



Ishan  
International

# ISHAN INTERNATIONAL LIMITED

(Formerly known as Ishan International Pvt. Ltd.)

(Government of India Certified Star Export House)

ISO 9001: 2015 (TUV Nord)

Date: 23.12.2023

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

**Sub: Intimation of date of Extra Ordinary General Meeting and Cut Off Date .**

**Symbol: Ishan**

Dear Sir/ Ma'am.

Pursuant to Regulation 30 read with Schedule III of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, We are pleased to inform you that Extra Ordinary General Meeting (EGM) of the Company will be held on Monday, 15<sup>th</sup> January, 2024 at 1: 00 P.M. through Video Conferencing/ Other Audio Visual Means. Notice of the EGM along with the Explanatory Statement will be sent by electronic mode to those Members whose email addresses are registered with the Company/ Depositories and same will be uploaded on website also.

Further, the Company is providing remote e-voting facility to its Members to cast their votes on the resolutions as set out in the Notice of EGM. Remote e-voting period will commence at 9 : 00 A.M. on Friday, 12<sup>th</sup> January, 2024 and end at 5:00 P.M. on Sunday, 14<sup>th</sup> January, 2024. Members of the Company, whose names appear in the Register of Members/ List of Beneficial Owners as on the **cut-off date i.e. Monday 08<sup>th</sup> January, 2024** will be eligible to cast their vote through remote e- voting facility.

This is for your information and records.

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

Shantanu Srivastava  
Managing Director  
DIN: 00022662  
45 B, S.D.F, Sector-15A  
Gautam Buddha Nagar- 201301

**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.L74899DL1995PLC069144**



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## NOTICE OF EXTRA-ORDINARY GENERAL MEETING

Notice is hereby given that the Extraordinary General Meeting ("EGM") of the members of M/S Ishan International Limited ("**the company**") will be held on Monday, 15<sup>th</sup> January 2024 at 1:00 PM through Video Conferencing ("VC")/Other Audio Visual Means ("OAVM") as permitted to transact the following business:

### SPECIAL BUSINESSES:

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

*To consider and if thought fit, to pass, the following resolution as an **Ordinary Resolution**:*

**"RESOLVED THAT**, pursuant to the provisions of Section 13, 61 and 64 and other applicable provisions, if any, of the Companies Act, 2013 and the rules framed thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Memorandum of Association and Articles of Association of the Company, subject to such other approval(s)/consent(s) from the concerned Statutory/Regulatory Authorities, approval of Members of the Company be and is hereby accorded for increase in the Authorized Share Capital of Company from ₹ 10,00,00,000/- (Rupees ten Crore only), divided into 1,00,00,000 ( One Crore) Equity Shares of ₹ 10/- (Rupees ten only) each to ₹ 23,00,00,000/- (Rupees Twenty Three Crore only), divided into 2,30,00,000 ( Two Crore Thirty Lacs ) Equity Shares of ₹ 10/- (Rupees Ten only) each, by creation of additional 1,30,00,000 ( One Crore Thirty Lacs ) Equity Shares of face value of ₹ 10/- (Rupees Ten only) each."

**"RESOLVED FURTHER THAT**, pursuant to the provisions of Section 13 and all other applicable provisions of the Companies Act, 2013 and the relevant rules framed thereunder, the Capital Clause (Clause V) of the Memorandum of Association of the Company is substituted with the following Clause V:

***"V. The Authorized Share Capital of the Company is ₹ 23,00,00,000/- (Rupees Twenty Three Crore only), divided into 2,30,00,000 (Two Crore Thirty Lacs) Equity Shares of ₹ 10/- (Rupees Ten each)***

**"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)

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authorized by the Board to exercise the powers conferred on the Board by this resolution) and the Company Secretary of the Company, be and is hereby authorized to take such steps as maybe necessary and to execute all deeds, applications, 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.”

