



ISHAN INTERNATIONAL LIMITED

(Government of India Certified Star Export House)

ISO 9001: 2015 (TUV Nord)

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 Wednesday, April 02, 2025 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 CONSIDER AND APPROVE THE REVISION IN OVERALL MANAGERIAL REMUNERATION PAYABLE TO ITS DIRECTORS BY THE COMPANY

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution:**

“**RESOLVED THAT** pursuant to provisions of Sections 197, 198 read with Schedule V of the Companies Act, 2013, and all other applicable provisions, if any, read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and notification issued by Ministry of Corporate Affairs (MCA) dated September 12, 2018 and, the Articles of Association of the Company, subject to such other approval(s)/consent(s) from the concerned Statutory/ Regulatory Authorities, and based on the recommendation of the Nomination and Remuneration Committee (“NRC”) and the Board of Directors, consent of the members be and is hereby accorded to revise the overall maximum remuneration payable to its Directors, including Managing Director and Whole-time Director, and its Manager, if any, in respect of any financial year to Rs. 1,00,00,000/- (Rupees One Crore only), with effect from the financial year 2025-26.

RESOLVED FURTHER THAT the overall managerial remuneration as provided above may exceed the maximum permissible limits provided under the Companies Act, 2013 read with the Rules made thereunder as per the notification issued by Ministry of Corporate Affairs “(MCA)” dated September 12, 2018.

RESOLVED FURTHER THAT the Board of Directors (including its Nomination and Remuneration Committee thereof) be and are hereby authorized to modify the overall managerial remuneration as they may deem fit and proper from time to time.

**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**

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby severally or jointly authorized to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution.”

ITEM NO. 2 – TO CONSIDER AND APPROVE THE REAPPOINTMENT OF MR. SHANTANU SRIVASTAVA (DIN: 00022662), AS MANAGING DIRECTOR & CHIEF EXECUTIVE OFFICER, OF THE COMPANY AND REVISION IN HIS REMUNERATION

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution:**

“RESOLVED THAT pursuant to provisions of Sections 196, 197, 198, 203 and all other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and Schedule V of the Companies Act, 2013, and the Articles of Association of the Company, subject to such other approval(s)/consent(s) from the concerned Statutory/ Regulatory Authorities, and based on the recommendation of the Nomination and Remuneration Committee (“NRC”) and the Board of Directors, consent of the members be and is hereby accorded, to reappoint Mr. Shantanu Srivastava (DIN: 00022662), Managing Director & Chief Executive Officer, of the Company for a another term of five years with effect from February 07, 2025 retrospectively, from the closure of earlier term, liable to retire by rotation, upon such terms and conditions including remuneration, incentives & other perquisites payable to him as set out in the draft new agreement laid before the meeting and initialed by any other director for the purpose of identification.

RESOLVED FURTHER THAT the remuneration, incentives and other perquisitions as set out in the draft agreement are as follows;

- a. Basic Salary: Rs. 1,32,000/- (Rupees One Lakh and Thirty Two Thousand only) per month, with liberty to the Board of Directors to increase maximum of 15% of the salary each year, subject to the approval of members at ensuing General Meeting of the Company.
- b. Performance Linked Incentives: Such amount as may be considered appropriate within the overall ceiling limits as specified under Companies Act, 2013. Further, the payment may be made on a pro rata basis monthly/ quarterly/ half yearly/ or yearly, at the discretion of the management.
- c. Allowances/perquisites: In addition to the basic salary and performance linked incentives as outlined above, he shall be entitled to other allowances/ perquisites as under:

