



ISHAN INTERNATIONAL LIMITED

(Formerly known as Ishan International Pvt. Ltd.)

(Government of India Certified Star Export House)

ISO 9001 : 2015 (TUV Nord)

Date: November 5, 2024

To,

**National Stock Exchange of India Ltd.
Exchange Plaza, C-1, Block G, Bandra Kurla Complex,
Bandra (E), Mumbai – 400 051**

NSE Scrip Symbol: ISHAN

Dear Sir/Ma'am,

Sub: Notice of convening an Extraordinary General Meeting (“EGM”) of the Members of the Company on Thursday, November 28, 2024 at 02:30 P.M. through Video Conferencing (“VC”)/ Other Audio-Visual Means (“OAVM”)

Please find attached herewith the Notice of Extraordinary General Meeting (“EGM”) of the members of the Company to be held on Thursday, November 28, 2024 at 02:30 p.m. through Video Conferencing (“VC”)/Other Audio-Visual Means (“OAVM”), in accordance with the provisions of the Companies Act, 2013, and the SEBI (Listing Obligations and Disclosure Requirements), 2015, as amended and read with relevant circulars issued by Ministry of Corporate Affairs and Securities and Exchange Board of India.

The Notice shall also be available at the website of the Company at www.ishanglobal.com.

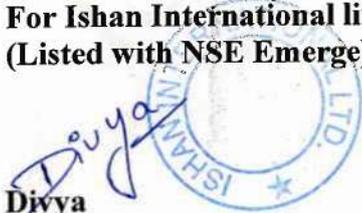
Further, in terms of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management & Administration) Rules, 2014 (as amended), the Company has fixed Thursday, November 21, 2024 as the cut-off date to determine the eligibility of the members to cast their vote by remote e-voting and voting during the EGM.

Remote E-voting facility shall be available from November 25, 2024 09:00 A.M. to November 27, 2024 till 05:00 P.M.

This is for your information and records.

Thanking You,

**For Ishan International limited
(Listed with NSE Emerge)**


Divya
Company Secretary and Compliance Officer

Corporate Office: 1616, World Trade Tower, Sector-16, Noida 201301, India

Tel: (+91) 0120-4205695, 4211766

Registered Office: 607, Chiranjiv Towers, 43, Nehru Place, New Delhi-110019, India

Email ID: admin@ishangroup.co.in; cs@ishangroup.co.in

Website: www.ishanglobal.com

CIN No. U74899DL1995PLC069144



ISHAN INTERNATIONAL LIMITED

(Government of India Certified Star Export House)

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NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is hereby given that an Extraordinary General Meeting (“EGM”) of the members of M/s Ishan International Limited (the “Company”) will be held on Thursday, November 28, 2024 at 02:30 p.m. through Video Conferencing (“VC”)/Other Audio-Visual Means (“OAVM”) to transact the following business:

SPECIAL BUSINESSES:

ITEM NO. 1 – TO APPROVE VARIATION AND DEVIATION OF INITIAL PUBLIC OFFER “IPO” PROCEEDS

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 Section 13(8) and Section 27 of the Companies Act, 2013, read with Rule 32 of the Companies (Incorporation) Rules, 2014, and Regulation 32 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, including any statutory modifications or re-enactments thereof for the time being in force, consent of the shareholders of the Company be and is hereby accorded to reallocate an amount of Rs. 243.40 lakhs (Rupees Two Hundred Forty-Three and Forty Lakhs only), originally allocated to "General Corporate Expenses" in the Initial Public Offer (IPO), towards the “Working Capital” requirements of the Company.

RESOLVED FURTHER THAT it is noted that out of the total reallocated amount, Rs. 175.15 lakhs (Rupees One Hundred Seventy-Five and Fifteen Lakhs only) has already been utilized by the Board of Directors for funding ongoing business essential for the Company's growth in the current financial year, due to an immediate need for Working Capital. This utilization is in the best interest of the shareholders and supports the Company's objective of achieving sustainable growth and enhancing shareholders value.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to take all necessary actions, make relevant disclosures to the regulatory authorities, and execute all deeds, documents, and filings necessary to give effect to this resolution, as required under applicable laws.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to do all such acts, deeds, matters, and things as may be necessary to give effect to the above resolution, including but not limited to making necessary filings with the Registrar of Companies, Stock Exchange(s), SEBI, and other regulatory authorities as may be required, and to settle any questions, difficulties, or doubts that may arise in this regard.

