

NOTICE

NOTICE is hereby given that the **Thirtieth (30th) Annual General Meeting (“AGM”)** of the members of **Ishan International Limited** will be held on **Friday, September 26, 2025 at 02:30 P.M. (IST) through Video Conference (“VC”) / Other Audio-Visual Means (“OAVM”)** to transact the following business:

ORDINARY BUSINESS:

- 1. To receive, consider, approve and adopt the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2025, together with the reports of Board of Directors and the Statutory Auditors thereon:**

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

“RESOLVED THAT the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2025, together with the reports of the Board of Directors and the Statutory Auditors thereon, as circulated to the members, be and are hereby received, considered, approved and adopted.”

- 2. Re-appointment of Mrs. Neelam Gupta (DIN: 06823562), as Director, who retires by rotation and being eligible, offers herself for re-appointment:**

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

“RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013 (the “Act”), Mrs. Neelam Gupta (DIN: 06823562), Director of the Company, who retires by rotation at this Thirtieth (30th) Annual General Meeting, and being eligible has offered herself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation.”



SPECIAL BUSINESSES:

3. To consider and approve the appointment of Secretarial Auditors of the Company:

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

“RESOLVED THAT pursuant to the provisions of the Section 179, 204 and other applicable provisions, if any of the Companies Act, 2013 and read with Rule 8 of The Companies (Meeting of Board and its Power) Rules, 2014 and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (the “Act”) and Regulation 24A and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) read with circulars issued thereunder from time to time, on the basis of recommendation of the Audit Committee and the Board of Directors, consent of the members be and is hereby accorded to appoint Tanisha Srivastava & Associates, Company Secretary in Practice (Peer Review No. 2916/2023), as the Secretarial Auditor of the Company to carry out the Secretarial Audit of the Company for a period of 5 financial years commencing from financial year 2025-26 to 2029-30, at such professional fees as may be mutually agreed between the Board of Directors and the Secretarial Auditor from time to time.

RESOLVED FURTHER THAT the Board of Directors and/or Company Secretary of the Company, be and is hereby authorized to provide the necessary assistance for conducting the aforesaid audit.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby severally or jointly authorized to do all such acts, deeds and things as they consider necessary including filing of relevant e-forms with the Registrar of Companies and such other things as may be necessary or expedient to implement this resolution.”

4. Regularization of Mr. Salil Srivastava (DIN-11270865) as Additional Non-Executive Independent Director and his appointment as an Independent Director of the Company:

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

“RESOLVED THAT Mr. Salil Srivastava (DIN-11270865), who was appointed as an Additional Director based on the recommendation of the Nomination & Remuneration



Committee (“NRC”) w.e.f. September 02, 2025 in pursuance of provisions of Section 161 of the Companies Act, 2013 read with the Articles of Association, to hold the office up to the date of this Annual General Meeting be and hereby appointed as Director of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Section 149, 150, 152 and all other applicable provisions of the Companies Act, 2013, read with Rules made thereunder, if any, and the applicable regulations of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the appointment of **Mr. Salil Srivastava (DIN-11270865)**, who meets the criteria of Independence as provided under the Acts and has submitted a declaration to that effect be and is hereby appointed as an Non-Executive Independent Director of the Company for a term of 5 (five) years commencing from September 25, 2025 up to September 25, 2030, whose office shall not be liable to retire by rotation.

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.”

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

Sd/-

**Shantanu Srivastava
Chairman, Managing Director & CEO**

Date: 02.09.2025

Place: Noida



EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

ITEM NO. 3

Pursuant to the amended provisions of Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) vide SEBI Notification dated December 12, 2024 and provisions of Section 204 of the Companies Act, 2013 (‘Act’) and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Board of Directors, based on the recommendation of Audit Committee, at their respective meetings held on May 22, 2025 have approved and recommended the appointment of Tanisha Srivastava & Associates, Practicing Company Secretary (Peer Review No. 2916/2023), as Secretarial Auditor of the Company for conducting Secretarial Audit of the Company for a term of up to 5 (Five) consecutive years i.e. from FY 2025-26 to FY 2029-30, at remuneration of Rs. 60,000/- (Rupees Sixty Thousand only) plus applicable taxes and other out-of-pocket expenses, as mutually agreed between the Board of Directors of the Company and the Secretarial Auditors.

