

The background of the entire page is a large, abstract graphic. It consists of a spiral of dots that starts from the bottom right and moves towards the top left, creating a sense of depth and movement. The dots are arranged in concentric, slightly overlapping circles, with the spacing between them varying to create a 3D effect.

29th ANNUAL REPORT 2016-17

IO SYSTEM LIMITED

CORPORATE INFORMATION

BOARD OF DIRECTORS / KEY MANAGERIAL PERSONNEL

| | |
|-----------------------------|---------------------------|
| Shri Arun Seth | - Director |
| Shri Ramesh Chandra Agarwal | - Director |
| Shri Satish Kumar Gupta | - Director |
| Ms. Gunjan Arora | - Wholetime Director |
| Mr. Rakesh Kumar Bhatnagar | - Chief Financial Officer |
| Mr. Dinkar Sharma | - Company Secretary |

AUDITORS

Gupta Garg & Agrawal,
Chartered Accountants,
G-55, Royal Palace, IIInd Floor,
Laxmi Nagar, Vikas Marg,
Delhi-110 092.

INTERNAL AUDITOR

RBAS & Associates,
Chartered Accountants
Office No. 49, II Floor,
A-215, Chawla Complex,
Shakarpur, Delhi-110 092.

SECRETARIAL AUDITOR

S.K.Batra & Associates
Company Secretaries
#3393, 1st Floor, South Patel Nagar
Adjacent Jaypee Siddharth Hotel
New Delhi-110008

REGISTRAR & SHARE TRANSFER AGENT

MAS Services Limited
T-34, 2ndFloor, Okhla Industrial Area,
Phase - II, New Delhi - 110 020
Ph: 26387281/82/83, Fax: 26387384
email: info@masserv.com
Website: www.masserv.com

BANKERS

Indusind Bank,
N-1011, Sector-18,
Noida-201401, Uttar Pradesh

C o n t e n t s

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IO System Limited

CIN : L65921UP1987PLC008764

Regd. Office : Global Knowledge Park, Plot No. 19A & 19B,

Sector-125, Noida, U. P. - 201301

Ph.: +91-120-3355131

Website: www.iosystem.co.in, E-mail : iosystemltd@gmail.com

NOTICE

Notice is hereby given that the Twenty Ninth Annual General Meeting of the members of IO SYSTEM LIMITED will be held at 11.30 a.m. on Friday, the 29th September, 2017 at Sri Aurobindo Bhawan, C-56/36, Sector-62, NOIDA-201 307 (U.P.), to transact the following business :

ORDINARY BUSINESS :

1. To receive, consider and adopt the Audited financial statements of the Company including the Balance Sheet as at 31st March, 2017, the statement of audited Profit & Loss and statement of Cash Flow for the year ended 31st March, 2017, Balance Sheet as at that date and the Directors' and Auditors' Reports thereon
2. To consider and appoint Director in place of Mr. Arun Seth (DIN : 00007895), who retires by rotation and being eligible, offers himself for reappointment.
3. To appoint Statutory Auditors and fix their remuneration.

"RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions of the Companies Act, 2013, read with Companies (Audit and Auditors) Rules, 2014, as amended from time to time, and pursuant to the recommendation made by the Audit Committee to the Board, M/s H S Gupta & Co., Chartered Accountants, R 13/27, Raj Nagar, Ghaziabad, U.P-201 002, (Firm Registration No. 000326C), be and are hereby appointed as the Statutory Auditors of the Company, in place of retiring auditors M/s Gupta Garg & Agrawal, Chartered Accountants (Firm Registration No.505762C), to hold office for a term of five consecutive years from the conclusion of this 29th Annual General Meeting, until the conclusion of the 34th Annual General Meeting of the Company, subject to ratification by members every year, as applicable, at such remuneration and out of pocket expenses, as may be decided by the Board of Directors of the Company.