**By Order of the Board of Directors
For Ishan International Limited**

Sd/-

**Shantanu Srivastava
Managing Director
DIN: 00022662**

**Date: 05.11.2024
Place: New Delhi**

**Corporate Office: 1616, World Trade Tower, Sector-16, Noida 201301, India
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NOTES:

1. The Ministry of Corporate Affairs (“MCA”) inter-alia vide its General Circular No. 14/2020 dated 08.04.2020, General Circular No. 03/2022 dated 05.05.2022, General Circular No. 11/ 2022 dated 28.12.2022 and, General Circular No. 09/2023 dated 25.09.2023 and any other circulars related thereof, (collectively referred to as ‘MCA Circulars’) and SEBI vide its Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12.05.2020, Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15.01.2021, Circular No. SEBI/HO/DDHS/P/CIR/2022/0063 dated 13.05.2022, Circular No. SEBI/HO/DDHS/DDHS-RACPOD1/P/CIR/2023/001 dated 05.10.2023, Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated 11.07.2023 and Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated 07.10.2023 (collectively referred to as “SEBI Circulars”), have permitted holding Extraordinary General Meeting (“EGM”) through VC/ OAVM, without physical presence of the Members at a common venue.

In compliance with the MCA Circulars and SEBI Circulars, the provisions of the Act and the SEBI Listing Regulations, the Extraordinary General Meeting is being conducted through VC/OAVM herein after called as “EGM”. In proceedings of the EGM deemed to be conducted at the Registered Office of the Company.

2. The Company has appointed KFin Technologies Limited, Registrars and Transfer Agents, to provide Video Conferencing (VC) / Other Audio-Visual Means (OAVM) facility for the Extraordinary General Meeting along with the necessary support services to facilitate the smooth conduct of the meeting.
3. The Notice of EGM along with explanatory is being sent by electronic mode to those members whose e-mail address is registered with the Company/Depositories, unless a member has requested a physical copy of the same. Members may note that the Notice of EGM will also be available on the Company’s website www.ishanglobal.com, website of the Stock Exchange i.e. National Stock Exchange of India Limited (NSE) at www.nseindia.com and on the website of KFin Technologies Limited at the website address <https://evoting.kfintech.com>.
4. Since the EGM is being held through VC/OAVM, a route map to the venue is not required and therefore, the same is not annexed to this Notice.
5. Members attending the meeting through VC/OAVM shall be reckoned for the purpose of quorum under Section 103 of the Companies Act, 2013.
6. Members can join the EGM 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice.
7. Appointment of Proxy and Attendance Slip: Section 105 of the Act read with Rule 19 of the Companies (Management and Administration) Rules, 2014 provides for appointment of proxy to attend and vote at a general meeting on behalf of the member who is not able to physically attend the meeting. Since the EGM is being held through VC/OAVM and in accordance with the MCA Circulars, physical attendance of Members has been dispensed with. Accordingly, the facility of appointment of proxy would not be available to the Members for attending the EGM and therefore proxy form and attendance slip are not annexed to this Notice.

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8. Corporate shareholders/institutional shareholders intending to send their authorised representative(s) to attend and vote at the EGM are requested to send from their registered e-mail address, scan copy of the relevant Board Resolution/ Authority Letter etc. authorizing their representative(s) to vote, to the Scrutinizer on her e-mail ID at tanishasrivastava0591@gmail.com with a copy marked to cs@ishangroup.co.in.
9. Members who have not yet registered their e-mail addresses, bank account details and mobile number are requested to register the same with their Depository Participants (“DP”) since the shares are held by them in electronic Form.
10. Members are hereby notified that our RTA, KFin Technologies Limited, based on the SEBI Circular (SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/72) dated June 08, 2023, have created an online application which can be accessed at <https://ris.kfintech.com/default.aspx> > Investor Services > Investor Support.
11. Members are required to register / signup, using the Name, PAN, Mobile and email ID. Post registration, user can login via OTP and execute activities like, raising Service Request, Query, Complaints, check for status, KYC details, Dividend, Interest, Redemptions, e-Meeting and e-Voting Details.