Ms. Tanisha Srivastava, Practicing Company Secretary is having professional experience spanning over more than 7 years specializing in Secretarial Audits, Due Diligence, Corporate Compliance Management, and Transaction Advisory Services to the Corporate world on various matters.

Ms. Tanisha Srivastava, Practicing Company Secretary, have provided her consent to be appointed as Secretarial Auditors of the Company for a term of five (5) consecutive Financial Years (FY) commencing from FY 2025-26 to FY 2029-30 and also confirmed that she is not disqualified to be appointed as Secretarial Auditor of the Company.

None of the Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 3 of the Notice of the AGM, except to the extent of their shareholding, if any, in the Company.

Accordingly, the Board of Directors of the Company recommends the resolution set out at Item No. 3 of the Notice of AGM for approval of the Members as an **Ordinary Resolution**.

ITEM NO. 4

The Board of Directors, on the recommendation of the Nomination & Remuneration Committee, appointed Mr. Salil Srivastava (DIN: 11270865) as an Additional Director (Non-Executive) of the Company with effect from September 02, 2025 under Section 161 of the Companies Act, 2013. In terms of the said provisions, he holds office up to the date of this Annual General Meeting.

The Company has received from Mr. Srivastava the requisite consent to act as Director in Form DIR-2, along with a declaration confirming his independence under Section 149(7) of the Act and Regulation 16 of SEBI (LODR) Regulations, 2015, as amended (“Listing Regulations”).

Accordingly, the Board recommends his appointment as Non-Executive Independent Director of the Company for a term of five years, commencing from September 25, 2025 up to September 25, 2030, not liable to retire by rotation.



The Brief Profile of Mr. Salil Srivastava (DIN: 11270865) for reference:

- A seasoned media professional with over 15 years' experience in broadcast journalism, content strategy, and editorial management.
- Currently serving as Associate Executive Producer at Network18 Media & Investments Ltd. (since October 2018), handling editorial content, live programming, and digital operations.
- Held senior editorial positions at India News (2013–2018) and Aaj Tak (TV Today Network) (2006–2013), leading high-impact programming, breaking news, and newsroom operations.
- Academic background includes:
 - Master's Degree in Mass Communication (GJSTU, Hisar)
 - Post Graduate Programme in Journalism (TV Today Media Institute, 2006)
 - Bachelor of Science (Rohilkhand University, 2005)
- Recognized for his editorial acumen, leadership, and governance orientation, he brings strong industry insights and independent judgment to the Board.

Your Directors are of the opinion that the Company will benefit immensely from the appointment of Mr. Srivastava as an Independent Director, as his expertise will add value to the Board's deliberations and governance practices. Details required as per Listing Regulations and the Secretarial Standards-2 issued by ICSI and approved by MCA, a complete Annexure is attached as **Annexure 2** to the Notice.

None of the Directors, Key Managerial Personnel or their relatives, except Mr. Salil Srivastava, is interested or concerned, in the resolution set out at Item No. 4 of the Notice of the AGM, except to the extent of their shareholding, if any, in the Company.

Accordingly, the Board of Directors of the Company recommends the resolution set out at Item No. 4 of the Notice of AGM for approval of the Members as an **Special Resolution**.