**By Order of the Board
For IO SYSTEM LIMITED**

Date : August 14, 2017

Place : NOIDA

**ARUN SETH
DIRECTOR
DIN : 00007895**

NOTES :

1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in aggregate not more than ten percent (10%) of total share capital of the company.
2. Members are requested to notify immediately the change of address, if any, to the Company or MAS Services Limited, the Registrar and Share Transfer Agent of the Company. However, Members holding shares in electronic form are hereby informed that the company or its Registrars and Transfer Agents cannot act on any request received directly from the members holding shares in electronic form for any change in address, change of bank particulars or bank mandates. Such changes are to be advised only to the Depository participant of the Members.
3. The Register of Members and Share transfer book of the Company will remain closed from 23rd September, 2017 to 29th September, 2017 (both days inclusive).
4. Members / Proxies should bring the attendance slip sent herewith duly filled in for attending the meeting.
5. Members are requested to send their queries at least ten days before the date of the meeting so that the information can be made available at the meeting.
6. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company or to MAS Services Ltd., the Registrar and Share Transfer Agents of the Company.

7. Annual Report 2016-17 along with notice of the AGM, Attendance Slip, Proxy Form and process instructions and the manner of conducting E-voting is being sent electronically to all the members whose email IDs are registered with the Company / Depository Participant(s). For members who request for a hard copy and for those who have not registered their email address, physical copies of Annual Report are being sent through the permitted mode. Members who have not registered their email address are requested to get their email address registered with the Company / Depository Participants and update the same, if required.
8. All the documents, if any, referred to in this notice and explanatory statement are available for inspection of the members at the registered office of the Company on any working day except Saturday, between 10:00 a.m. to 1:00 p.m. up to the conclusion of this meeting.
9. Voting through electronic means :
In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the company is pleased to provide members facility to exercise their right to vote at the 29th Annual General Meeting (AGM) by electronic means. The Company has engaged the services of National Securities Depository Limited ("NSDL") to provide remote e-voting facilities and for security and enabling the members to cast their vote in a secure manner.
10. The remote e-voting period begins on Tuesday, the 26th September, 2017 (at 9.00 a.m.) and ends on Thursday, the 28th September, 2017 (at 5.00 p.m.). During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 22nd September, 2017 may cast their vote electronically. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
11. The Company shall also provide the facility for voting through polling paper which shall be available at the meeting and Members attending the meeting who have not already casted their vote by remote e-voting shall be able to exercise their rights to vote at the Meeting.
12. **Instructions for remote e- voting: Please read the instructions as mentioned at the back of the attendance slip.**
13. Members are required to vote only through the electronic system or through ballot at Annual General Meeting only and in no other form. In the event a member casts his votes through both the processes, the votes in the electronic system would be considered and the ballot vote would be ignored.
15. The e-voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 25th August, 2017.
16. A member may participate in the Annual General Meeting even after exercising his right to vote through e-voting, but shall not be allowed to vote again.
17. Mr. Dinkar Sharma, Compliance Officer of the Company, "Global Knowledge Park, Plot No.19A & 19B, Sector-125, NOIDA-201 301 (U.P), shall be responsible for addressing all the grievances in relation to this Annual General Meeting including e-voting. He can be contacted through e-mail at csdinkar@gmail.com.
18. **MEMBERS HOLDING EQUITY SHARES IN ELECTRONIC FORM AND PROXIES THEREOF, ARE REQUESTED TO BRING THEIR DP ID AND CLIENT ID FOR IDENTIFICATION.**

Details of Directors seeking Appointment / Reappointment in forthcoming Annual General Meeting (In pursuance of Clause 49(VIII)(E) of the Listing Agreement)

| | |
|--|--|
| Name of the Director | Mr. Arun Seth |
| Date of Birth | 24 th September, 1953 |
| Date of appointment/re-appointment | 30 th September, 2016 |
| Qualification | B.A., Diploma in Marketing Management |
| Expertise in Specific Functional Areas | Marketing, Electronics & Information Technology |
| List of Companies in which Directorship held | 1) IO System Limited 2) Bharat IT Services Limited 3) Chelmsford Club Limited 4) Delhi Race Club 1940 Limited 5) First Choice Enterprises Private Limited 6) Peremex Computer Systems Private Limited |
| Number of shares held in the Company | NIL |

DIRECTORS' REPORT

Dear Members,

Your Directors have pleasure in submitting the 29th Annual Report together with the Statement of Accounts of your Company for the year ended 31st March, 2017.

