



# ISHAN INTERNATIONAL LIMITED

(Formerly known as Ishan International Pvt. Ltd.)

(Government of India Certified Star Export House)

ISO 9001 : 2015 (TUV Nord)

Date: 15.01.2024

Listing Department,  
NSE Limited,  
Exchange Plaza, C-1, Block G,  
Bandra-Kurla Complex, Bandra (E)  
Mumbai - 400001

**Subject: Proceedings of the Extra Ordinary General Meeting of the Company held on Monday, 15<sup>th</sup> January, 2024.**

Symbol: Ishan  
ISIN: INE0LCW01017

Dear Sir/ Ma'am.

We wish to inform you that the EGM of the Company was held on Monday, 15<sup>th</sup> January, 2024 through Video Conference.

Pursuant to the provisions of Regulation 30 read with Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith, summary of proceedings of the Extra Ordinary General Meeting of the Company held on Monday, 15<sup>th</sup> January, 2024 at 1:00 P.M. through video conferencing/ other audio visual means.

This is for your information and records please.

Thanking You,  
Yours Sincerely,  
For and on behalf of  
Ishan International Limited  
(Listed with NSE emerge)

SHANTANU SRIVASTAVA  
Digitally signed by  
SHANTANU  
SRIVASTAVA  
Date: 2024.01.15  
18:48:49 +05'30'

Shantanu Srivastava  
Managing Director

Encl. as above

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

**SUMMARY OF PROCEEDINGS OF THE EXTRAORDINARY GENERAL MEETING OF THE COMPANY HELD ON MONDAY, 15<sup>TH</sup> JANUARY, 2024 FROM 1:00 P.M TO 1:33 P.M THROUGH VIDEO CONFERENCE.**

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**Present:**

<b>Name</b>	<b>Designation</b>	<b>Attended through VC from</b>
Mr. Shantanu Srivastava	Managing Director & CEO	Mumbai
Ms. Neelam Gupta	Executive Director & CFO	Noida
Mr. Nadish Satyaprakash Bhatia	Independent Director & Chairman of the Nomination & Remuneration Committee & Stakeholders' Relationship Committee	Mumbai
Mr. Vipin Ganpatrao Goje	Independent Director & Chairman of Audit Committee	Mumbai
Mr. Ketan Chaurasia	Company Secretary & Compliance Officer	Noida

**In attendance:**

Ms. Tanisha Srivastava	Tanisha Srivastava & Associates, Secretarial Auditor Scrutinizer for the e-voting Process	New Delhi
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Company Secretary welcomed the Shareholders to the Extraordinary General Meeting ("EGM") of the Company and announced that the quorum was complete.

In terms of the Articles of Association of the Company, Mr. Shantanu Srivastava, Managing Director was appointed as Chairman of the meeting.

Company Secretary requested Mr. Shantanu Srivastava to Chair the meeting. Mr. Shantanu Srivastava chaired and called the meeting to order.

He introduced the Key Managerial Personnel, Independent Directors, & Secretarial Auditor of the Company.

Mr. Shantanu Srivastava (Chairman, MD and CEO) thanked honorable share owners for the confidence shown in Ishan and assured them that based on the continued growth of the company this confidence will continue to grow. He informed the share owners that Ishan has recently signed an Agreement for Sub-Contracting of solar powered agricultural pumps for the state of Maharashtra. This project is under the Kusum Scheme of the government of India. He also mentioned that Ishan is well on track to resume its business for small hydro projects in Vietnam and regain the number one market share by March 2025.

As the EGM Notice was already circulated to all the Shareholders, EGM Notice convening the meeting was taken as read. A brief presentation was made about the proposals for which approval of the Shareholders was sought.

Speaker Shareholders who had registered with the Company for speaking at the EGM were provided opportunity to express their views or ask their queries about the Agenda Items of the EGM. Queries were adequately responded by Mr. Shantanu Srivastava (Chairman) and Ketan Chaurasia (Company Secretary).

Thereafter, the following items of business as mentioned in the EGM Notice were transacted at the meeting:

S.no	Resolutions Description	Type of Resolution
<b>Special Business</b>		
1)	Increase in Authorized Share Capital and consequent Alteration of Capital Clause of Memorandum of Association of the Company.	Ordinary
2)	Sub-Division of Equity Shares from the face value of ₹ 10/- per share to ₹ 1/- per share, Ratio 1:10	Ordinary
3)	Issue of Bonus Equity Shares, Ratio 2:1	Ordinary
4)	To consider and approve the Deviation and Variation in the use of IPO funds as mentioned in the prospectus under the head Joint Venture.	Special
5)	On recommendation of the audit committee and approval of the Board of directors to consider and approve the decision of the Board of Directors for equity investment through participation in right issue of Rs.350 lakhs in the company name M/s Race Envision Private Limited.	Special

Shareholders who had not cast their vote through remote e-voting, were requested to cast their vote in the course of the meeting through insta-voting facility provided by KFin Technologies Limited (formerly, KFin Technologies Private Limited). The voting also continued 15 minutes after the closure of the meeting.