## **Item no. 2: Sub-Division of Equity Shares from the face value of ₹ 10/- per share to ₹ 1/- per share**

*To consider and, if thought fit, to pass, the following resolution as an **Ordinary Resolution**:*

“**RESOLVED THAT** pursuant to provisions of Section 61(1)(d) and all other applicable provisions of the Companies Act, 2013 and rules framed thereunder (including any statutory modification(s) or reenactment thereof, for the time being in force) and the provisions of the Memorandum and Articles of Association of the Company and subject to Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 referred to as ‘Listing Regulations’ and other approvals, consents, permissions and sanctions as may be necessary from the appropriate statutory authorities, approval of the members of the Company be and is hereby accorded for sub-division of 1 (One) Equity Share of the Company having a face value of ₹ 10/- (Rupees Ten only) each fully paid up into 10 (Ten) Equity Shares having a face value of ₹ 1/- (Rupee One only) each fully paid up on such date as may be fixed by the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include any Committee thereof for the time being exercising the powers conferred by the Board) for this purpose (hereinafter referred to as “Record Date”).

**RESOLVED FURTHER THAT** pursuant to the subdivision of equity shares of the Company, the Authorized, Issued, Subscribed, and Paid-up Equity Share Capital of 1(One) Equity Share of the face value of ₹ 10/- (Rupees Ten only) each shall stand sub-divided into Ten (10) equity shares having a face value of ₹ 1/ (Rupee One only) each, existing on the Record Date and shall rank pari-passu in all respects with each other and carry the same rights as to the existing fully paid- up Equity Share of ₹ 10/- (Rupees Ten only) each of the Company.

**RESOLVED FURTHER THAT** the approval of the members of the Company is hereby accorded to alter the existing Clause V of the Memorandum of Association of the Company relating to Capital by substituting with the following Clause V:

***“V. The Authorized Share Capital of the Company is ₹ 23,00,00,000/- (Rupees Twenty Three Crore only), divided into 23,00,00,00 (Rupees Twenty Three Crore), Equity Shares of ₹ 1/-***

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*(Rupee One) each."*

**RESOLVED FURTHER THAT** upon the sub-division of the Equity Shares as aforesaid, the Existing Share Certificate(s) in relation to the existing Equity Shares of the face value of ₹ 10/- (Rupees Ten only) each held in physical form shall be deemed to have been automatically cancelled and to be of no effect on and from the Record Date and the Company may without requiring the surrender of the existing Share Certificate(s) directly issue and dispatch the new Share Certificate(s) of the Company, in lieu of such existing issued Share Certificate(s) and in case of the Equity Shares held in dematerialized form, the number of sub-divided Equity Shares be credited to the respective beneficiary accounts of the shareholders with the Depository Participants, in lieu of the existing credits representing the Equity Shares of the Company before sub-division.

**RESOLVED FURTHER THAT** the Board, be and is hereby authorized to take such steps as may be necessary including the delegation of all or any of its powers herein conferred to any Director(s), the Company Secretary or any other officer(s) of the Company for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, and to execute all deeds, applications, documents, papers and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to above resolution.

## **Item no. 3 – Issue of Bonus Equity Shares**

*To consider and, if thought fit, to pass, the following Resolution as an **Ordinary Resolution**:*

**“RESOLVED THAT** pursuant to the provisions of Section 63 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Share Capital & Debentures) Rules, 2014 (including any statutory modification(s), amendments or re-enactment(s) thereof for the time being in force) in accordance with the Securities & Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 [SEBI (ICDR) Regulations], Foreign Exchange and Management Act, 1999, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, [Listing Regulations], all other applicable provisions, Regulations and Guidelines issued from time to time by the Securities and Exchange Board of India [SEBI], Reserve Bank of India [RBI] and other statutory authorities and subject to such consents, permissions, conditions and approvals as may be required from the appropriate authorities and subject to such terms and modifications as may be specified while according such approvals, and pursuant to the recommendation of the Board of Directors of the Company (including any Committee duly constituted by the Board or any authority as may be approved by the Board for the time being exercising the powers conferred on the Board), approval of shareholders of the Company, be and

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is hereby accorded to the Board of Directors to capitalize a sum not exceeding ₹ 14,41,56,860/- (Rupees Fourteen Crore, Forty One lakhs, Fifty Six Thousand, Eight hundred and Sixty only) out of the sum standing to the credit of 'Securities Premium Account/ Free Reserve' of the Company, for issue and allotment of Bonus shares of Face Value of ₹ 1/- (Rupee One only) each, credited as fully paid-up equity shares to the holders of the existing equity shares of the Company in consideration of their said holding, and whose names appear in the Register of Members maintained by the Company/List of Beneficial Owners of the Company maintained by the Company/List of Beneficial Owners as received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL), on such date ("**Record Date**") fixed by the Company, in the proportion of 2:1 i.e. Two (2) new fully paid equity share of ₹ 1/- (Rupee One only) each for every One (1) existing fully paid equity share of ₹ 1/- (Rupee One only) each held by the shareholders as on the Record Date and that the new bonus shares so issued and allotted shall be treated for all purposes as an increase in the paid-up share capital of the equity share capital of the Company held by each of such member(s) and not as income."