Financial Performance

The summarized results of your Company are given in the table below :

| | (Amount in Rs.) | |
|--|-------------------|-------------------|
| PARTICULARS | 31.03.2017 | 31.03.2016 |
| Total Income (Other Income) | 2,009 | 32,442 |
| Profit/(loss) before Interest, Depreciation & Tax (EBITDA) | (45,06,609) | (47,12,541) |
| Finance Charges | 40,72,531 | 32,32,421 |
| Depreciation | 27,096 | 9,560 |
| Net Profit/(Loss) After Tax | (86,06,236) | (79,54,522) |
| Profit/(Loss) brought forward from previous year | (20,91,66,529) | (20,12,12,006) |
| Profit/(Loss) carried to Balance Sheet | (21,27,72,765) | (20,91,66,529) |

*previous year figures have been regrouped/rearranged wherever necessary.

Summary of Operations

During the year under review, your company only earned through other income which stood at Rs.2,009/- as compared to that of Rs. 32,442/- during the previous year. The Company incurred a loss of Rs.86.06 lacs during the year as compared to a loss of Rs.79.54 lacs during the previous year.

Transfer to Reserves

The Company has not transferred any amount to General Reserve in the current year.

Business Review/State of the company's affairs

During the year under review, the Company did not carry any business activity. The Company has been incurring losses for the past many years and is yet to overcome the same. The Company has stopped its commercial production owing to huge losses over the past many years.

Dividend

In view of the losses incurred during the year as well as in the previous years, your Directors do not recommend any dividend.

Subsidiary Company

The Company does not have any subsidiary. However, the Company continues to be the subsidiary of Smart Entertainment Private Limited with Smart Global Corporate Holdings Private Limited as the Ultimate Holding Company.

Directors' Responsibility Statement

Pursuant to the provisions of sub-section (5) of Section 134 of the Companies Act, 2013, the Directors of your Company, to the best of their knowledge and ability, confirm:

- that in the preparation of annual accounts, the applicable accounting standards have been followed alongwith explanation relating to material departures;
- that the directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as on March 31, 2017 and of the profit / loss of the Company for that period.
- that proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- that the annual accounts have been prepared on a going concern basis.
- that internal financial controls have been laid down to be followed by the company and that such internal financial controls are adequate and were operating effectively.
- that proper systems have been devised to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

Capital/ Finance

During the year under review, there was no enhancement or reduction in capital of the Company. As on 31st March, 2017, the capital break-up of the Company is as under :

- Authorised Capital:** Rs. 25,00,00,000/-, divided into 2,00,00,000 Equity Shares of Rs.10/- each and 5,00,000 Preference Shares of Rs.100/- each.

- ii) **Issued, subscribed and fully paid up share capital:** Rs. 16,90,00,000/-, divided into 1,69,00,000 Equity shares of Rs.10/- each.

Directors and Key Managerial Personnel

Pursuant to the provisions of Section 149 of the Act, which came into effect from April 1, 2014, Mr. Ramesh Chandra Agarwal and Mr. Satish Kumar Gupta, were appointed as independent directors at the annual general meeting of the Company held on September 29, 2014 to hold office upto 28th September, 2019. The terms and conditions of appointment of independent directors are as per Schedule IV of the Act. Both the independent Directors of the Company, viz., Mr. Ramesh Chandra Agarwal and Mr. Satish Kumar Gupta, have submitted a declaration that each of them meets the criteria of independence as provided in Section 149(6) of the Act and there has been no change in the circumstances which may affect their status as independent director during the year.

Mr. Arun Seth retires at the ensuing Annual General Meeting of the Company and being eligible offers himself for reappointment. Also pursuant to the provisions of Section 149(1) of the Act, Ms. Gunjan Arora was appointed as a Wholtime Director on the Board of the Company for a period of three years, i.e., upto 31st March, 2019.

Pursuant to the provisions of Section 203 of the Companies Act, 2013, Mr. Rakesh Kumar Bhatnagar continues to be the Chief Financial Officer (CFO) of the Company with effect from 1st March, 2015. Mr. Dinkar Sharma acts as the Company Secretary of the Company.

There has not been any other change in the Directorship or appointment / resignation of Key Managerial Personnel.

Number of Meetings of the Board

Five meetings of the Board were held during the year. For details of the meetings of the Board, please refer to the corporate governance report, which forms part of this report.

