



ISHAN INTERNATIONAL LIMITED

(Formerly known as Ishan International Pvt. Ltd.)

(Government of India Certified Star Export House)

ISO 9001 : 2015 (TUV Nord)

Date: January 17, 2023

To,
National Stock Exchange of India Ltd. Exchange Plaza,
Plot no. C/1, G Block, Bandra-Kurla Complex Bandra (E)
Mumbai - 400051.

Symbol: ISHAN

Dear Sir/Ma'am,

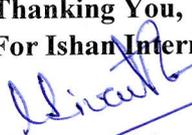
Sub. : Board Meeting Announcement

This is to inform stock exchange that the meeting of the Board of Directors of the Company is scheduled to be held on Saturday, 28th January, 2023 at 10.00 a.m. at the Corporate Office of the Company, to inter alia transact the following business-

1. To consider and approve appointment of Ms. Tanisha Srivastava Company Secretary In Practice having Membership No. 49947 and Certificate of Practice 20146 as Secretarial Auditor of the Company for F.Y. 2022-2023;
2. To consider and approve appointment of M/s. Sunil K. Khanna & Co, Chartered Accountants Firm (registration no : 000310N) through its partner Mr. Sumeet Khanna Chartered Accountant having membership No : 501904, as Internal Auditor of the Company for F.Y. 2022-2023;
3. To consider and approve resignation of Ms Khushboo Shah (Membership No. A53810), Company Secretary & Compliance Officer of the Company;
4. To consider and approve appointment of Mr. Ketan Chaurasia (Membership no A56841), Company Secretary as Whole Time Company Secretary & Compliance Officer of the Company;
5. To consider and approve Quarterly Compliances;
6. To Review Business Operations.
7. To consider and transit any other businesses, if any, which may be placed before the Board with the permission of the Chairman.

We hereby request you to take note of the same and update record of the Company accordingly.

Thanking You,
For Ishan International Limited (SME LISTED)


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


Neelam Gupta
Director
DIN: 06823562
P-801, Amrapali Zodiac Sector-120
Noida 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

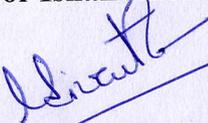
CIN No. U74899DL1995PLC069144

NOTICE OF BOARD MEETING

NOTICE IS HEREBY GIVEN THAT THE BOARD MEETING OF THE BOARD OF DIRECTORS OF M/S ISHAN INTERNATIONAL LIMITED WILL BE HELD ON SATURDAY, 28TH JANUARY, 2023 AT 10:00 A.M. AT THE CORPORATE OFFICE OF THE COMPANY AT 1616, WTT BUILDING, 16TH FLOOR, SECTOR 16, NOIDA, UTTAR PRADESH -201301 TO TRANSACT THE FOLLOWING BUSINESS: -

1. To consider and approve appointment of Ms. Tanisha Srivastava Company Secretary In Practice having Membership No. 49947 and Certificate of Practice 20146 as Secretarial Auditor of the Company for F.Y. 2022-2023;
2. To consider and approve appointment of M/s. Sunil K. Khanna &Co, Chartered Accountants Firm (registration no: 000310N) through its partner Mr. Sumeet Khanna Chartered Accountant having membership No : 501904, as Internal Auditor of the Company for F.Y. 2022-2023;
3. To consider and approve resignation of Ms Khushboo Shah (Membership No. A53810), Company Secretary & Compliance Officer of the Company;
4. To consider and approve appointment of Mr. Ketan Chaurasia (Membership No. A56841), Company Secretary as Whole Time Company Secretary & Compliance Officer of the Company;
5. To consider and approve Quarterly Compliances;
6. To Review Business Operations.
7. To consider and transit any other businesses, if any, which may be placed before the Board with the permission of the Chairman.

**By Order of the Board
For Ishan International Limited (SME Listed)**


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



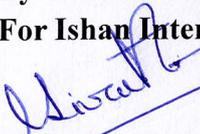

Neelam Gupta
Director
DIN: 06823562
P-801, Amrapali Zodiac Sector-120
Noida Gautam Buddha Nagar 201301



AGENDA TO THE BOARD MEETING

1. Welcome to the chairman of the Board and confirmation of the quorum.
2. To grant leave of absence, if any
3. To confirm the minutes of the previous meeting of the Board of Directors of the Company.
4. To take note of minutes of Audit Committee Meeting.
5. Authorization to file e forms with the Ministry of Corporate Affairs and other government authorities.
6. To consider and approve appointment of Ms. Tanisha Srivastava Company Secretary In Practice having Membership No. 49947 and Certificate of Practice 20146 as Secretarial Auditor of the Company for F.Y. 2022-2023;
7. To consider and approve appointment of M/s. Sunil K. Khanna &Co, Chartered Accountants Firm (registration no:000310N) through its partner Mr. Sumeet Khanna Chartered Accountant having membership No : 501904, as Internal Auditor of the Company for F.Y. 2022-2023;
8. To consider resignation of Ms. Khushboo Soumik Shah (Membership no A53810), Company Secretary & Compliance Officer of the Company;
9. To appoint Mr. Ketan Chaurasia (Membership No.A56841), Company Secretary as Whole Time Company Secretary & Compliance Officer of the Company.
10. To take a note of quarterly compliance for the quarter ended 31st December, 2022.
11. To Review Business Operations.
12. To transact any other business with the permission of the Chair.