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1. House Rent Allowance: The Company shall provide House Rent Allowance subject to the maximum of 25% of the gross salary.
2. Medical Allowance: The Company shall reimburse his and his immediate relative's medical expense, the total cost of which to the Company shall not exceed his two month's salary in the year or four month 's salary in a block of three years.
3. Conveyance Allowance: He shall be entitled for Conveyance Allowance subject to the maximum of 10% of the gross salary.
4. Special Allowance: He shall be entitled for Special Allowance subject to the maximum of 10% of the gross salary.
5. Leave Encashment: He shall be entitled for leave encashment up to 15 days at basic salary for every one year completed service as per the rules of the Company.
6. Travelling and accommodation Expenses: Travelling and accommodation expenses incurred by him shall be reimburse on actual basis. Further, travelling expenses incurred by his immediate relatives accompanying him on business tours shall also be reimbursed.
7. Personal accident insurance premium not exceeding Rs. 5000/- p.a. NOTE: For the purpose of perquisites stated in above, "Immediate Relative" means the same as specified under the Companies Act, 2013.
8. Contribution to the Employer's Provident Fund: The Company shall deposit the employer and employee's contribution to EPF as may be prescribed under the Employees Provident Fund Act, 1952 from time to time.
9. Gratuity: As per rules of the Company, subject to a maximum ceiling as may be prescribed under the Payment of Gratuity Act, 1972 from time to time.
10. Car Facilities: He shall be entitled for Car Facilities along with driver for business and personal purposes.
11. Communication Facilities: He shall be entitled for reimbursement of telephone and/ or other communication expenses incurred on actual basis.
12. Club Fees: He shall be entitled for reimbursement of club fees expenses incurred on actual basis.

RESOLVED FURTHER THAT the remuneration, performance linked incentives along with the incentives provided above may exceed the maximum permissible limits, as provided under the provisions of Section 197, 198 read with Schedule V of Companies Act, 2013 and the related circular issued by Ministry of Corporate Affairs "MCA" dated September 12, 2018 and remuneration paid to him in excess of approved limits in previous year be and is hereby ratified.

RESOLVED FURTHER THAT where in any financial year during his tenure, the Company has no profits or inadequate profits, total remuneration to be paid to him shall not exceed Rs. 5,00,000/- per month, which may be beyond the permissible limits, as provided under the provisions of Section 197, 198 read with Schedule V of Companies Act, 2013 and the related circular issued by Ministry of Corporate Affairs "MCA" dated September 12, 2018.

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RESOLVED FURTHER THAT the Board of Directors (including its Nomination and Remuneration Committee thereof) be and are hereby authorized to modify the terms and conditions of re-appointment / remuneration or the scale or any other perquisites payable as they may deem fit and proper from time to time.

RESOLVED FURTHER THAT the existing agreement between Mr. Shantanu Srivastava (DIN: 00022662) and the Company dated February 07, 2022, be hereby amended and superseded with a new agreement (“New Agreement”) dated March 10, 2025, and the new agreement be and is hereby taken note of.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to sign and execute necessary agreements, writings, documents and be and is hereby authorized to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution.”

ITEM NO. 3 – TO CONSIDER AND APPROVE THE CONTINUATION OF MR. SHANTANU SRIVASTAVA (DIN: 00022662), AS MANAGING DIRECTOR & CHIEF EXECUTIVE OFFICER, OF THE COMPANY ON ATTAINING THE AGE OF SEVENTY YEARS

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to provisions of Sections 196, 203 and all other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the Articles of Association of the Company, subject to such other approval(s)/consent(s) from the concerned Statutory/Regulatory Authorities, and based on the recommendation of Nomination and Remuneration Committee (“NRC”) and the Board of Directors, consent of the members be and is hereby accorded for continuation of tenure of Mr. Shantanu Srivastava (DIN: 00022662), as Managing Director & Chief Executive Officer of the Company on attaining the age of seventy years, for the remaining tenure of his re-appointment.

RESOLVED FURTHER THAT the Board of Directors (including its Nomination and Remuneration Committee thereof) be and is hereby authorized to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution.”

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ITEM NO. 4 – TO CONSIDER AND APPROVE REVISION IN REMUNERATION OF MRS. NEELAM GUPTA (DIN: 06823562), DIRECTOR & CHIEF FINANCIAL OFFICER, OF THE COMPANY

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to provisions of Sections 197, 198 and all other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and Schedule V of the Companies Act, 2013, and the Articles of Association of the Company, subject to such other approval(s)/consent(s) from the concerned Statutory/ Regulatory Authorities, and based on the recommendation of the Nomination and Remuneration Committee (“NRC”) and the Board of Directors, consent of the members be and is hereby accorded to revise the remuneration, incentives & other perquisites payable to Mrs. Neelam Gupta, Director & CFO (DIN: 06823562); which are set out as follows:

- a. Basic Salary: Rs. 63,250/- (Rupees Sixty Three Thousand Two Hundred and Fifty only) per month, with liberty to the Board of Directors to increase maximum of 15% of the salary each year, subject to the approval of members at ensuing General Meeting of the Company.
- b. Performance Linked Incentives: Such amount as may be considered appropriate within the overall ceiling limits as specified under Companies Act, 2013. Further, the payment may be made on a pro rata basis monthly/ quarterly/ half yearly/ or yearly, at the discretion of the management.
- c. Allowances/perquisites: In addition to the basic salary and performance linked incentives as outlined above, she shall be entitled to other allowances/ perquisites as under:
 1. House Rent Allowance: The Company shall provide House Rent Allowance subject to the maximum of 25% of the gross salary.
 2. Medical Allowance: The Company shall reimburse her and her immediate relative’s medical expense, the total cost of which to the Company shall not exceed his two month's salary in the year or four month ‘s salary in a block of three years.
 3. Conveyance Allowance: She shall be entitled for Conveyance Allowance subject to the maximum of 10% of the gross salary.
 4. Special Allowance: She shall be entitled for Special Allowance subject to the maximum of 10% of the gross salary.
 5. Leave Encashment: She shall be entitled for leave encashment up to 15 days at basic salary for every one year completed service as per the rules of the Company.

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6. Travelling and accommodation Expenses: Travelling and accommodation expenses incurred by her for company related work shall be reimburse on actual basis.
7. Personal accident insurance premium not exceeding Rs. 5000/- p.a. NOTE: For the purpose of perquisites stated in above, "Immediate Relative" means the same as specified under the Companies Act, 2013.
8. Contribution to the Employer's Provident Fund: The Company shall deposit the employer and employee's contribution to EPF as may be prescribed under the Employees Provident Fund Act, 1952 from time to time.
9. Gratuity: As per rules of the Company, subject to a maximum ceiling as may be prescribed under the Payment of Gratuity Act, 1972 from time to time.
10. Car Facilities: She shall be entitled for Car Facilities along with driver for business and personal purposes.
11. Communication Facilities: She shall be entitled for reimbursement of telephone and/ or other communication expenses incurred on actual basis.

RESOLVED FURTHER THAT the remuneration, performance linked incentives along with the incentives provided above may exceed the maximum permissible limits, as provided under the provisions of Section 197, 198 read with Schedule V of Companies Act, 2013 and the related circular issued by Ministry of Corporate Affairs "MCA" dated September 12, 2018.

RESOLVED FURTHER THAT where in any financial year during her tenure, the Company has no profits or inadequate profits, total remuneration to be paid to her shall not exceed Rs. 2,00,000/- per month, which may be beyond the permissible limits, as provided under the provisions of Section 197, 198 read with Schedule V of Companies Act, 2013 and the related circular issued by Ministry of Corporate Affairs "MCA" dated September 12, 2018.

RESOLVED FURTHER THAT the Board of Directors (including its Nomination and Remuneration Committee thereof) be and are hereby authorized to modify the remuneration or the scale or any other perquisites payable as they may deem fit and proper from time to time.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to sign and execute necessary agreements, writings, documents and be and is hereby authorized to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution."

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ITEM NO. 5 – TO CONSIDER AND APPROVE ALTERATION IN ARTICLES OF ASSOCIATION OF THE COMPANY

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

“RESOVED THAT pursuant to the provisions of section 5, 14 and other applicable provisions, if any, of Companies Act, 2013, read with the applicable Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and based on recommendation of Board, consent of the members be and is hereby accorded to delete the reference of Authorized Share Capital as mentioned in existing Articles of Association of the Company.

RESOLVED FURTHER THAT a revised draft of Articles of Association as placed before the Board be and is hereby approved.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby severally or jointly authorized to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution.”

Date: 10.03.2025

Place: Noida

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

Shantanu Digitally signed by
Srivastava Shantanu Srivastava
Date: 2025.03.10
17:37:07 +05'30'

Shantanu Srivastava
Managing Director & CEO
DIN: 00022662

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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, General Circular No. 09/2023 dated 25.09.2023 and General Circular No. dated 25.09.2024, 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, Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated 07.10.2023 and Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated 03.10.2024, (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 Statement 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.

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7. Appointment of Proxy and Attendance Slip: Section 105 of the Companies Act, 2013 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.
8. Corporate shareholders intending to send their authorized 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.