Scrutinizer for the remote e-voting process and e-voting at the EGM was Ms Tanisha Srivastava, Practicing Company Secretary.

Shareholders were informed that e-voting results would be declared along with the Scrutinizer's Report within two working days of conclusion of the EGM.

All the above 5 mentioned resolutions were passed with the majority votes and details Voting Results and Scrutinizer Report has been filed with NSE.

Thereafter, the meeting was concluded with a vote of thanks.

**Thanking You,  
Yours Sincerely,  
For and on behalf of  
Ishan International Limited  
(Listed with NSE emerge)**

SHANTANU Digitally signed by  
SHANTANU SRIVASTAVA  
SRIVASTAVA Date: 2024.01.15  
18:49:19 +05'30'

**Shantanu Srivastava  
Managing Director**



**TANISHA SRIVASTAVA & ASSOCIATES  
COMPANY SECRETARIES**

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606, CHIRANJIV TOWER,  
43, NEHRU PLACE, NEW DELHI-110019  
MOBILE: +91 8743808927  
email id: tanishasrivastava0591@gmail.com

To,  
The Chairman,  
M/s Ishan International Limited,  
CIN: L74899DL1995PLC069144  
607, Chiranjiv Tower, 43 Nehru Place,  
South Delhi - 110019

Dear Sir,

Sub: Consolidated Scrutinizer's Report on remote e-voting conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by Companies (Management and Administration) Amendment Rules, 2015 for the Extra Ordinary General Meeting of Ishan international Limited held on Monday, 15th January 2024 at 1:00 PM (IST) and concluded at 1:33 P.M. (IST) Through video conferencing ('VC') / other audio visual means ('OAVIV').

I, Tanisha Srivastava, Practicing Company Secretary, had been appointed as the Scrutinizer by the Board of Directors of Ishan International Limited pursuant to Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, to conduct the remote e-voting process in respect of the below mentioned resolutions proposed at the Extra Ordinary General Meeting ("EGM") of Ishan International Limited on Monday, 15<sup>th</sup> January 2024 at 1:00 PM (IST) through Video Conferencing / Other Audio Visual Means.

I was appointed as Scrutinizer to scrutinize the remote e-voting process during the said EGM.

The notice dated December 14, 2023, convening the EGM, as confirmed by the Company was sent to the shareholders in respect of the below mentioned resolutions proposed to be passed at the EGM of the Company through electronic mode to those Members whose email addresses are registered with the Company/ Depositories, in compliance with the General Circulars No. 14/2020 dated April 8, 2020, No. 17/2020 dated April 13, 2020, No. 20/2020 dated May 5, 2020, No. 02/2021 dated January 13, 2021, No. 21/2021 dated December 14, 2021 and No. 2/2022 dated May 5, 2022 issued by the Ministry of Corporate Affairs (collectively referred to as 'MCA Circulars').

The Company had availed the e-voting facility offered by KFINTECH (Kfin (RTA) Technologies limited) for e-voting system for conducting remote e-voting by the Shareholders of the Company.

The voting period for remote e-voting commenced at, 09:00 A.M. on Friday, January 12, 2024 and ended at 5:00 P.M. on Sunday, January 14, 2024.



The Company had also provided Instapoll e-voting facility to the shareholders present at the EGM through VC / OAVM and who had not cast their vote earlier.

The shareholders of the Company holding shares as on the "cut-off" date of Monday, January 8, 2023 were entitled to vote on the resolutions as contained in the Notice of the EGM.

After the closure of e-voting at the EGM, the report on remote voting done during the EGM and the votes cast under remote e-voting facility prior to the EGM were unblocked and counted.

I have scrutinized and reviewed the remote e-voting prior to and during the EGM and votes cast therein based on the data received from the KFINTECH (Kfin (RTA) Technologies limited) for e-voting system

The Management of the Company is responsible to ensure compliance with the requirements of the Act and rules relating to remote e-voting prior to and during the EGM on the resolutions contained in the notice of the EGM.

My responsibility as scrutinizer for the remote e-voting is restricted to making a Scrutinizer's Report of the votes cast in favour or against the resolutions.

