



ISHAN INTERNATIONAL LIMITED

(Government of India Certified Star Export House)

ISO 9001: 2015 (TUV Nord)

ADDENDUM TO THE NOTICE OF EXTRAORDINARY GENERAL MEETING

Addendum to the Notice dated November 05, 2024 convening the 01/ 2024-25 Extraordinary General Meeting (“EGM”) of the Company scheduled to be held on Thursday, November 28, 2024 through Video Conferencing (“VC”) / Other Audio-Visual Means (“OAVM”):

Notice is hereby given that pursuant to the provisions of Section 13(8), 27 and any other applicable provisions of the Companies Act, 2013, read with the Rule 7 of (Prospectus and Allotment of Securities) Rules, 2014 and any other rules applicable, if any and Regulation 32 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (Including any statutory modifications or re-enactment thereof, for the time being in force), Agenda to carry forward the unutilized Initial Public Offer “IPO” Proceeds from the financial year ended March 31, 2024, to the financial year ending March 31, 2025, in alignment with the Company’s strategic objectives and in the best interest of the shareholders, is placed before the members for their approval. Accordingly, the following item of the business is added in the aforesaid Notice of EGM as Item No. 2 as a Special Resolution. Further, this Addendum should be read in continuation of and in conjunction with the original Notice of EGM. Except as detailed in this Addendum, all other contents of the Notice of EGM shall remain unchanged.

This Addendum to 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>.

SPECIAL BUSINESSES:

ITEM NO. 2 – TO APPROVE VARIATION 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), 27 and any other applicable provisions of the Companies Act, 2013, read with the Rule 7 of (Prospectus and Allotment of Securities) Rules, 2014 and any other rules applicable, if any and Regulation 32 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (Including any statutory modifications or re-enactment thereof, for the time being in force), consent of the shareholders of the Company be and is hereby accorded to vary the deployment schedule of the unutilized Initial Public Offer (“IPO”) proceeds and carry forward the unutilized amount of Rs. 333.25/- lakhs (Rupees Three Hundred Thirty-Three and Point Twenty-Five Lakhs only) from the financial year ended March 31, 2024, to the financial year ending March 31, 2025, in alignment with the Company’s strategic objectives and in the best interest of the shareholders.

RESOLVED FURTHER THAT it is hereby noted that the original schedule for the utilization of the IPO proceeds was intended for completion by March 31, 2024, however, due to operational and strategic considerations, the unutilized amount of Rs. 333.25/- lakhs (Rupees Three Hundred Thirty-Three and Point Twenty-Five Lakhs only)

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

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is being carried forward to the financial year ending March 31, 2025, to ensure effective deployment for the Company's growth and benefit of its shareholders.

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as the Board, which term shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise the powers conferred on the Board by this resolution) be and are hereby authorized to take such steps as may be necessary and to execute all documents and writings that may be required and generally to do all acts, deeds, matters and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the above resolution(s), on behalf of the Company.

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: 22.11.2024

Place: Noida

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Notes:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of the special business proposed above to be transacted at the ensuing EGM, is annexed hereto and forms part of the Notice of EGM.
2. All the processes, notes and instructions relating to attending EGM through VC / OAVM and e-voting set out for and applicable for the ensuing EGM shall mutatis-mutandis apply to attending EGM through VC / OAVM and e-voting for the resolution proposed in this Addendum to the Notice of EGM. Furthermore, the Scrutinizers appointed for the ensuing EGM will act as Scrutinizer for the Resolution proposed in this Addendum to the Notice of EGM.

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 Addendum to the Notice of EGM dated November 05, 2024:

Item No. 2

Pursuant to Section 102 of the Companies Act, 2013:

The members are hereby informed that implementation schedule of the Initial Public Offer “IPO” proceeds was originally scheduled for completion by March 31, 2024. However, as of that date, a total of Rs. 333.25/- (Three Hundred Thirty-Three Point Twenty-Five Lakhs only), comprising

1. Rs. 53.25 lakhs (Rupees Fifty-Three Point Twenty-Five Lakhs) allocated for Working Capital Expenses, and
2. Rs. 280 lakhs (Rupees Two Hundred Eighty Lakhs) allocated for General Corporate Expenses, remained unutilized.

The members are further informed that due to Working Capital requirements for ongoing business operations aimed at driving the Company’s growth, the unutilized amount allocated for Working Capital Expenses has been fully utilized. Additionally, a portion of the funds allocated for General Corporate Expenses amounting to Rs. 36.60 lakhs (Rupees Thirty-Six and Point Sixty Lakhs only) has been also been utilized towards the object.

An aggregate amount of Rs. 175.15 lakhs (Rupees One Hundred Seventy-Five and Point Fifteen Lakhs only) has been reallocated and utilized towards the Company’s Working Capital needs out of General Corporate expenses and deviation in this respect has already been proposed for approval by the members through the Notice of the Extraordinary General Meeting (EGM).

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The Board of Directors of the Company are committed to utilize the funds in an efficient manner and in alignment with our strategic objectives and the interests of our Shareholders. As per Section 13(8) and Section 27 of the Companies Act, 2013, read with Rule 7 of (Prospectus and Allotment of Securities) Rules, 2014 and any other rules applicable, if any and Regulation 32 of SEBI (LODR) Regulations, 2015, Shareholders' approval is required for Variation in terms as mentioned in the prospectus.

The funds are expected to be fully utilized on or before March 31, 2025.

The Board recommends passing this resolution as 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: 22.11.2024

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