Board Evaluation

Pursuant to the provisions of the Companies Act, 2013 and Rules made thereunder, Schedule IV of the Act and SEBI (LODR) Regulations, 2015, the Board of Directors has carried out an annual evaluation of its own performance, Board committees and individual directors pursuant to the provisions of the Act and the corporate governance requirements as prescribed by Securities and Exchange Board of India ("SEBI"). The performance of the Board was evaluated by the Board after seeking inputs from all the directors on the basis of the criteria such as the Board composition and structure, effectiveness of board processes, information and functioning, etc. The performance of the committees was evaluated by the board after seeking inputs from the committee members on the basis of the criteria such as the composition of committees, effectiveness of committee meetings, etc.

The Board and the Nomination and Remuneration Committee ("NRC") reviewed the performance of the individual directors on the basis of the criteria such as the contribution of the individual director to the Board and committee meetings like preparedness on the issues to be discussed, meaningful and constructive contribution and inputs in meetings, etc.

In a separate meeting of independent Directors, held on 31st March, 2017, performance of non-independent directors and the performance of Board as a whole was evaluated. The same was discussed in the board meeting that followed the meeting of the independent Directors.

Policy on Directors' appointment and remuneration and other details

The Company's policy on directors' appointment and remuneration and other matters provided in Section 178(3) of the Act has been disclosed in the corporate governance report, which forms part of the directors' report.

Internal Financial Control Systems and their adequacy

The details in respect of internal financial control and their adequacy are included in the Management Discussion and Analysis which forms part of this report.

Statutory Auditors

M/s Gupta Garg & Agrawal, Chartered Accountants, the Statutory Auditors of the Company retire at the end of the ensuing Annual General Meeting.

As per second proviso to Section 139(2) of the Companies Act, 2013 ('the Act'), a transition period of three years from the commencement of the Companies Act, 2013, is provided to appoint a new auditor, when the existing Auditor's firm has completed terms of Five consecutive years. Accordingly, the existing Auditors M/s Gupta Garg & Agrawal have completed their term of five consecutive years and as per the said requirements of the Act, M/s H S Gupta & Co., Chartered Accountants, R 13/27, Raj Nagar, Ghaziabad, U.P.-201002, (Firm Registration No. 000326C) are proposed to be appointed as auditors from the conclusion of 29th AGM till the conclusion of the 34th AGM (i.e., AGM for the Financial year 2021-22), subject to ratification by members every year, as may be applicable.

The Audit Committee and the Board of Directors recommend the appointment of M/s H S Gupta & Co., Chartered Accountants, as statutory auditors of the Company from the conclusion of the 29th AGM till the conclusion of 34th AGM.

Internal Auditors

The Company had appointed M/s RBAS & Associates, Chartered Accountants, Delhi, as Internal Auditors of the Company for the financial year 2016-17.

IO SYSTEM LIMITED

Secretarial Auditors

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and rules made thereunder, the Company has appointed M/s S K Batra & Associates, Company Secretaries, New Delhi, to conduct the Secretarial Audit of the Company for the financial year 2016-17. The Secretarial Audit Report is annexed to this report.

Auditors' Report and Secretarial Auditors' Report - Explanation and Comments

The reports of Statutory auditors and that of the Secretarial Auditors are self-explanatory and have no adverse comments.

Audit Committee

The details pertaining to composition of audit committee are included in the Corporate Governance Report, which forms part of this report.

Material Change

There is/are no material change(s) or commitment(s) after the closure of the financial year.

Risk Management

The Board of the Company has formed a risk management committee to frame, implement and monitor the risk management plan for the Company. The committee is responsible for reviewing the risk management plan and ensuring its effectiveness. The audit committee has additional oversight in the area of financial risks and controls. Major risks identified by the businesses and functions are systematically addressed through mitigating actions on a continuing basis. The development and implementation of risk management policy has been covered in the management discussion and analysis, which forms part of this report.

Particulars of loans, guarantees and investments

The particulars of loans, guarantees and investments have been disclosed in the financial statements.