**RESOLVED FURTHER THAT** the equity shares of Face Value of ₹ 1/- (Rupee One only) each to be issued and allotted as bonus shares shall be subject to the terms of Memorandum & Articles of Association of the Company and shall rank pari-passu in all respects and carry the same rights as the existing fully paid equity shares of the Company and shall be entitled to participate in full in any dividend (s) and any other corporate actions to be declared after the bonus shares so allotted;

**RESOLVED FURTHER THAT** the issue and allotment of the bonus equity shares to the extent they relate to Non-Resident Indians (NRIs), Overseas Citizen of India, Overseas Corporate Bodies (OCBs), Foreign Portfolio Investors (FPIs), Foreign Institutional Investor (FIIs) and other foreign investors of the Company will be subject to the approval of the RBI, if applicable and as may be necessary;

**"RESOLVED FURTHER THAT** pursuant to SEBI (ICDR) Regulations, 2018 and Listing Regulations, 2015, the allotment of shares in bonus issue shall be made only in dematerialized form and thus, in case of members who hold equity shares in dematerialized form, the bonus equity shares shall be credited to the respective beneficiary accounts of the Members with their respective Depository Participant(s) and in the case of Members who hold equity shares in physical form, the bonus equity shares shall be transferred to the Suspense Account opened in this regard, within such time as prescribed by law and the relevant authorities, subject to guidelines issued by SEBI in this regard."

**RESOLVED FURTHER THAT** the Board and Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters, and things and execute all such deeds, documents, instruments and writings as it may in its sole and absolute discretion deem necessary,

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expedient or incidental in this regard including but without limitation to fixation of record date, file any documents with the SEBI, Stock Exchange(s) where the shares of the Company are listed, Depositories, Ministry of Corporate Affairs and/ or Concerned Authorities, applying and seeking necessary listing approvals from the Stock Exchange(s), and to settle any question, difficulty or doubt that may arise in regard thereto, as it may in its sole and absolute discretion deem fit and to delegate all or any of its powers herein conferred to any Committee(s)/Director(s)/Officer(s) of the Company, to give effect to this 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**

*To consider and, if thought fit, to pass, 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 and other applicable provisions, if any, of the Companies Act, 2013 read with the Regulation 32 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, [Listing Regulations], all other applicable provisions, Regulations and Guidelines issued from time to time by the Securities and Exchange Board of India [SEBI], and other statutory authorities and subject to such consents, permissions, conditions and approvals as may be required from the appropriate authorities and subject to such terms and modifications as may be specified while according such approvals, and pursuant to the recommendation of the Board of Directors of the Company (including any Committee duly constituted by the Board or any authority as may be approved by the Board for the time being exercising the powers conferred on the Board), approval of shareholders of the Company, be and is hereby accorded to the Board of Directors to deviate/ariate in the utilization of proceeds for the stated object in the Prospectus dated 01st September, 2022, of Initial Public Offer (IPO) for the deviation in the utilization of proceeds mentioned under the head **(FUNDING THE PROPOSED JOINT VENTURE AND/OR ACQUISITION)** of the amount Rs 350 Lakhs (Three Crore Fifty Lakhs Only) in the equity investment through participation in the right issue of the equity shares of the company M/s Race Envision Private Limited. The Company further confirms that there are no other changes in the objects of the IPO as mentioned in the prospectus dated 01st September 2022.

