



ISHAN INTERNATIONAL LIMITED

(Government of India Certified Star Export House)

ISO 9001: 2015 (TUV Nord)

Date: March 07, 2025

To,

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

NSE Scrip Symbol: ISHAN

Dear Sir/Ma'am,

Sub: Outcome of the Board Meeting of the Company pursuant to Regulation 30 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, as amended

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“**Listing Regulations**”), we wish to inform you that the Board of Directors of Ishan International Limited (“**the Board**” and “**the Company**” respectively) at their meeting held on at shorter notice on Friday, March 07, 2025 through video conferencing, considered the following agendas:

1. Took note of satisfaction of charge created with ICICI Bank Limited via Charge Id 10446061.
2. Approved the appointment of Ms. Divya, Company Secretary and Compliance Officer (ACS: 68457), as the designated person for providing information and extend necessary co-operation to the Registrar or any other authorized officer with respect to beneficial interest in shares of the company in pursuance to the provisions of Section 89 & 90 of the Companies Act, 2013, read with the rules made thereunder.
3. Reviewed and approved the policies, and modifications to the Company's existing policies, as outlined below:
 1. Nomination & Remuneration Policy
 2. Policy on terms and conditions for the appointment of Independent Directors
 3. Policy on Related Party Transactions
 4. Policy for determination of Materiality
4. Approved the revision in overall managerial remuneration and set it at Rs. 1,00,00,000/- (Rupees One Crore only) with effect from the financial year 2025-26 payable by the Company to its Directors, in respect of any financial year, replacing the previous limit of Rs. 50,00,000/- (Rupees Fifty Lakhs only), in 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). The limit approved may exceed the ceiling limit of 11% of net profits of the Company read with the relaxation notification issued by Ministry of Corporate Affairs (MCA) dated September 12, 2018, via which amount approved may exceed the ceiling limit, if the members approved the agenda by passing of a special

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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

resolution. The agenda will be placed before the members for their approval at ensuing Extraordinary General Meeting.

5. Approved the reappointment of Mr. Shantanu Srivastava (DIN: 00022662), as Managing Director & Chief Executive officer of the Company for an additional term of five years, that will be effective from the completion of his earlier term retrospectively i.e., February 07, 2025 and revision in his remuneration and set it as Rs. 2,40,000/- (Rupees Two Lakhs Forty Thousand only) per month, in 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 with liberty to the Board to increase maximum 15% of the remuneration each year, subject to maximum of Rs. 5,00,000/- (Rupees Five Lakhs only) per month. The amounts approved may exceed the ceiling limit of 5% of net profits of the Company read with the relaxation notification issued by Ministry of Corporate Affairs (MCA) dated September 12, 2018, via which amounts approved may exceed the ceiling limit, if the members approved the agenda via passing of a special resolution. The agenda will be placed before the members for their approval at ensuing Extraordinary General Meeting.

Further, in accordance with SEBI circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023, read with the other relevant notifications, received from time to time, the required details are as follows:

S. No	Particulars	Details
1.	Reason for Change	Reappointment, due to the end of initial term
2.	Date of appointment /reappointment /cessation (as applicable) & terms of appointment	Reappointment as Managing Director & Chief Executive Officer for another term of 5 years and revision in his remuneration
3.	Brief profile (in case of appointment)	N.A.
4.	Disclosure of relationships between directors (in case of appointment of a director).	N.A.
5.	Declaration in respect of debarment from holding the office of Director by virtue of order of SEBI or any other Authority	The Managing Director being reappointed is not debarred from holding the office of Director by virtue of order of SEBI or any other Authority.

6. Approved the continuation of Mr. Shantanu Srivastava (DIN: 00022662), Managing Director & Chief Executive Officer of the Company, on attaining the age of seventy years in August, 2025 for his remaining tenure of reappointment, subject to the approval of members via passing of a special resolution in ensuing Extraordinary General Meeting.
7. Approved the revision in remuneration of Mrs. Neelam Gupta, Director & CFO (DIN: 06823562), and set it as Rs. 1,15,000/- (Rupees One Lakh Fifteen Thousand only) per month, in 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

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time being in force) and notification issued by Ministry of Corporate Affairs (MCA) dated September 12, 2018 with liberty to the Board to increase maximum 15% of the remuneration each year, subject to maximum of Rs. 2,00,000/- (Rupees Two Lakhs only) per month. The amounts approved may exceed the ceiling limit of 1% of net profits of the Company read with the relaxation notification issued by Ministry of Corporate Affairs (MCA) dated September 12, 2018, via which amounts approved may exceed the ceiling limit, if the members approved the agenda via passing of a special resolution. The agenda will be placed before the members for their approval at ensuing Extraordinary General Meeting.

8. Approved Alteration in Articles of Association of the Company for deletion of reference to the Authorized Share Capital of the Company, subject to the approval of members via passing of a special resolution at ensuing Extraordinary General Meeting.
9. Approved revision in remuneration of Ms. Divya, Company Secretary, for 10% (Ten Percent), effective from February, 2025.
10. Considered and approved the draft notice for convening Extraordinary General Meeting ("EOGM"). The meeting is scheduled for Wednesday, April 02, 2025 at 02:30 p.m. through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM").
11. Considered and approved the engagement of the KFin Technologies Limited ("RTA") to provide e-voting facility to the members of the Company at ensuing Extraordinary General Meeting ("EOGM").
12. Considered and approved the appointment of Tanisha Srivastava & Associates, Company Secretary in Practice (M. No. A49947 and Cop No. 20146) as Scrutinizer for ensuing Extraordinary General Meeting ("EOGM").

We would like to confirm that we will submit the Notice of the Extraordinary General Meeting ("EOGM") with the Exchange in due course.

The Board meeting commenced at 06:04 p.m. and concluded at 06:40 p.m.

You are requested to take the same on records.

Thanking You,

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

Shantanu
Srivastava

Digitally signed by
Shantanu Srivastava
Date: 2025.03.07
23:42:11 +05'30'

**Shantanu Srivastava
Managing Director
DIN: 00022662**

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