Quick link to access the signup page: <https://kprism.kfintech.com/signup>

INSTRUCTIONS FOR THE MEMBERS FOR ATTENDING THE EGM THROUGH VIDEO CONFERENCING / OTHER AUDIO-VISUAL MODE:

1. Attending the EGM: Members will be able to attend the EGM through VC/ OAVM at <https://emeetings.kfintech.com/> by using their remote e-voting login credentials and selecting the ‘Event’ for Company’s EGM. Members who do not have the User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the remote e-voting instructions mentioned in the Notice. Further, Members can also use the OTP based login for logging into the e-voting system.
2. Members are encouraged to join the Meeting through Laptops with Google Chrome for better experience.
3. Further Members are requested to use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Facility of joining the EGM through VC/OAVM shall be open 15 minutes before the time scheduled for the it.
6. Those Members who register themselves as speaker will only be allowed to express views/ask questions during the EGM. The Company reserves the right to restrict the number of speakers and time for each speaker depending upon the availability of time for the EGM.
7. Submission of Questions/queries prior to e-EGM:
Members desiring any additional information with regard to Agenda or has any question or query are requested to write to the Company Secretary on the Company’s investor email-id i.e., cs@ishangroup.co.in at least 2 days before the date of the EGM, so as to enable the Management to keep the information ready. Please note that, member’s questions will be answered only if they continue to hold the shares as of cut-off date.

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8. Alternatively, shareholders holding shares as on cut-off date may also visit <https://evoting.kfintech.com/> and click on the tab “Post Your Queries Here” to post their queries/ views/questions in the window provided, by mentioning their name, demat account number/folio number, email ID, mobile number. The window shall be activated between November 25, 2024 (09:00 Hours IST) to November 26, 2024 (17:00 Hours IST).
9. Speaker Registration before EGM: Shareholders who wish to register as speakers at the EGM are requested to visit <https://emeetings.kfintech.com> register themselves between November 25, 2024 (09:00 Hours IST) to November 26, 2024 (17:00 Hours IST).
10. Facility of joining the EGM through VC/OAVM shall be available for 1000 members on first come first served basis. However, the participation of members holding 2% or more shares, promoters, Institutional Investors, directors, key managerial personnel, chairpersons of Audit Committee, Stakeholders Relationship Committee, Nomination, Remuneration and compensation Committee and Auditors are not restricted on first come first serve basis.
11. Members who need technical assistance before or during the EGM, can contact KFintech at <https://evoting.kfintech.com/>.
12. Corporate members intending to send their authorised representatives to attend the Extraordinary General Meeting through Video Conferencing (“VC”) / Other Audio-Visual Means (“OAVM”) pursuant to the provisions of Section 113 of the Companies Act, 2013 are requested to send a certified copy of the relevant Board Resolution to the Company.

INSTRUCTIONS FOR E-VOTING:

Procedure for remote e-voting:

1. In compliance with the provisions of Section 108 of the Companies Act, 2013 (“the Act”), read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the SEBI Listing Regulations and in terms of SEBI vide circular no. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated 09.12.2020 in relation to e-Voting Facility Provided by Listed Entities, the Members are provided with the facility to cast their vote electronically, through the e-Voting services provided by KFintech, on the resolution set forth in this Notice. The instructions for e-Voting are given herein below.
2. However, in pursuant to SEBI circular no. SEBI/HO/ CFD/CMD/CIR/P/2020/242 dated 09.12.2020 on “e-Voting facility provided by Listed Companies”, e-Voting process has been enabled to all the individual demat account holders, by way of single login credential, through their demat accounts / websites of Depositories / DPs in order to increase the efficiency of the voting process.
3. Individual demat account holders would be able to cast their vote without having to register again with the e-Voting service provider (ESP) thereby not only facilitating seamless authentication but also ease and convenience of participating in e-Voting process. Shareholders are advised to update their mobile number and e-mail ID with their DPs to access e-Voting facility.