**RESOLVED FURTHER THAT** the Board and Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters, and things and execute all such deeds, documents, instruments and writings as it may in its sole and absolute discretion deem necessary, expedient or incidental in this regard including but without limitation to fixation of record date, file any documents with the SEBI, Stock Exchange(s) where the shares of the Company are listed, Depositories, Ministry of Corporate Affairs and/ or Concerned Authorities, applying and seeking

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necessary listing approvals from the Stock Exchange(s), and to settle any question, difficulty or doubt that may arise in regard thereto, as it may in its sole and absolute discretion deem fit and to delegate all or any of its powers herein conferred to any Committee(s)/Director(s)/Officer(s) of the Company, to give effect to this resolution.”

**Item no. 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**

*To consider and, if thought fit, to pass, the following Resolution as a **Special Resolution**:*

**“RESOLVED THAT** pursuant to the provision of section 186 and 27 of Companies Act 2013 and Regulation 32 of SEBI (LODR), 2015 or any amendment or modification thereof and rule made thereunder including any statutory modification(s) and re- enactment(s) thereof for the time being in force, and subject to such approval consents and sanctions and permission from any appropriate authorities if any may be necessary, unanimous consent of all the directors present in the meeting be and is hereby accorded, the approval of Shareholders, to make Investment into securities of Race Envision Private Ltd up to amount of Rs. 350 Lakhs (Rupees Three Crore fifty Lacs only) notwithstanding that the aggregate amount of all the loan/investment/guarantee so far made together with the proposed loan amount shall not exceed 60 % of the paid up capital and free reserve amount or 100% of free reserve amount of the company whichever is higher.

**RESOLVED FURTHER THAT** the Board and Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters, and things and execute all such deeds, documents, instruments and writings as it may in its sole and absolute discretion deem necessary, expedient or incidental in this regard including but without limitation to fixation of record date, file any documents with the SEBI, Stock Exchange(s) where the shares of the Company are listed, Depositories, Ministry of Corporate Affairs and/ or Concerned Authorities, applying and seeking necessary listing approvals from the Stock Exchange(s), and to settle any question, difficulty or doubt that may arise in regard thereto, as it may in its sole and absolute discretion deem fit and to delegate all or any of its powers herein conferred to any Committee(s)/Director(s)/Officer(s) of the Company, to give effect to this resolution.”

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

**Date: December 14, 2023**

**Place: Noida**

**Sd/-  
Shantanu Srivastava  
Managing Director**

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## Notes:

1. The relevant details as required under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meeting (SS-2) issued by ICSI in respect of the Directors seeking re-appointment are annexed to this Notice.
2. In view of the ongoing COVID-19 pandemic, the Ministry of Corporate Affairs ("MCA"), vide its General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 20/2020 dated May 5, 2020, General Circular No. 22/2020 dated June 15, 2020, General Circular No. 33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020, Circular No. 02/2021 dated January 13, 2021 and General Circular No. 02/2022 dated May 5, 2022 (collectively "MCA Circulars") and Securities and Exchange Board of India ("SEBI") vide its Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 and Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 on May 13, 2022 (collectively "SEBI Circulars"), have permitted companies to conduct EGM through VC or other audio visual means, subject to compliance of various conditions mentioned therein. In compliance with the aforesaid MCA and SEBI Circulars, applicable provisions of the Companies Act, 2013 and rules made thereunder, and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("Listing Regulations") the EGM of the Company is being convened and conducted through VC. The registered office of the Company shall be deemed to be the venue for this EGM.
3. SEBI vide circular no. SEBI/HO/MIRSD\_RTAMB/P/CIR/22021/655 dated November 3, 2021 and SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated March 16, 2023 has made it mandatory for all shareholders holding shares in physical form to furnish nomination details to the Company/ RTA. Shareholders can register their nomination details in Form SH-13 or they can choose to give declaration to opt out of nomination by filing Form ISR-3. In case of shareholders holding shares in physical form wishes to change the nominee or cancel the nomination then Form SH-14 needs to be filled. The forms mentioned above are available on the website of the Company as well as on the website of RTA.
4. SEBI vide its Circular no. SEBI/HO/MIRSD\_RTAMB/PCIR/2021/655 dated November 3, 2021 and SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated March 16, 2023 has made it mandatory for all holders holding shares in physical form to furnish the following documents/ details to the RTA:
  - (a) PAN
  - (b) Contact details, Postal address with PIN, Mobile number, Email Address (c) Bank account details (bank name and branch, Bank account number, IFS code)
  - (d) Specimen Signature

For furnishing the abovementioned details, shareholders must submit FORM-ISR-1 and/or ISR-2 in hard copy form to the Company/ RTA. The Forms are available on the website of the Company

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as well as on the Website of RTA.