Transactions with related parties

All transactions entered into with Related parties as defined under Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, during the Financial Year were in the ordinary course of business and on arms' length basis and do not attract provisions of Section 188 of the Companies Act, 2013. However, since Company, from time to time, takes loan from its Holding Company, viz., Smart Entertainment Pvt. Ltd., the approval of shareholders was obtained through a Special Resolution at the last Annual General Meeting of the Company, held on 30th September, 2016, to approve for such transactions upto a limit of Rs.50 Crores. Information on transactions with related parties pursuant to Section 134(3)(h) of the Act read with rule 8(2) of the Companies (Accounts) Rules, 2014 are given in Annexure I in Form AOC-2 and the same forms part of this report.

Corporate Social Responsibility (CSR) Policy

The provisions regarding formation / constitution of CSR Committee prescribed under Section 135 of the Companies Act, 2013 are presently not applicable to the Company in view of the losses incurred by the Company.

Extract of Annual Return

As provided under Section 92(3) of the Act, the extract of annual return is given in Annexure II in the prescribed Form MGT- 9, which forms part of this report.

Particulars of Employees

- a) Details as per Rule 5(2) of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014.
- o No employee was paid remuneration in excess of Rs.8.50 Lacs per month (if employed for a part of the year) or Rs.1.02 Crores per annum (if employed throughout the year) during 2016-17 and hence there is no disclosure requirement as per Rule 5(2) of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014.
 - o No employee of the Company, if employed throughout the financial year or part thereof, was in receipt of remuneration during the financial year 2016-17 which, in the aggregate, or as the case may be, at a rate which, in the aggregate, is in excess of that drawn by the managing director or whole-time director or manager and holds by himself or along with his spouse and dependent children, not less than two percent of the equity shares of the company.
- b) Details as per Rule 5(1) of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014.

| S.No. | Particulars | Remarks | | | |
|-------|--|---|--------------------|-------------------|-----------------|
| 1. | The ratio of the remuneration of each director to the median remuneration of the employees of the company for the financial year. | Not comparable, as the Company does not have any employee at present other than the Wholetime Director or the Key Managerial Personnel (KMP). | | | |
| 2. | The percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year. | CFO | Wholetime Director | Company Secretary | Other Directors |
| | | 10% | Nil | 10% | No remuneration |

| S.No. | Particulars | Remarks |
|-------|---|--|
| 3. | The percentage increase in median remuneration of employees in the financial year. | Not applicable, as the Company does not have any employee at present other than the Wholetime Director or the Key Managerial Personnel (KMP). |
| 4. | The number of permanent employees on rolls of the Company. | Only 2 KMPs are appointed on the rolls of the Company. |
| 5. | Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration. | Since, there are no employees other than the KMP and Wholetime Director of the Company, such comparison is not possible. However, the percentage increase in remuneration during the financial year under review is 10% considering the qualifications, experiences and responsibilities shouldered and individual performances. |
| 6. | Affirmation that the remuneration is as per the remuneration policy of the Company. | The remuneration is as per the remuneration policy of the Company. |

Vigil Mechanism

The Company has implemented a Vigil Mechanism (Whistle Blower Policy) and is posted on the Company's website i.e. www.iosystem.co.in and no person is denied access to the Audit Committee.

Other Disclosure requirements

The corporate governance report with auditors' certificate thereon and management discussion and analysis are attached, which form part of this report.

Details of the familiarization programme of the independent directors are available on the website of the Company.

Policy on dealing with related party transactions is available on the website of the Company.

Deposits from public

The Company has not accepted any deposits from public and as such, no amount on account of principal or interest on deposits from public was outstanding as on the date of the balance sheet.

Conservation of energy, technology absorption, foreign exchange earnings and outgo

(a) Conservation of energy

| | | |
|---|---|--|
| 1 | Energy conservation measures taken | Since there is no manufacturing activity in the Company, therefore, there is no scope for energy consumption and its conservation. |
| 2 | Additional investments & proposals, if any, being implemented for reduction of consumption of energy. | |
| 3 | Impact of above measures for reduction of energy consumption and consequent impact on production of goods | |
| | Total energy consumption and energy consumption per unit of production | |

(b) Technology Absorption

| | | |
|---|--|------------------------|
| 1 | Specific areas in which R&D is carried out | NIL |
| 2 | Benefits derived as a result | N/a |
| 3 | Future plan of action | Not required as of now |
| 4 | Expenditure on R&D | NL |

Appreciation

Your Company expresses its appreciation for the continued co-operation of the Statutory Authorities, Banks & Financial Institutions. Your Company also wishes to thank all its stakeholders for their contribution and support throughout the year.