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Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<p>1. User already registered for IDeAS facility:</p> <p>I. Visit URL: https://eservices.nsdl.com/</p> <p>II. Click on the “Beneficial Owner” icon under “Login” under ‘IDeAS’ section.</p> <p>III. On the new page, enter User ID and Password. Post successful authentication, click on “Access to e-Voting”</p> <p>IV. Click on company name or e-Voting service provider and you will be re-directed to e-Voting service provider website for casting the vote during the remote e-Voting period.</p> <p>2. User not registered for IDeAS e-Services</p> <p>I. To register click on link: https://eservices.nsdl.com/</p> <p>II. Select “Register Online for IDeAS” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>III. Proceed with completing the required fields.</p> <p>IV. Follow steps given in point no.1</p> <p>3. Alternatively by directly accessing the e-Voting website of NSDL</p> <p>I. Open URL: https://www.evoting.nsdl.com/</p> <p>II. Click on the icon “Login” which is available under ‘Shareholder/Member’ section.</p> <p>III. A new screen will open. You will have to enter your User ID (i.e., your sixteen digit demat account number held with NSDL), Password / OTP and a Verification Code as shown on the screen.</p> <p>IV. Post successful authentication, you will be requested to select the name of the Company and the e-Voting Service Provider name, i.e., KFintech.</p> <p>V. On successful selection, you will be redirected to KFintech e-Voting page for casting your vote during the remote e-Voting period.</p>
Individual Shareholders holding securities in demat mode with CDSL	<p>1. Existing user who have opted for Easi / Easiest</p> <p>I. Visit URL: https://web.cdslindia.com/myeasitoken/Home/Login or URL: www.cdslindia.com</p> <p>II. Click on New System Myeasi</p> <p>III. Login with your registered user id and password.</p> <p>IV. The user will see the e-Voting Menu. The Menu will have links of ESP i.e., KFintech e-Voting portal.</p> <p>V. Click on e-Voting service provider name to cast your vote.</p> <p>2. User not registered for Easi/Easiest</p> <p>I. Option to register is available at https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration</p> <p>II. Proceed with completing the required fields.</p> <p>III. Follow the steps given in point 1</p> <p>3. Alternatively, by directly accessing the e-Voting website of CDSL</p> <p>I. Visit URL: www.cdslindia.com</p> <p>II. Provide your demat Account Number and PAN No.</p> <p>III. System will authenticate user by sending OTP on registered Mobile & Email as recorded in the demat Account.</p> <p>IV. After successful authentication, user will be provided links for the respective ESP, i.e., KFintech where the e-Voting is in progress.</p>

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Individual Shareholder login through their demat accounts / Website of Depository Participant	I. You can also login using the login credentials of your demat account through your DP registered with NSDL / CDSL for e-Voting facility. II. Once logged-in, 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. III. Click on options available against company name or e-Voting service provider – KFintech and you will be redirected to e-Voting website of KFintech for casting your vote during the remote e-Voting period without any further authentication.
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- The remote e-Voting period commences from 09.00 Hours (IST) on November 25, 2024 to 17.00 Hours (IST) on November 27, 2024.
- The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on November 21, 2024 the cut-off date.
- Any person holding shares in demat form and nonindividual shareholders, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at evoting@Kfintech.com. However, if he / she is already registered with KFintech for remote e-Voting then he /she can use his / her existing User ID and password for casting the vote.
- In case of Individual Shareholders holding securities in demat mode and who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date may follow steps mentioned below under “Login method for remote e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.”
- The details of the process and manner for remote e-Voting and EGM are explained herein below:

Step 1: Access to Depositories e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2: Access to KFintech e-Voting system in case of shareholders holding shares in physical and non-individual shareholders in demat mode.