5. In accordance with SEBI vide its circular no. SEBI/HO/ MIRSD/RTAMB/CIR/P/2020/166 dated September 7, 2020 all share transfer shall be carried out compulsorily in the dematerialized form with effect from April 01, 2021. Hence, no transfers of shares in physical form are allowed.

Further, in compliance with SEBI vide its circular no. SEBI/HO/ MIRSD/RTAMB/CIR/P/2022/8 dated January 25, 2022, the following requests received by the Company in physical form will be processed and the shares will be issued in dematerialization form only:-

1. Issue of duplicate share certificate
2. Claim from unclaimed suspense account
3. Renewal / Exchange of securities certificate
4. Endorsement
5. Sub-division/ splitting of securities certificate
6. Consolidation of securities certificates/ folios
7. Transmission
8. Transposition

For this purpose, the securities holder/claimant shall submit a duly filled up Form ISR-4 which is hosted on the website of the company as well as on the website of "Kfintech", Registrar and share transfer agent (RTA). The aforementioned form shall be furnished in hard copy form.

6. Pursuant to the Circular No. 14/2020 dated 8th April, 2020, issued by the Ministry of Corporate Affairs and SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020, the requirement of sending proxy forms to holders of securities as well as the facility to appoint proxy to attend and cast vote for the members as per provisions of Section 105 of the Act read with Regulation 44(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 has been dispensed with for this EGM to be held through VC/OAVM. Accordingly, the Proxy Form and Attendance Slips are not annexed to this Notice.
7. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.
1. 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) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at this EGM. For this purpose, the Company has taken services from KFINTECH for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the EGM will be provided by KFIN TECHNOLOGIES LIMITED.

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2. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
3. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
4. In compliance with the MCA Circular No. 20/2020 dated 5 May, 2020 and SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12 May 2020, Notice of EGM are being sent only by electronic mode to Members whose e-mail address is registered with the Company or the Depository Participant(s). Member may note that Notice will be uploaded on the website of the Company at [www.ishanglobal.com](http://www.ishanglobal.com) and the website of the Stock Exchange where the shares are listed and traded, viz, [www.nseindia.com](http://www.nseindia.com). The Notice will also be available on the website of KFIN TECHNOLOGIES LIMITED (agency for providing the Remote e-Voting facility and e-voting system during the EGM) i.e <https://evoting.kfintech.com/>.
5. The Extra Ordinary General Meeting shall be through Video Conferencing/Other Audio Visual Means. However, the deemed place of Meeting shall be the Corporate Office of the Company situated at 1616 WTT BUILDING SECTOR 16, Noida Sector 16, Gautam Buddha Nagar, Noida, Uttar Pradesh, India, 201301.
6. The Register of Directors and Key Managerial Personnel (KMPs) and their shareholding maintained under Section 170 of Companies Act, 2013 and the Register of Contracts or arrangements in which Directors are interested maintained under Section 189 of the Companies Act, will be electronically available for inspection by the members during the meeting.
7. All documents referred to in the Notice and other relevant papers shall be available for inspection electronically.
8. Members desirous of obtaining any information concerning the accounts and operations of the Company are requested to write to the Company at least seven days before the date of the meeting.
9. SEBI vide its circular No. SEBI/LAD-NRO/GN/2018/24 dated 8th June, 2018, amended Regulation 40 of Listing Regulations pursuant to which from 1st April, 2019, onwards securities can be transferred only in dematerialized form. However, it is clarified that, members can continue holding shares in physical form. Transfer of securities in demat form will facilitate convenience and ensure safety of transactions for investors.
10. Members holding Shares in physical form are advised to convert their holding to dematerialize form to eliminate all risk associated with physical shares and to avail the benefits of dematerialization which beside others include easy liquidity, electronic transfer, savings in stamp duty, etc. Members can contact the Company's Registrar and Share Transfer Agent, KFIN TECHNOLOGIES LIMITED, for assistance in this regard.
11. The SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in the Securities Market. Members holding shares in electronic form are, therefore requested to submit their PAN to their depository participant(s). Members holding shares in physical form are requested to submit their PAN details to the Registrar and Share Transfer Agents.