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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 in at least 2 days before the date of the EGM, so as to enable the Management to keep the information ready.
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 March 29, 2025 (09:00 Hours IST) to March 30, 2025 (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 March 29, 2025 (09:00 Hours IST) to March 30, 2025 (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, directors, key managerial personnel, chairperson of Audit Committee, chairperson of Stakeholders Relationship Committee & Nomination, Remuneration, 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

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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, as amended, 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.

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>

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	<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>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<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>
<p>Individual Shareholder login through their demat accounts / Website of Depository Participant</p>	<p>I. You can also login using the login credentials of your demat account through your DP registered with NSDL / CDSL for e-Voting facility.</p> <p>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.</p> <p>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.</p>

4. The remote e-Voting period commences from 09.00 Hours (IST) on March 30, 2025 to 17.00 Hours (IST) on April 01, 2025.

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5. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on March 26, 2025, the cut-off date.
6. 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.
7. 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.”
8. 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.

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.
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.

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8. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/ demat accounts.
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 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 though 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.

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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.
8. Facility of joining the EGM through VC / OAVM shall be available for at least 1000 members on first come first served basis.

OTHER INSTRUCTIONS:

1. **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 March 29, 2025 (09.00 Hours IST) to March 30, 2025 (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.
2. **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 March 29, 2025 (09.00 Hours IST) to March 30, 2025 (17.00 Hours IST).
3. 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/ einward.ris@kfintech.com or call Kfintech's toll free No. 1-800-309-4001 for any further clarifications.
4. The Members, whose names appear in the Register of Members / list of Beneficial Owners as on March 26, 2025, (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.

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5. 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.

6. The results of the electronic voting will be submitted to the National Stock Exchange 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:

1. 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.
2. 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.
3. Registers required to be open in pursuance to the provisions of the Companies Act, 2013, shall be open for inspection by members electronically.

GENERAL INSTRUCTIONS:

1. Members holding shares who are in receipt of Notice, may cast their vote through e-voting.
2. 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.
3. **The e-voting period commences from 9.00 A.M. (IST) on March 30, 2025 to 5.00 P.M. (IST) on April 01, 2025. During this period, the members of the Company, holding shares in demat, as on the cut-off date of March 26, 2025, 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.**

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ISHAN INTERNATIONAL LIMITED

(Government of India Certified Star Export House)

ISO 9001: 2015 (TUV Nord)

4. 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.
5. 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 or any other authorized person of the Company.
6. Subject to the receipt of sufficient votes, the resolutions shall be deemed to be passed at the Extraordinary General Meeting of the Company, scheduled to be held on Wednesday, April 02, 2025, the results declared along with the Scrutinizer's Report shall be placed on the Company's website <https://www.ishanglobal.com/> and 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**

**Shantanu
Srivastava**

Digitally signed by
Shantanu Srivastava
Date: 2025.03.10
17:37:34 +05'30'

**Shantanu Srivastava
Managing Director & CEO
DIN: 00022662**

Date: 10.03.2025

Place: Noida

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ANNEXURE TO NOTICE**STATEMENT****(Pursuant to Section 102 of the Companies Act, 2013)**

As required under Section 102 of the Companies Act, 2013 (hereinafter referred to as the “the Act”), this 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

The members are apprised that, the keeping in consideration the performance of the Company and significant time and efforts invested by directors, the Board of Directors, upon the recommendation of the Nomination and Remuneration Committee ("NRC"), in their meeting held on March 07, 2025, approved a specific predetermined amount for overall managerial remuneration be set at Rs. 1,00,00,000/- (Rupees One Crore only), replacing the previous limit of Rs. 50,00,000/- (Rupees Fifty Lakhs only). Further, the said overall managerial remuneration provided may exceed the maximum permissible limits provided in Section 197, 198 read with Schedule V of the Companies Act, 2013 and Rules made thereunder.

Pursuant to the provisions of Sections 197, 198 read with Schedule V of the Companies Act, 2013 and Rules made thereunder. However, pursuant to the relaxation provided by Ministry of Corporate Affairs “MCA” vide notification dated September 12, 2018, the maximum permissible limit may exceed by approval of the members by passing of a special resolution

Directors, Key Managerial Personnel and their relatives are concerned or interested in the resolution to the extent of their shareholding in Company.

The Board recommends the resolution set forth as Item No. 1 for approval of members via passing of a Special Resolution.