Step 3: Access to join virtual meeting (EGM) of the Company on KFin system to participate EGM and vote at the EGM.

Details on Step 1 are mentioned below:

Login method for remote e-Voting for Individual shareholders holding securities in demat mode.

Important note: Members who are unable to retrieve User ID / Password are advised to use Forgot user ID and Forgot Password option available at respective websites.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e., NSDL and CDSL.

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Login type	Helpdesk details
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 : 022 - 4886 7000 and 022 - 2499 7000
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

Details on Step 2 are mentioned below:

Login method for e-Voting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

Members whose email IDs are registered with the Company/Depository Participants (s), will receive an email from KFintech which will include details of E-Voting Event Number (EVEN), USER ID and password. They will have to follow the following process:

1. Launch internet browser by typing the URL: <https://emeetings.kfintech.com/>
2. Enter the login credentials (i.e., User ID and password). User ID will be your DP ID and Client ID. However, if you are already registered with KFintech for e-voting, you can use your existing User ID and password for casting the vote. (“**All securities of the Company are in demat form**”)
3. After entering these details appropriately, click on “LOGIN”.
4. You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A- Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$, etc.,). The system will prompt you to change your password and update your contact details like mobile number, email ID etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
5. You need to login again with the new credentials.
6. On successful login, the system will prompt you to select the “EVENT” i.e., ‘Ishan International Limited - Extraordinary General Meeting’ and click on “Submit”.
7. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under “FOR/AGAINST” or alternatively, you may partially enter any number in “FOR” and partially “AGAINST” but the total number in “FOR/ AGAINST” taken together shall not exceed your total shareholding as mentioned herein above. You may also choose the option ABSTAIN. If the Member does not indicate either “FOR” or “AGAINST” it will be treated as “ABSTAIN” and the shares held will not be counted under either head.
8. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/ demat accounts.

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9. You may then cast your vote by selecting an appropriate option and click on “Submit”.
10. A confirmation box will be displayed. Click “OK” to confirm else “CANCEL” to modify. Once you have voted on the resolution, you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution.
11. Corporate/Institutional Members (i.e., other than Individuals, HUF, NRI etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter etc., authorizing its representative to attend the EGM through VC / OAVM on its behalf and to cast its vote through remote e-voting. Together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer at email id tanishasrivastava0591@gmail.com with a copy marked to evoting@kfintech.com and cs@ishangroup.co.in. The scanned image of the above-mentioned documents should be in the naming format “Ishan International Limited”.

Details on Step 3 are mentioned below:

Instructions for all the shareholders, including Individual and other than Individual, for attending the EGM of the Company through VC/ OAVM and e-Voting during the meeting.

1. Member will be provided with a facility to attend the EGM through VC / OAVM platform provided by KFintech. Members may access the same at <https://emeetings.kfintech.com/> by using the e-voting login credentials provided in the email received from the Company/KFintech. After logging in, click on the Video Conference tab and select the EVENT of the Company. Click on the video symbol and accept the meeting etiquettes to join the meeting. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned above.
2. Facility for joining EGM through VC/ OAVM shall open at least 15 minutes before the commencement of the Meeting.
3. Members are encouraged to join the Meeting through Laptops/ Desktops with Google Chrome (preferred browser), Safari, Internet Explorer, Microsoft Edge, Mozilla Firefox 22.
4. Members will be required to grant access to the webcam to enable VC / OAVM. Further, Members connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi- Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. As the EGM is being conducted through VC / OAVM, for the smooth conduct of proceedings of the EGM, Members are encouraged to express their views / send their queries in advance mentioning their name, demat account number / folio number and email id.
6. The Members who have not cast their vote through remote e-voting shall be eligible to cast their vote through e-voting system available during the EGM. E-voting during the EGM is integrated with the VC / OAVM platform. The Members may click on the voting icon displayed on the screen to cast their votes.
7. A Member can opt for only a single mode of voting i.e., through Remote e-voting or voting at the EGM. If a Member cast votes by both modes, then voting done through Remote e-voting shall prevail and vote at the EGM shall be treated as invalid.