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- i. Members who are holding Shares in physical form are requested to notify the change(s), if any, in their addresses or Bank details, etc. to the Company's Registrar and Transfer Agent (RTA), KFIN TECHNOLOGIES LIMITED. Members holding Shares in dematerialized form are requested to notify any change in their address or Bank details, etc. to their respective Depository Participants.

**12.** Manner of registering / updating email addresses by the Members is given below:

- ii. For shares held in physical form - Send a request to the Registrar and Transfer Agents of the Company, KFIN TECHNOLOGIES LIMITED at @ [kfinkart.support@kfintech.com](mailto:kfinkart.support@kfintech.com).

- iii. For shares held in demat form - Please contact your Depository Participant (DP)

**13.** Members are requested to quote their Folio numbers / DP Id and Client Id in all communication / correspondence with the Company or its RTA.

The communication details of Company's Registrar and Share Transfer Agent, @ [kfinkart.support@kfintech.com](mailto:kfinkart.support@kfintech.com) is as follows:

**KFIN TECHNOLOGIES LIMITED**

Selenium Tower B, Plot No. 31 & 32, Financial District,  
Nanakramguda, Serilingampally, Rangareddi, Hyderabad, 500 032,  
Telangana, India

**Tel No.** +91 40 6716 2222

**Investor Grievance Email:** [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com)

**Website:** [www.kfintech.com](http://www.kfintech.com)

**SEBI Registration No.:** INR000000221

- 14.** The Members can join the this EGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM/AGM through VC/OAVM will be made available to atleast 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM without restriction on account of first come first served basis

- 15.** Since the EGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.

**16. The process and manner for members opting for voting through electronic means are as under:**

- (i). In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meetings (SS-2) issued by the Institute of Company Secretaries of India as well as the Circulars issued by the Ministry of Corporate Affairs dated 8th April, 2020, 13th April, 2020 and 5th May, 2020, 13th January 2021 and SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020, the Company is pleased to provide

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to its Members, the facility to exercise their right to vote on resolutions proposed to be considered at the convening EGM by electronic mode. The facility of casting the votes by the Members using an electronic voting system from a place other than venue of the EGM ("remote e- voting") and e- voting at the EGM will be provided by KFIN TECHNOLOGIES LIMITED.

- (ii). The facility for voting through electronic voting system shall also be made available during the EGM. Members attending the EGM who have not cast their vote by remote e-voting shall be eligible to cast their vote through e-voting during the EGM. The Members who have cast their vote by remote e-voting prior to the EGM may also attend/participate in the EGM through VC/ OAVM but shall not be entitled to cast their vote again.
- (iii). The Board of Directors has appointed M/s Tanisha Srivastava & Associates, Practicing Company Secretary (ICSI Membership No. 49477) as the Scrutinizer to scrutinize the e- voting process and the voting at the Meeting in a fair and transparent manner.
- (iv). The Members who have cast their votes by remote e-voting prior to the EGM may also attend the EGM but shall not be entitled to cast their vote again.
- (v). The process and manner of e-voting are provided herein below. Resolutions passed by the Members through e-voting shall be deemed to have been passed at the EGM.
- (vi). **THE INTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:**

**Step 1 :** Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

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

- a. The voting period begins on January 12, 2024 at 09:00 A.M. and ends on January 14, 2024 at 05:00 P.M. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of January 8, 2023 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- b. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- c. Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e- voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders

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In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

**Step 1:** Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode

- d. In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.

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After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.

If the user is not registered for Easi/Easiest, option to register is available at <https://web.cdslindia.com/myeasi/Registration/EasiRegistration>

Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on [www.cdslindia.com](http://www.cdslindia.com) home page or click on <https://evoting.cdslindia.com/Evoting/EvotingLogin> The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.

Type shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e- Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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If the user is not registered for IDeAS e-Services, option to register is available at <https://eservices.nsdl.com>. Select "Register Online for IDeAS Portal" or click at <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.



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Type shareholders	Login Method
<b>Individual Shareholders (holding securities in demat mode) login through Their Depository Participants</b>	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, 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. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

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

Login type	Helpdesk details
<b>Individual Shareholders holding securities in Demat mode with CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact 1800 22 55 33
<b>Individual Shareholders holding securities in Demat mode with NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30

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

- e. Login method for e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form.**
  - i. The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
  - ii. Click on "Shareholders" module.