Item No. 2

The members are apprised that, Mr. Shantanu Srivastava (DIN: 00022662) was appointed as Managing Director & CEO for a period of 3 years w.e.f. February 07, 2022 till February 06, 2025.

Considering his visionary leadership to the Company, contributing significantly to its growth, including the successful listing of the Company on the Emerge platform of the National Stock Exchange. His extensive industry experience and deep understanding of the Company's operations have been instrumental in driving long-term value creation.

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As a central figure in the Company's success, upon the recommendation of the Nomination and Remuneration Committee ("NRC"), in their meeting held on March 07, 2025, approved the reappointment of Mr. Shantanu Srivastava (DIN: 00022662), as Managing Director & CEO along with the revision in his remuneration and his re-appointment shall be effective from the completion of his initial term and all the decisions taken by him from the completion of his initial term to till date be and are ratified.

Further, Mr. Shantanu Srivastava, is not debarred from holding the office of Director by virtue of order of SEBI or any other Authority.

The total remuneration proposed for Mr. Shantanu Srivastava is Rs. 2,40,000/- (Rupees Two Lakhs and Forty Thousand only) per month, with liberty to the Board of Directors to increase maximum of 15% of the salary each year, subject to maximum of Rs. 5,00,000/- (Rupees Five Lakhs only) per month, in case the Company has no profits or inadequate profits, plus increments and other allowances & perquisites, as provided in the resolution. However, the proposed limits may exceed the maximum permissible limit by approval of the members by passing of a special resolution, in pursuant to the relaxation provided by Ministry of Corporate Affairs "MCA" vide notification dated September 12, 2018.

Further, in pursuance to Regulation 36(3) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, as amended, and Clause 1.2.5 of the Secretarial Standard on General Meetings-2 as issued by the Institute of Company Secretaries of India, a statement containing the requisite details of the Director seeking reappointment is given below:

Particulars	Name of the Director
	Shantanu Srivastava
DIN	00022662
Date of birth	August 28, 1955
Age	69 years
Qualification	Mechanical Engineering from Indian Institute of Technology, Kanpur
Experience and Expertise in specific functional area and Recognitions	Mr. Shantanu Srivastava has worked as diplomat at the Indian Embassy in Hanoi, Vietnam for over 5 years during the early part of his career. He is the Founder Chairman of Indian Business Chamber in Vietnam (INCHAM). He is also known for his contributions to promotion of India – Vietnam and India – ASEAN business relations. He was the Chairman of India – ASEAN Business Promotion Council at ASSOCHAM and member of India – Thailand CEO's Forum. India's top

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	<p>daily newspaper Hindustan Times has named him as “the Man who put Vietnam on India’s Business Map”.</p> <p>He was awarded the highest honour in Vietnam “Friendship Order of Vietnam” for promotion of India-Vietnam business relations.</p> <p>He was conferred with the Distinguished Alumnus Award by the Board of Governors of IIT Kanpur.</p> <p>His articles have been published by the Indian Council of World Affairs. He has authored book “\$852” for future entrepreneurs. The book was launched by Shri Ram Naik, the Honourable Governor of Uttar Pradesh and Honourable Vice Chancellor of Banaras Hindu University.</p> <p>He has 30 years of rich experience in the field of marketing.</p>
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	N.A.
Nature of appointment (appointment / re-appointment)	Reappointment on completion of initial term, as Managing Director & Chief Executive Officer, for a period of five years
Terms and Conditions of appointment / re-appointment	Re-appointment as Managing Director & Chief Executive Officer, subject to the approval of members
Remuneration last drawn by such Person, if applicable and remuneration sought to be paid	Rs. 2,40,000 P.M.
Date of first appointment on the Board	29/05/1995
Shareholding in the company	Mr. Shantanu Srivastava holds 6,91,89,330 equity shares of Re. 1/- each, which represents 31.9972% of the total shareholding in the Company.
The number of Meetings of the Board attended during the year	6 out of 6
Other Directorship Details	Divineagro Farms Producer Company Limited Divine Lotus Agrocart Private Limited Pink Panther Productions Private Limited
Name of listed entities in which person also holds the directorship and membership of the Committees/	N.A.

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chairmanship of Committees of other Boards	
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No other directors, key managerial personnel or their relatives except Mr. Shantanu Srivastava and his relatives, to whom the resolution relates, is interested in or concerned, financially or otherwise, in this resolution.