**By Order of the Board
For Ishan International Limited (SME Listed)**


Shantanu Srivastava
Managing Director

DIN: 00022662

**45 B, S.D.F, Sector-15A Gautam Budh
Nagar Noida 201301**


Neelam Gupta
Director

DIN: 06823562

**P-801, Amrapali Zodiac Sector-120
Noida Gautam Buddha Nagar 201301**



NOTES TO AGENDA

Item No. 1:

To Appointment Chairman of the Meeting

Mr. Shantanu Srivastava, Managing Director of the company shall take the chair and shall be welcomed by the members of the Board .Chairman will confirm the presence of the quorum of the meeting.

Item No. 2:

To grant leave of absence, if any:

Leave of Absence may be granted to that member of the Board who conveys his/her inability to attend the meeting.

Item No. 3:

To confirm the minutes of the previous meeting of the Board:

The Minutes of the previous meeting shall be circulated and the Board is requested to confirm the same. Thereafter, the Chairman will be required to sign the Minutes.

Item No. 4:

To take note of minutes of Audit Committee Meeting:

The Minutes of the previous Audit Committee meeting shall be circulated and the Board is requested to take note of the same.

Item No. 5:

Appointment of Secretarial Auditor of the Company to conduct secretarial audit of the company and to furnish secretarial audit report.

Section 204(1) of the companies act 2013 mandates secretarial audit for every listed company, and only a member of Institute of Companies Secretaries of India holding certificate of practice (company secretary in practice) can conduct Secretarial Audit and furnish Secretarial Audit Report to the company.

Therefore we appoint Ms. Tanisha Srivastava Company Secretary In Practice having Membership No. 49947 and Certificate of Practice 20146 be and hereby appointed as secretarial auditor of the company to conduct secretarial audit of the company and to furnish secretarial audit report for the financial year 2022-2023.

The members are requested to pass the following resolution for appointment with or without modification(s):

RESOLVED THAT THE Pursuant to Provision of Section 204 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014, the consent of the Board be and hereby accorded to appoint Ms. Tanisha Srivastava Company Secretary In Practice having Membership No. 49947 and Certificate of Practice 20146, as secretarial auditor of the company to conduct secretarial audit of the company and to furnish secretarial audit report for the financial year 2022-2023.

RESOLVED FURTHER THAT Company Secretary of the company, be and is hereby authorized to provide necessary assistance to conduct the aforesaid audit.

RESOLVED FURTHER THAT Mr. Shantanu Srivastava, Managing director of the Company be and hereby authorized to finalize the professional fees of the secretarial auditor as may be mutually decided and agreed upon between the Secretarial auditor and management of the Company.

Resolved Further That Mr. Shantanu Srivastava, director of the Company be and hereby authorized to do all acts, deeds and things as may be necessary or incidental in this regards to give affect to the aforementioned resolution.

<u>Item No. 6</u>

To Appoint internal Auditor of the Company:

Pursuant to Provisions of Section 138 of the Companies Act 2013 read with Rule 13 of the Companies (Accounts) Rules, 2014 and other applicable provisions if any of the Companies Act, 2013 mandates appointment of the internal auditor of the company to conduct internal audit of the functions and activities of the company.

Therefore we appoint M/s. Sunil K. Khanna &Co, Chartered Accountants Firm (registration no:000310N) through its partner Mr. Sumeet Khanna Chartered Accountant having membership No : 501904, as internal auditor of the company to conduct internal audit of the functions and activities of the company for the financial year 2022-2023.

The members are requested to pass the following resolution for appointment with or without modification(s):

“RESOLVED THAT under the provisions of Section 138 of the Companies Act 2013 read with Rule 13 of the Companies (Accounts) Rules, 2014 and other applicable provisions if any of the Companies Act, 2013, M/s. Sunil K. Khanna &Co, Chartered Accountants Firm (registration no:000310N) through its partner Mr. Sumeet Khanna Chartered Accountant

having membership No : 501904, the consent of the Board of Directors be and is hereby accorded for the appointment of M/s. Sunil K. Khanna & Co, Chartered Accountants (Membership no: 501904, Firm registration no:000310N) Chartered Accountants, as the Internal Auditor of the Company for the Financial Year 2022-2023 at such remuneration as may be mutually agreed upon between the Board of Directors of the Company and Internal Auditor.”