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- Facility of joining the EGM through VC / OAVM shall be available for at least 1000 members on first come first served basis.
- Institutional Members are encouraged to attend and vote at the EGM through VC / OAVM.

OTHER INSTRUCTIONS:

- Speaker Registration:** The Members who wish to speak during the meeting may register themselves as speakers for the EGM to express their views. They can visit <https://emeetings.kfintech.com/> and login through the user id and password provided in the mail received from Kfintech. On successful login, select 'Speaker Registration' which will be open from November 25, 2024 (09.00 Hours IST) to November 26, 2024 (17.00 Hours IST). Members shall be provided a 'queue number' before the meeting. The Company reserves the right to restrict the speakers at the EGM to only those Members who have registered themselves, depending on the availability of time for the EGM.
- Post your Question:** The Members who wish to post their questions prior to the meeting can do the same by visiting <https://emeetings.kfintech.com/>. Please login through the user id and password provided in the mail received from Kfintech. On successful login, select 'Post Your Question' option which will be open from November 25, 2024 (09.00 Hours IST) to November 26, 2024 (17.00 Hours IST).
- In case of any query and/or grievance, in respect of voting by electronic means, Members may refer to the Help & Frequently Asked Questions (FAQs) and E-voting user manual available at the download section of <https://evoting.kfintech.com> (Kfintech Website) or contact evoting@kfintech.com / inward.ris@kfintech.com or call Kfintech's toll free No. 1-800-309-4001 for any further clarifications.
- The Members, whose names appear in the Register of Members / list of Beneficial Owners as on November 21, 2024 (End of Day), being the cut-off date, are entitled to vote on the Resolution set forth in this Notice. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.
- In case a person has become a Member of the Company after dispatch of EGM Notice but on or before the cut-off date for E-voting, he/she may obtain the User ID and Password in the manner as mentioned below:

If e-mail address or mobile number of the member is registered against Folio No. / DP ID Client ID, then on the home page of <https://evoting.kfintech.com/>, the member may click "Forgot Password" and enter Folio No. or DP ID, Client ID and PAN to generate a password. Members who may require any technical assistance or support before or during the EGM are requested to contact Kfintech at toll free number 1-800-309-4001 or write to them at evoting@kfintech.com / inward.ris@kfintech.com.

- The results of the electronic voting shall be submitted to the Stock Exchanges after the meeting within specified time frame. The results along with the Scrutinizer's Report, shall also be placed on the website of the Company.

GENERAL INFORMATION:

- The Company's equity shares are Listed at National Stock Exchange of India Limited, Exchange Plaza, Floor 5, Plot No. C/1, Bandra (East), Mumbai – 400051, Maharashtra, India.

Corporate Office: 1616, World Trade Tower, Sector-16, Noida 201301, India
Tel: (+91) 0120-4211766

Registered Office: 607, Chiranjiv Tower 43, Nehru Place, New Delhi-110019, India
Email ID: marketing@ishangroup.co.in; cs@ishangroup.co.in

Website: www.ishanglobal.com
CIN No. L74899DL1995PLC069144



ISHAN INTERNATIONAL LIMITED

(Government of India Certified Star Export House)

ISO 9001: 2015 (TUV Nord)

- Members are requested to send all communication relating to shares to the Company's Registrar and Share Transfer Agent at KFIN Technologies Limited (Unit: Ishan International Limited), Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500032, Telangana State, India.
- Register required to be open in pursuance to the provisions of the Companies Act, 2013, shall be open for inspection by members electronically.