I now submit my consolidated report as under on the result of the remote e-voting prior to and during the EGM in respect of the said resolutions.



**Resolution 1: Ordinary Resolution**

**ITEM NO. 1-INCREASE IN AUTHORISED SHARE CAPITAL AND CONSEQUENT ALTERATION OF CAPITAL CLAUSE OF MEMORANDUM OF ASSOCIATION OF THE COMPANY**

(i) Voted in favour of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
11	49,29,193	68.3865

(ii) Voted against the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) Invalid Votes :

Numbers of members whose votes were declared invalid	Numbers of invalid votes cast by them
NIL	NIL



**Resolution 2: Ordinary Resolution**

**ITEM NO. 2- SUB-DIVISION OF EQUITY SHARES FROM THE FACE VALUE OF ₹ 10/- PER SHARE TO ₹ 1/- PER SHARE.**

(i) Voted in favour of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
11	49,29,193	68.3865

(ii) Voted against the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) Invalid Votes :

Numbers of members whose votes were declared invalid	Numbers of invalid votes cast by them
NIL	NIL



**Resolution 3: Ordinary Resolution**

**ITEM NO. 3- ISSUE OF BONUS EQUITY SHARES.**

(i) Voted in favour of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
11	49,29,193	68.3865

(ii) Voted against the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) Invalid Votes :

Numbers of members whose votes were declared invalid	Numbers of invalid votes cast by them
NIL	NIL



**Resolution 4: Special Resolution**

**ITEM NO. 4- TO CONSIDER AND APPROVE THE DEVIATION AND VARIATION IN THE USE OF IPO FUNDS AS MENTIONED IN THE PROSPECTUS UNDER THE HEAD JOINT VENTURE**

(i) Voted in favour of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
9	49,22,793	68.2977

(ii) Voted against the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) Invalid Votes :

Numbers of members whose votes were declared invalid	Numbers of invalid votes cast by them
NIL	NIL

**Note-Total Abstain-2 Ballots 6400 votes**



**Resolution 5: Special Resolution**

**ITEM NO. 5 -ON RECOMMENDATION OF AUDIR COMMITTEE AND APPROVAL OF THE BOARD OF DIRECTORS TO CONSIDER AND APPROVE THE DECISION OF BOARD OF DIRECTORS FOR EQUITY INVESTMENT THROUGH PARTICIPATION IN RIGHT ISSUE OF RS.350 LAKHS IN THE COMPANY NAME M/s RACE ENVISION PRIVATE LIMITED.**

(i) Voted in favour of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
8	49,21,193	68.2755

(ii) Voted against the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) Invalid Votes :

Numbers of members whose votes were declared invalid	Numbers of invalid votes cast by them
NIL	NIL

**Note-Total Abstain-3 Ballots 8000 votes**



\*Shareholders who have split their votes in "assent" as well as "dissent", while their votes are taken as cast, they have been counted only once for the purpose of number of members under the head "assent".

Thanking you,  
Yours faithfully,

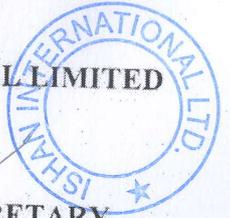
*Tanisha Srivastava*

**Tanisha Srivastava :**  
**Practicing Company Secretary**  
MNo: 49947  
CP NO. : 20146  
606, Chiranjiv Tower ,  
43, Nehru Place, New Delhi 110019  
New Delhi — 110019  
Place: Delhi  
Dated: January 15, 2024,  
UDIN: A049947E003218387  
P/R No.: 2916/2023



**ISHAN INTERNATIONAL LIMITED**

*Ketan*  
*Ch-*  
**COMPANY SECRETARY**





# ISHAN INTERNATIONAL LIMITED

(Formerly known as Ishan International Pvt. Ltd.)

(Government of India Certified Star Export House)

ISO 9001 : 2015 (TUV Nord)

January 15, 2024

To,  
The National Stock Exchange of India Limited  
Exchange Plaza  
Plot No. C/1,  
G Block Bandra-Kurla  
Complex Bandra (E)  
Mumbai - 400 001

Dear Sir / Madam,

**Sub: Submission of Scrutinizer's Report along with e-voting results**

**Ref: Ishan International Limited**

This is to inform you, that the Extra Ordinary General Meeting ("EGM") of Ishan International Limited ("the Company") was held on Monday, January 15, 2024, at 1:00 P.M. through Video Conferencing / Other Audio Visual Means, to transact the businesses as stated in the Notice dated December 14, 2023.