On behalf of the board of directors,
For IO System Limited,

Place : NOIDA
Dated : 14th August, 2017

Gunjan Arora
Director
DIN:07134573

Arun Seth
Director
DIN:00007895

Annexure-I**Form No. AOC-2**

*(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and
Rule 8(2) of the Companies (Accounts) Rules, 2014)*

Form for disclosure of particulars of contracts / arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arms length transactions under third proviso thereto:

1. Details of contracts or arrangements or transactions not at arm's length basis: IO System Limited has not entered into any contract or arrangement or transaction with its related parties which is not at arm's length during financial year 2016-17.
2. Details of material contracts or arrangement or transactions at arm's length basis: IO System Limited has not entered into any contract or arrangement or transaction with its related parties during financial year 2016-17. The details of transactions with related parties are mentioned here below :

| | | | | | |
|----|---|---|--|--|---|
| a. | Name of the related party and nature of relationship | Smart Entertainment Pvt. Ltd. (Holding Company) | Ms. Gunjan Arora (Wholetime Director) | Mr. Rakesh Kumar Bhatnagar (Chief Financial Officer) | Mr. Dinkar Sharma (Company Secretary) |
| b. | Nature of contracts / arrangements / transactions | Loan obtained | Appointment & Remuneration as Wholetime Director | Appointment & Remuneration as CFO | Appointment & Remuneration as Company Secretary |
| c. | Duration of contracts/ arrangements/ transactions | 3 years | 3 years | N.a | N.a |
| d. | Salient terms of the contracts / arrangements or transactions including the value, if any : | Loan @10% interest upto total of Rs.50 Crores. | Appointment as Wholetime Director with remuneration as per Schedule V and as approved by shareholders. | Appointment as CFO | Appointment as Company Secretary. |
| e. | Date(s) of approval by the Board, if any. | Shareholders approval by way of Special Resolution dated 30/09/16. Board approval at every Board meeting after obtaining loan | Shareholders approval by way of Special Resolution dated 30/09/16. | 30/05/2015 | 27/10/2009 |
| f. | Amount paid as advances, if any. | N/a | N/a | N/a | N/a |

Apart from this only Sitting Fee has been paid to independent Directors.

**On behalf of the board of directors,
For IO System Limited,**

Place : NOIDA

Dated : 14th August, 2017

**Arun Seth
Director
DIN:00007895**

Annexure-II

EXTRACT OF ANNUAL RETURN
as on the financial year ended on March 31, 2016

[Pursuant to Section 92(3) of the Companies Act, 2013 and rule 12(1) of the
Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS :

| | |
|---|--|
| CIN | L65921UP1987PLC008764 |
| Registration Date | May 25, 1987 |
| Name of the Company | IO System Limited |
| Category / Sub-Category of the Company | Company Limited by shares / Indian Non-Government Company |
| Address of the Registered office and contact details | Global Knowledge Park, Plot No. 19A & 19B, Sector-125, NOIDA-201 301 (U.P) Tel. : 0120-3355131 Fax : 0120-3355131 Email : iosystemltd@gmail.com Website : http://www.iosystem.co.in |
| Whether listed Company | Yes |
| Name, Address and Contact details of Registrar and Transfer Agent, if any | MAS Services Limited, T-34, 2 nd Floor, Okhla Industrial Area, Phase-II, New Delhi-110 020 Tel. : 011-26387282-83 Fax : 011-26387284 Email : info@masserv.com Website : http://www.masserv.com |

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10% or more of the total turnover of the company shall be stated:-

| S. NO. | Name and Description of main Products/ Services | NIC Code of the Product/ Service | % of total turnover of the Company |
|--------|---|----------------------------------|--|
| 1. | Office Automation equipments | 28170 | N.A since the total turnover during year was NIL |

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

| S.No. | Name and Address of the Company | CIN/ GLN | Holding/ Subsidiary / Associate | % of shares held | Applicable Section |
|-------|------------------------------------|-----------------------|---------------------------------|------------------|--------------------|
| 1. | SmartEntertainment Private Limited | U67120UP1992PTC013974 | Holding | 74.8 | 2(87)(2) |