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- iii. Now enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- iv. Next enter the Image Verification as displayed and Click on Login.
- v. If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.
- vi. If you are a first-time user follow the steps given below:

**For Physical shareholders and other than individual shareholders Holding shares in Demat.**

**PAN**

Enter your 10 digit alpha-numeric \*PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)

Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.

**Dividend Bank Details**

**OR Date of Birth (DOB)**

Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.

If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

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- f. After entering these details appropriately, click on "SUBMIT" tab.
- g. Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- h. For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- i. Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- j. On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- k. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- l. After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- m. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- n. You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- o. If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- p. Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
  - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the "Corporates" module.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@kfintech.com](mailto:helpdesk.evoting@kfintech.com).
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
  - Alternatively Non Individual shareholders are required to send the relevant Board Resolution/

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Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; [cs@ishangroup.co.in](mailto:cs@ishangroup.co.in) if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

## **INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM/EGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:**

1. The procedure for attending meeting & e-Voting on the day of the AGM/ EGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM/EGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. 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.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance from January 9, 2024 at 09:00 AM to January 11, 2024 at 05:00 P.M. mentioning their name, demat account number/folio number, email id, mobile number at [cs@ishangroup.co.in](mailto:cs@ishangroup.co.in). The shareholders who do not wish to speak during the EGM but have queries may send their queries in advance 4 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at [cs@ishangroup.co.in](mailto:cs@ishangroup.co.in). These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the EGM.
10. If any Votes are cast by the shareholders through the e-voting available during the EGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

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## **PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.**

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to beetalrta@gmail.com.
2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

### **Other Information:**

- (i). The voting rights of the Members shall be in proportion to their share in the paid-up share capital of the Company as on the cut-off date.
- (ii). Any person, who acquires shares of the Company and becomes Member of the Company after dispatch of the Notice of the Meeting and who holds shares as on the cut-off date i.e. Monday, January 8, 2024, needs to refer the instruction above regarding login ID and password and may contact the Company or RTA for any query or assistance in this regard. Any person who is not a Member as on the cut-off date should treat this Notice for information purposes only.
- (iii). The Scrutinizer shall, immediately after the conclusion of voting at the EGM, first count the votes cast during the EGM, thereafter unblock the votes cast through remote e-voting and make, not later than two working days of conclusion of the EGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same.
- (iv). accordance with Regulation 44(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the results will be declared within 48 hours of conclusion of EGM, in the prescribed format along with the report of the Scrutinizer and the same shall be placed on the website of the company [www.ishanglobal.com](http://www.ishanglobal.com) and on the website of Kfintech immediately after the declaration of result and shall be communicated to NSE Limited i.e. the Stock Exchange where shares of the Company are listed.

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**Tel: (+91) 0120-4205695, 4211766**

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**Email ID: [admin@ishangroup.co.in](mailto:admin@ishangroup.co.in); [cs@ishangroup.co.in](mailto:cs@ishangroup.co.in)**

**Website: [www.ishanglobal.com](http://www.ishanglobal.com)**

**CIN No. L74899DL1995PLC069144**



# ISHAN INTERNATIONAL LIMITED

(Formerly known as Ishan International Pvt. Ltd.)

(Government of India Certified Star Export House)

ISO 9001: 2015 (TUV Nord)

## 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"), the following explanatory statements sets out all material facts relating to the special business mentioned under Items no. 1 to 4 of the accompanying Notice.

### **Item no. 1:**

Presently, the authorized share capital of the Company is ₹ 10,00,00,000/- (Rupees Ten Crores only) comprising of 1,00,00,000 (One Crores) Equity Shares of ₹ 10 (Rupees Ten only) each.

As stated in Item No.3 read with Item No. 2, the issuance of bonus shares, as set out in Item No. 3, would require increase in the authorized capital of the Company from ₹ 10,00,00,000/- (Rupees Ten Crore only), divided into 1,00,00,000 (One Crore) Equity Shares of ₹ 1/- (Rupee One only) each to ₹ 23,00,00,000/- (Rupees Twenty Three Crore only), divided into 23,00,00,000 (Twenty Three Crore) Equity Shares of ₹ 1/- (Rupee One only) each and consequential amendments to the existing Clause V of the Memorandum of Association.