“**RESOLVED FURTHER THAT** the draft copy of engagement letter for the appointment of Mr. Sumeet Khanna as Internal Auditor for the Financial Year 2022-2023 as placed before the Board be and is hereby approved and the Chairman initialed the same for identification.”

“**RESOLVED FURTHER THAT** Mr. Shantanu Srivastava, Director of the Company be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters, things as are considered necessary and expedient to give effect to this resolution including the filing of necessary forms with the office of concerned Registrar of Companies.”

Item No. 7:

Resignation of Company Secretary & Compliance officer (KMP) of the Company.

This is to inform that Ms Khushboo Soumik Shah (Membership no A53810) Company Secretary and Compliance Officer of our company has hereby resigned from her position as stated in the resignation letter as enclosed herewith and the same is placed before the Board of directors for their formal acceptance.

The members are requested to pass the following resolution for acceptance of the resignation with or without modification(s):

RESOLVED THAT the resignation of Ms Khushboo Soumik Shah (Membership no A53810), from the post of Secretary of the Company be and is hereby accepted with effect from the date of resignation letter.

RESOLVED FURTHER THAT the Board places on record its appreciation for the assistance and guidance provided by Ms Khushboo Soumik Shah during her tenure as secretary of the Company.

RESOLVED FURTHER THAT Mr. Shantanu Srivastava, director of the Company be and hereby authorized to do all acts, deeds and things as may be necessary or incidental in this regards to give affect to the aforementioned resolution.

Item No. 8:

Appointment of Company Secretary & Compliance officer (KMP) of the Company.

Pursuant to Regulation 6 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 of Securities and Exchange Board of India, section 203 (1) of Companies Act 2013 read with rule 8 and 8 A of Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014, including amendments thereto mandates appointment of the Whole Time Company Secretary and Compliance Officer of the company.

Therefore we appoint Mr. Ketan Chaurasia, (Membership no 56841), as a Company Secretary Compliance Officer and Key managerial personnel of the company on the terms and conditions including the term of remuneration as per the appointment letter placed before the meeting.

The members are requested to pass the following resolution for appointment of the company secretary with or without modification(s):

“RESOLVED THAT according to the provisions of Section 203 of the Companies Act, 2013 (“the Act”) and any amendments thereto, Mr. Ketan Chaurasia, Membership no 56841 as Associate Member of the Institute of Company Secretaries of India, who possess the requisite qualification as prescribed under the Companies (Appointment and Qualifications of Secretary) Rules, 1988, be and is hereby appointed, on such terms and conditions and remuneration as approved by the management, as the Company Secretary of the Company, w.e.f. 28th January 2023, to perform the duties of a secretary as required under the Act and any other duties assigned by the Board of Directors from time to time.

FURTHER RESOLVED THAT Mr. Ketan Chaurasia, be and is hereby appointed as the Compliance Officer of the Company as per Regulation 6 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 with effect from 28th January 2023.

FURTHER RESOLVED THAT all the Director of the Company be and are hereby severally authorized to do all the act, deed and thing which is necessary of aforesaid as Company Secretary of the Company

Item No. 9 :

To take a note of listing compliances

The Members of the Board are hereby informed that being a listed entity our Company has to comply with various provisions of the SEBI Act. The Board is requested -

a. To take on record the Reconciliation of Share Capital Audit Report for the quarter ended on 31st December, 2022 pursuant to Regulation 55A of SEBI (Depositories And Participants Regulations 1996).

As required under Regulation 55A (1) of SEBI (Depositories and Participants) Regulations, 1996, the Company has to obtain a certificate from Practicing Company Secretaries for the quarter ended, 31st December, 2022 and submitted the same to the stock exchange(s).

The Board is requested to take note of the same.

b. To take on record Statement of Investor Complaints pursuant to Regulation 13(3) of the SEBI (Listing Obligations And Disclosure Requirements) Regulations 2015 for the quarter ended as on 31st December 2022.

As required under Regulation 13(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has to file the Statement of Investor

Grievance Report for the quarter ended 31st December, 2022 stating the following with the Stock Exchange.

The Board is requested to take note of the same.

Item no.10:

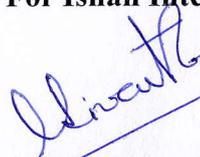
To Review Business Operations

The chairman has informed the Board that the performance of the Company for the third quarter end on December 31st 2022 quite satisfactory and asks the Board to share innovative ideas and suggestive measures which can help to boost Companies growth in term of monetary and non-monetary value.

Item no.11:

To transact any other business with the permission of the Chair.

By Order of the Board
For Ishan International Limited (SME Listed)



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



Neelam Gupta
Director
DIN: 06823562
P-801, Amrapali Zodiac Sector-120
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