GENERAL INSTRUCTIONS:

- Members holding shares who are in receipt of Notice, may cast their vote through e-voting.
- Members opting for e-voting, for which the USER ID and initial password are provided in a separate sheet. Please follow steps under heading 'INSTRUCTIONS FOR E-VOTING' above to vote through e-voting platform.
- The e-voting period commences from 9.00 A.M. (IST) on November 25, 2024 to 5.00 P.M. (IST) on November 27, 2024. During this period, the members of the Company, holding shares in demat, as on the cut-off date of November 21, 2024 may cast their vote electronically. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.**
- The Company has appointed M/s. Tanisha Srivastava & Associates, Company Secretary in Practice represented by Ms. Tanisha Srivastava, Practicing Company Secretary (Membership No. A49947 and COP No. 20146) as the Scrutinizer to conduct the voting process (e-voting and poll) in a fair and transparent manner.
- The Scrutinizer shall, within a period not exceeding 2 working days from the conclusion of the Extraordinary General Meeting unlock the votes in the presence of at least two (2) witnesses, not in the employment of the Company and make a Scrutinizer's Report containing the details with respect to votes cast in favor, against, neutral/abstained, shall submit the Report to the Chairman of the Company.
- Subject to the receipt of sufficient votes, the resolution shall be deemed to be passed at the Extraordinary General Meeting of the Company scheduled to be held on Thursday, November 28, 2024, the results declared along with the Scrutinizer's Report shall be placed on the Company's website <https://www.ishanglobal.com/>, and on the website of KFintech, <https://evoting.kfintech.com/>, within 2 working days of conclusion of the meeting. The results declared can also be excess at website of the Stock Exchange i.e. National Stock Exchange of India Limited (NSE) at www.nseindia.com.

**By Order of the Board of Directors
For Ishan International Limited**

Sd/-

Shantanu Srivastava

Managing Director

DIN: 00022662

Date: 05.11.2024

Place: New Delhi

Corporate Office: 1616, World Trade Tower, Sector-16, Noida 201301, India

Tel: (+91) 0120-4211766

Registered Office: 607, Chiranjiv Tower 43, Nehru Place, New Delhi-110019, India

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ANNEXURE TO NOTICE

EXPLANATORY STATEMENT

(Pursuant to Section 102 of the Companies Act, 2013)

As required under Section 102 of the Companies Act, 2013 (including any re-enactment(s) made thereunder, if any, for the time being in force) (hereinafter referred to as the "Companies Act"), this explanatory statement sets out all material facts relating to the special business mentioned in this notice of the Extraordinary General Meeting of the members of the Company:

Item No. 1

Pursuant to Section 102 of the Companies Act, 2013:

According to the prospectus of the Company an amount of Rs. 280.00 Lakhs (Rupees Two Hundred and Eighty Lakhs only) was allocated for "General Corporate Expenses" in the Initial Public Offer (IPO) and out of the allocated amount, the Board of Directors has utilized Rs. 36.60 lakhs (Rupees Thirty-Six and Sixty lakhs only) for General Corporate Expenses.

The members are informed that due to Working Capital requirements for ongoing business essential for driving the Company's business and growth, the Board has partially utilized Rs. 175.15 lakhs (Rupees One Hundred Seventy-Five and Fifteen Lakhs only) from the above allocation towards Working Capital and intending to reallocate the remaining leftover amount of Rs. 68.25 lakhs (Rupees Sixty-Eight and Twenty-Five Lakhs only) towards "Working Capital."

This reallocation supports the Company's operational needs and aligns with the best interest of shareholders, enhancing the Company's capacity to fulfill growth objectives for the year. As per Section 13(8) and Section 27 of the Companies Act, 2013, read with Rule 32 of the Companies (Incorporation) Rules, 2014, and Regulation 32 of SEBI (LODR) Regulations, 2015, shareholders' approval is required for any variation and deviation from the original allocation as mentioned in the prospectus.

This reallocation is expected to drive positive revenue growth. Further, the amount is expected to be utilized on or before March 31, 2025.

The Board recommends passing this resolution as a Special Resolution.

None of the Directors / Key Managerial Personnel of the Company or their relatives are concerned or interested in the resolution except to the extent of their shareholding in the Company, if any.

**By Order of the Board of Directors
For Ishan International Limited**

Sd/-

Shantanu Srivastava

Managing Director

DIN: 00022662

Date: 05.11.2024

Place: New Delhi

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