The Board recommends the resolution set forth as Item No. 2 for approval of members via passing of a Special Resolution.

Item No. 3

The members are apprised that, Mr. Shantanu Srivastava (DIN: 00022662), Managing Director & Chief Executive Officer of the Company, will attain the age of seventy years in August, 2025, and as per the relevant provisions Section 196 of the Companies Act, 2013, a person can continue as Managing Director on attaining the age of seventy years, only with the approval of the members by passing of a Special Resolution.

Keeping in consideration his profile, visionary leadership and contribution in company's growth and development, the Board of Directors, upon the recommendation of the Nomination and Remuneration Committee ("NRC"), in their meeting held on March 07, 2025, approved his continuation after attaining the age of seventy years and the agenda is proposed before members for their approval by passing of a special resolution.

No other directors, key managerial personnel or their relatives except Mr. Shantanu Srivastava and his relatives, to whom the resolution relates, is interested in or concerned, financially or otherwise, in this resolution.

The Board recommends the resolution set forth as Item No. 3 for approval of members via passing of a Special Resolution.

Item No. 4

The members are apprised that, Mrs. Neelam Gupta, Director & CFO (DIN: 06823562), has been associated with the Company Since 2008. She is leading the Finance & Accounts Department and Project Management Department, significantly contributing to the Company's achievements and long-term objectives. Her leadership has been instrumental in building a strong and diverse team across Ishan's international offices located worldwide. Her dedication, expertise, and invaluable contributions have played a pivotal role in the growth and development of the Company.

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Upon the recommendation of the Nomination and Remuneration Committee ("NRC"), the Board of Directors in their meeting held on March 07, 2025, approved revision in her remuneration that shall be effective from the commencement of financial year 2025-26.

The total remuneration proposed for Mrs. Neelam Gupta is Rs. 1,15,000/- (Rupees One Lakhs and Fifteen Thousand only) per month, with liberty to the Board of Directors to increase maximum of 15% of the salary each year, subject to maximum of Rs. 2,00,000/- (Rupees Two Lakhs only) per month, in case the Company has no profits or inadequate profits, plus increments and other allowances & perquisites, as provided in the resolution. However, the proposed limits may exceed the maximum permissible limit by approval of the members by passing of a special resolution, in pursuant to the relaxation provided by Ministry of Corporate Affairs "MCA" vide notification dated September 12, 2018.

No other directors, key managerial personnel or their relatives except Mrs. Neelam Gupta and her relatives, to whom the resolution relates, is interested in or concerned, financially or otherwise, in this resolution.

The Board recommends the resolution set forth as Item No. 4 for approval of members via passing of a Special Resolution.

Item No. 5

The members are apprised that, the Authorized Share Capital of the Company, as stated in the Articles of Association, is Rs. 10,00,00,000/- (Rupees Ten Crores) divided into 1,00,00,000 (One Crore) Equity Shares of Rs. 10/- (Rupees Ten) each.

The members are further apprised that, the Board of Directors in their meeting held on December 14, 2023, and subsequently members of the Company at their Extraordinary General meeting held on January 15, 2024, approved the increase of Authorized Share Capital, followed by sub-divided of equity share value from 10/- (Rupees Ten only) each; and thereafter sub-divided from Rs. 10/- (Rupees Ten only) each to Re. 1/- (Rupee One only) each, and as on date, the Authorized Share Capital of the Company stands Rs. 23,00,00,000/- (Rupees Twenty Three Crores) divided into 23,00,00,000 (Twenty Three Crores) Equity Shares of Re. 1/- (Rupee One only) each.

Mentioning of Authorized Share Capital is not a statutory mandate in Articles of Association. Therefore, the Board of Directors in their meeting held on March 07, 2025, approved the alteration in Articles of Association for deletion of the reference to the capital and the agenda is proposed before members for their approval by passing of a special resolution.

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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)

None of directors, key managerial personnel or their relatives are interested in or concerned, financially or otherwise, in this resolution.

The Board recommends the resolution set forth as Item No. 5 for approval of members via passing of a Special Resolution.

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

Shantanu
Srivastava

Digitally signed by
Shantanu Srivastava
Date: 2025.03.10
17:38:01 +05'30'

Date: 10.03.2025

Place: Noida

**Shantanu Srivastava
Managing Director & CEO
DIN: 00022662**

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

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