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. The Board recommends the resolution set forth in Item no. 1 for the approval of the members as an Ordinary Resolution.

### **Item no. 2 & 3**

The Equity Shares of the Company are listed and traded on NSE Limited.

With a view to encourage participation of small investors by making equity shares of the Company affordable and at the same time enhancing the liquidity of the Company's equity shares with higher floating stock in absolute numbers thereby expanding the retail shareholders base on one hand and at the same time considering the favorable position of Reserves and Surplus, the Board of Directors in their meeting held on December 14, 2023, has considered it desirable to recommend subdivision of 1 (One) Equity Share of the Company of the face value of ₹ 10/- (Rupees Ten only) each into 10 (Ten) Equity Shares of the Company of face value of ₹ 1/- (Rupee One only) each fully paid up and subject to the approval of the Members and other statutory and regulatory approvals, as applicable.

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Also, considering the growth in the business over the recent years and to incentivize the shareholders of the Company, the Board at the same meeting, as stated above, has considered, approved and recommended issue of bonus shares in the proportion/ratio of Two (2) new fully paid-up equity share of the Company of Face Value of ₹ 1/- (Rupee One only) each for every One (1) existing fully paid-up equity shares of the Company of Face Value ₹ 1/- (Rupee One only) each held by the Members on the Record Date (to be determined by the Board and will be intimated to the exchange with in stipulated time), by capitalizing a part of securities premium account or other free reserves as may be considered necessary by Board of the Company. The bonus shares upon their issue and allotment will rank pari-passu in all respects with the existing shares including dividend, if any declared.

The Articles of Association of the Company authorize the Company to issue bonus shares by capitalization of securities premium account or other free reserves as may be considered necessary by the Board of the Company.

Pursuant to the provisions of Sections 61 and 63 and other applicable provisions of the Companies Act, 2013, Articles of Association of the Company, regulations issued by SEBI and subject to such approvals, if required, from the statutory authorities, the issue of bonus shares of the Company require the approval of the Members.

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. The Board recommends the resolutions set forth in Item no. 2 & 3 of the notice for the approval of the members as Ordinary Resolutions.

## **Item no. 4**

As stated in Item No.4 to Deviation and Variation in the use of IPO funds as mentioned in the prospectus under the head Joint Venture as per the provisions of Section 13(8) and Section 27 of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013 read with the Regulation 32 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, [Listing Regulations], and pursuant to the recommendation of the Board of Directors of the Company (including any Committee duly constituted by the Board or any authority as may be approved by the Board for the time being exercising the powers conferred on the Board) the Board of Directors decided to deviate/variate in the utilization of proceeds for the stated object in the Prospectus dated 01st September, 2022, of Initial Public Offer (IPO) for the deviation in the utilization of proceeds mentioned under the head (FUNDING THE PROPOSED JOINT VENTURE AND/OR ACQUISITION) of the amount Rs 350 Lakhs (Three Crore Fifty Lakhs Only) in the future

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equity investment through participation in the right issue of the equity shares of the company M/s Race Envision Private Limited as the previous Joint Venture with SD Corporation was cancelled and the equity investment will be in the interest of the company for the business expansion. The Company further confirms that there are no other changes in the objects of the IPO as mentioned in the prospectus dated 01st September 2022.

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. The Board recommends the resolution set forth in Item no. 4 for the approval of the members as an Special Resolution.

## Item No.-5

As stated in Item No.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.

Also, considering the growth in the business and expanding it in the right direction the board of directors decided to make Investment into securities of M/s Race Envision Private Ltd up to amount of Rs. 350 Lakhs (Rupees Three Crore fifty Lacs only) once the amount of the Cancelled Joint Venture with SD Corporation will be received by the company in full and notwithstanding that the aggregate amount of all the loan/investment/guarantee so far made together with the proposed loan amount shall not exceed 60 % of the paid up capital and free reserve amount or 100% of free reserve amount of the company whichever is higher.

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. The Board recommends the resolution set forth in Item no. 5 for the approval of the members as an Special Resolution.

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

**Sd/-  
Shantanu Srivastava  
Managing Director**

**Date: December 14, 2023**

**Place: Noida**

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