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

**Sd/-
Shantanu Srivastava
Chairman, Managing Director & CEO**

**Date: 02.09.2025
Place: Noida**



NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (the “Act”) setting out all material facts concerning the special business set out in the Notice as Item no. 3, 4 & 5 is annexed hereto and forms part of this Notice.
2. Ministry of Corporate Affairs (MCA) vide its Circular No. 20/2020 dated May 05, 2020, read with General Circular No. 09/2024 dated September 19, 2024 and Securities and Exchange Board of India (“SEBI”) Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 read with SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024 any other relevant circulars issued by MCA or SEBI (hereinafter collectively referred as “Applicable Circulars”) have permitted companies to hold their AGM through VC/OAVM without physical presence of Members till September 30, 2025 and prescribed the procedures and manner of conducting the AGM through VC/ OAVM.
3. Pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“Listing Regulations”), and Secretarial Standards 2 (“SS-2”) on General Meetings issued by the Institute of Company Secretaries of India notified by the Ministry of Corporate Affairs (“MCA”), the details of Director seeking re-appointment due to retirement by rotation are provided in the “**Annexure-I**” to the Notice.
4. The complete details with respect to the Director proposed for appointed as per Listing Regulations, the Act and Secretarial Standards 2 issued by ICSI and approved by MCA is provided in the “**Annexure-II**” to the Notice.
5. In compliance with the MCA Circulars and SEBI Circulars, the provisions of the Act and the SEBI Listing Regulations, the 30th AGM is being conducted through VC/OAVM herein after called as “e-AGM”. In view of the same, the registered office of the Company shall be deemed to be the venue of the AGM.
6. The Company has appointed KFin Technologies Limited, Registrars and Transfer Agents, to provide to provide facility for voting through remote e-voting, for participation and e-voting in the AGM through VC/OAVM and e-voting during the AGM. The detailed procedure for joining the meeting via Video Conferencing (VC) / Other Audio-Visual Means (OAVM) is provided in the Notice.
7. Voting rights will be reckoned on the paid-up value of shares registered in the name of the Members on **September 19, 2025 (cut-off date)**. Only those Members whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date will be entitled to cast their votes by remote e-voting or e-voting during the AGM. Those who are not Members on the cut-off date should accordingly treat this Notice as for information purposes only.



8. Pursuant to the Applicable Circulars issued by MCA on conducting the AGM through VC/OAVM:

- I. Members can attend the meeting through log in credentials provided to them to connect to VC/ OAVM. Physical attendance of the Members at the Meeting venue has been dispensed with.
 - II. Appointment of proxy to attend and cast vote on behalf of the member is not available for this AGM and hence, the Route map, Proxy Form and Attendance Slip are not annexed to this Notice.
 - III. Members attending the meeting through VC/OAVM shall be reckoned for the purpose of quorum under Section 103 of the Companies Act, 2013.
 - IV. Corporate shareholders/institutional shareholders intending to send their authorized representative(s) to attend and vote at the 30th AGM 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. The Notice of AGM and Annual Report for financial year ended March 31, 2025, is being sent by electronic mode to those members whose e-mail addresses are registered with the Company/Depositories/RTA, unless a member has requested a physical copy of the same. Members may note that the Notice of AGM and Annual Report for financial year ended March 31, 2025 can be accessed at 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> .
10. As on the date of this Notice, all the shares of the Company are in dematerialized form. 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.
11. Pursuant to the provisions of Section 124 of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013 and rules made thereunder, there are no unclaimed dividend amounts pending for transfer.
12. All the documents referred to in the Notice and explanatory statement will be available for electronic inspection without any fee by the Members from the date of circulation of this Notice up to the date of AGM, i.e. September 26, 2025. Members seeking to inspect such documents can send an e-mail to cs@ishangroup.co.in. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act and Register of Contracts or arrangements in which directors are interested maintained under Section 189 of the Act and all other documents referred in the Notice of AGM, will be available electronically for inspection by the Members during the AGM.



INSTRUCTIONS FOR THE MEMBERS FOR ATTENDING THE E-AGM THROUGH VIDEO CONFERENCE (“VC”) / OTHER AUDIO-VISUAL MODE (“OAVM”):

- i. Attending the e-AGM: Members will be able to attend the AGM through VC/ OAVM at <https://emeetings.kfintech.com/> by using their remote e-voting login credentials and selecting the ‘Event’ for Company’s AGM. 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.
- ii. Members are encouraged to join the Meeting through Laptops with Google Chrome for better experience.
- iii. 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.
- iv. The facility of participation at the AGM through VC/OAVM will be made available for 1,000 members on first come first served (“FCFS”) basis. The facility for joining the AGM shall open 15 minutes before the time scheduled for AGM and will continue till the conclusion of the AGM.
- v. No restrictions on account of entry into e-AGM in respect of 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 (i.e. Statutory Auditors and Secretarial Auditors) etc.
- vi. Those Members who register themselves as speaker will only be allowed to express views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers and time for each speaker depending upon the availability of time for the AGM.
- vii. Submission of Questions/queries prior to e-AGM:

Members desiring any additional information with regard to Accounts/ Annual Reports or has any question or query are requested to write to the Company Secretary/ Director on the Company’s investor email-id i.e., cs@ishangroup.co.in at least 2 days before the date of the e-AGM, so as to enable the Management to keep the information ready. Please note that, member’s questions will be answered only if they continue to hold the shares as of cut-off date.

