets of MOA & AOA As per Companies Act, 2013 in the format of Table- A & Table -F respectively.

The Consent of the Board be and are herby accorded that –

“ RESOLVED THAT pursuant to Section 100 of the Companies Act, 2013 and the rules made there under the Extra Ordinary General Meeting will be held on Monday, 25th day of July, 2022 through Video Conferencing Mode at 2.00 P. M.“

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"FURTEHR RESOLVED THAT any one Director of the Company be and is hereby authorized to provide all the medium for this EGM through VC to all the members of the Company, to Circulate the Notices to the members for this EGM. "

7. To Accept the Resignation from Mrs. Seema Salwan

One of the Independent Woman Director Mrs. Seema Salwan of the Company Vide DIN: 06944301 has resigned from the post of the Directorship and give her resignation letter to the Board on 24-06-2022. She Won't able to devote her time to the Company due to some other occupancy.

The Consent of the Board be and are herby accorded that –

"RESOLVED THAT Pursuant to the Section 149 of the Companies Act, 2013 and the rules made there under, the resignation of Mrs. Seema Salwan vide DIN: 06944301 from the post of Director of the Company be and is hereby accepted with effect from 24-06-2022.

"RESOLVED FURTHER THAT the board places on record their appreciation for the assistance provided by Mrs. Seema Salwan vide DIN: 06944301, during her tenure as Director of the Company."

"RESOLVED FURTHER THAT any director of the Company be and is hereby authorized to file & Sign Form DIR-12 with the ROC through MCA portal and to intimate the BSE for giving effect to the above resolution."

"RESOLVED FURTHER THAT Mrs. Seema Salwan vide DIN: 06944301, be and is hereby responsible and liable to file form DIR-11 to give intimation of her resignation to the ROC- UP by E-filling DIR-11 through MCA Portal.

8. Filling of DPT-3 form For F.Y. 2021-22

The Chairman discussed recent Amendment made under Companies Act, 2013 pursuant to Deposits and for that following resolutions passed for filling of Return of Deposits which are not considered as Deposits under Companies Act, 2013.

"RELOSVED THAT pursuant to Section 2(31) read with rule 2 (1) (c) of the Companies

or loan by a
l of financial
(Acceptance of Deposit) Rules, 2014 , particulars of Particulars of receipt of money
company **but not considered as deposits** and networth of the Company, at the end
year i.e. 31.03.2021 are mentioned as below:

NT (Rs.)	SR. NO.	Any amount received from	AMOU
	1	Government, Local authority etc. (give detail)	0
	2	A loan or facility from any banking company or Financial	0

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5	employee of the company not exceeding his annual salary under a contract of employment with the company in the nature of non-interest bearing security	0
6	Any non-interest bearing amount received and held in trust	0
7	in course of, or for the purposes of the business of the company As an advance for supply of goods or provision of services accounted for in any manner whatsoever provided that such advance is appropriated against supply of goods or provision of services within a period of three hundred and sixty-five days from the date of acceptance of such advance	0
8	As advance accounted for in any manner whatsoever, received in connection with consideration for immovable property under an agreement or arrangement, provided that such advance is adjusted against such property in accordance with the terms of agreement or arrangement	0
9	As advance accounted for in any manner whatsoever, received in connection with consideration for immovable property under an agreement or arrangement, provided that such advance is adjusted against such property in accordance with the terms of agreement or arrangement	0
10	As security deposit for performance of the contract of supply of goods or provision of services or other type of advance as	0

given in rule

Any amount brought in by promoters of the company by way of unsecured loans in pursuance of the stipulation of any lending financial institution or a bank

0

11

Other type of amount as given in rule

0

12

Worth as per the latest audited balance sheet preceding the date of the return i.e. as on 03.02.2022 is Rs. -3,52,00,667.00/- as detailed below:

S. NO.	PARTICULARS	AMOUNT (Rs.)
(i)	Paid up Share Capital	16,90,00,000.00
(ii)	Free Reserves	-20,42,00,667.00
(iii)	Securities Premium Account	0
(iv)	Accumulated Loss	0
(v)	Balance of deferred revenue expenditure	0
(vi)	Accumulated unprovided depreciation	0
(vii)	Miscellaneous expense and preliminary expenses	0
(viii)	Other intangible assests	0
(c)	Net worth (a) - (b)	-3,52,00,667.00

"FURTEHR RESOLVED THAT any of the director of the Company is authorized to sign E- from DPT 3 on MCA portal in form DPT-3 on MCA portal in the name as specified by the MCA.

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9. To Adopt New Set of Memorandum of Association & Article of Association as per Companies Act, 2013