Please find attached, the Results and the Scrutinizer's Report dated January 15, 2024, with respect to the remote e-voting carried out on the Resolutions passed at the EGM of the Company.

We request you to take the same on record.

**For M/s Ishan International Limited**

Thanking You,  
Yours Sincerely,  
For and on behalf of  
Ishan International Limited  
(Listed with NSE emerge)

*Ketan Chaurasia*



**Ketan Chaurasia**  
Compliance Officer & Company Secretary

**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**

**RESULT DECLARED FOR THE EXTRA ORDINARY GENERAL MEETING  
OF THE COMPANY HELD ON JANUARY 15, 2024**

Pursuant to the provisions of Section 96 and 101 of the Companies Act 2013, the Extra Ordinary General Meeting (“EGM”) of the Company was convened on Monday, January 15, 2024 at 1:00 p.m. through Video Conferencing / Other AudioVisual Means, to seek the approval of the Members of the Company on the Resolutions contained in the Notice dated December 14, 2023.

Further, pursuant to the provisions of Section 108, 109 of the Companies Act, 2013, read with Companies (Management and Administration) Rules, 2014, the Company had provided a facility to the Members as on the “Cut-Off” date of January 8, 2023 to vote electronically (“remote e-voting”) on the Resolutions contained in the Notice dated December 14, 2023 and for Members who had not casted their votes through remote e-voting earlier and present at the EGM through VC/OAVM were provided the facility of voting through remote e-voting at the Meeting.

The Company had appointed Ms. Tanisha Srivastava, representing M/s Tanisha Srivastava & Associates, Company Secretary in Practice, as a Scrutinizer to conduct the remote e-voting process in a fair and a transparent manner. The remote e-voting period commenced on Friday, January 12, 2024 at 9:00 a.m. and concluded on Sunday, January 14, 2024 at 5:00 p.m. Members who had cast their votes through remote e-voting prior to and during the EGM were considered by the Scrutinizer and she has submitted a Consolidated Scrutinizers Report dated January 15, 2024, on the same.

The result of e-voting and the summary of the Scrutinizer Report for Item Nos. 1 to 5 are, as under:

Item No. and brief text of Resolution	Number of Votes in favour of the resolution		Number of Votes against the resolution		Invalid Votes
	Number of Votes	% of total number of valid votes cast	Number of Votes	% of total number of valid votes Cast	
<b>ORDINARY RESOLUTION-</b>  ITEM NO.1- INCREASE IN AUTHORISED SHARE CAPITAL AND CONSEQUENT ALTERATION OF CAPITAL CLAUSE OF MEMORANDUM OF	49,29,193	68.3865	NIL	NIL	NIL

ASSOCIATION OF THE COMPANY					
<b>ORDINARY RESOLUTION:</b>  ITEM NO. 2- SUB-DIVISION OF EQUITY SHARES FROM THE FACE VALUE OF ₹ 10/- PER SHARE TO ₹ 1/- PER SHARE.	49,29,193	68.3865	NIL	NIL	NIL
<b>ORDINARY RESOLUTION:</b>  ITEM NO.3 – ISSUE OF BONUS EQUITY SHARES.	49,29,193	68.3865	NIL	NIL	NIL
<b>SPECIAL RESOLUTION:</b>  ITEM NO.4 – TO CONSIDER AND APPROVE THE DEVIATION AND VARIATION IN THE USE OF IPO FUNDS AS MENTIONED IN THE PROSPECTUS UNDER THE HEAD JOINT VENTURE	49,22,793	68.2977	NIL	NIL	NIL
<b>SPECIAL RESOLUTION:</b>  ITEM NO. 5 – ON RECOMMENDATION OF AUDIR COMMITTEE AND APPROVAL OF THE BOARD OF DIRECTORS TO CONSIDER AND APPROVE THE DECISION OF BOARD OF DIRECTORS FOR EQUITY INVESTMENT THROUGH PARTICIPATION IN RIGHT ISSUE OF RS.350 LAKHS IN THE COMPANY NAME M/s RACE ENVISION PRIVATE LIMITED.	49,21,193	68.2755	NIL	NIL	NIL

Accordingly, the aforementioned Resolutions has been passed by the requisite majority of the Members of the Company.

**For M/s Ishan International Limited**

**Thanking You,  
Yours Sincerely,  
For and on behalf of  
Ishan International Limited  
(Listed with NSE emerge)**

SHANTANU Digitally signed by  
SHANTANU  
SRIVASTAV SRIVASTAVA  
Date: 2024.01.15  
18:50:49 +05'30'  
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**Shantanu Srivastava  
Managing Director  
DIN: 00022662**

**January 15, 2024  
Noida**