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 during the remote e-voting period and shall be closed 24 hours before the time fixed for the e-AGM.

- viii. Speaker Registration before e-AGM: Shareholders who wish to register as speakers at the AGM are requested to visit <https://emeetings.kfintech.com> register themselves between September 23, 2025 (09:00 Hours IST) to September 24, 2025 (17:00 Hours IST).
- ix. Members who need technical assistance before or during the AGM, can contact KFintech at <https://evoting.kfintech.com/>.

INSTRUCTIONS FOR E-VOTING:

Procedure for remote e-voting:

- i. 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 and in terms of SEBI vide circular no. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated 09 December 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 all the resolutions set forth in this Notice. The instructions for e-Voting are given herein below
- ii. However, in pursuant to SEBI circular no. SEBI/HO/ CFD/CMD/CIR/P/2020/242 dated 09 December 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.
- iii. 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.
- iv. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the **cut off date** i.e. September 19, 2025.
- v. The **remote e-Voting** period commences from 09.00 Hours (IST) on September 23, 2025 to 17.0 Hours (IST) on September 25, 2025.
- vi. Any person holding shares in demat/physical 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.

- vii. 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.”
- viii. The details of the process and manner for remote e-Voting and e-AGM 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 meetings(e-AGM) of the Company on KFin system to participate e-AGM and vote at the AGM.

Details on Step 1 are mentioned below:

Login method for remote e-Voting for Individual shareholders holding securities in demat mode.

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> <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>
Individual Shareholders holding securities in demat mode with CDSL	<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>
Individual Shareholder login through their demat accounts / Website of Depository Participant	<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>



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.

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 or shareholders holding securities in physical 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:

- i. Launch internet browser by typing the URL: <https://emeetings.kfintech.com/>
- ii. Enter the login credentials (i.e., User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number) xxxx, followed by folio number. In case of Demat account, 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. (“All securities of the Company is in demat form”)
- iii. After entering these details appropriately, click on “LOGIN”.
- iv. 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.
- v. You need to login again with the new credentials.
- vi. On successful login, the system will prompt you to select the “EVENT” i.e., ‘Ishan International Limited -Annual General Meeting’ and click on “Submit”.
- vii. 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.
- viii. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/ demat accounts.
- ix. Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.



- x. You may then cast your vote by selecting an appropriate option and click on “Submit”.
- xi. A confirmation box will be displayed. Click “OK” to confirm else “CANCEL” to modify. Once you have voted on the resolution (s), 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(s).
- xii. Corporate/Institutional 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 AGM 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 or 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, other than Individual and Physical, for attending the AGM of the Company through VC/ OAVM and e-Voting during the meeting.

- i. Member will be provided with a facility to attend the AGM 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.
- ii. Facility for joining AGM through VC/ OAVM shall open at least 15 minutes before the commencement of the Meeting.
- iii. Members are encouraged to join the Meeting through Laptops/ Desktops with Google Chrome (preferred browser), Safari, Internet Explorer, Microsoft Edge, Mozilla Firefox 22.
- iv. 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.
- v. As the AGM is being conducted through VC / OAVM, for the smooth conduct of proceedings of the AGM, Members are encouraged to express their views / send their queries in advance mentioning their name, demat account number / folio number and email id.
- vi. 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 AGM. E-voting during the AGM is



integrated with the VC / OAVM platform. The Members may click on the voting icon displayed on the screen to cast their votes.

- vii. A Member can opt for only a single mode of voting i.e., through Remote e-voting or voting at the AGM. If a Member cast votes by both modes, then voting done through Remote e-voting shall prevail and vote at the AGM shall be treated as invalid.
- viii. Facility of joining the AGM through VC / OAVM shall be available for at least 1000 members on first come first served basis.

OTHER INSTRUCTIONS:

I. Speaker Registration: The Members who wish to speak during the meeting may register themselves as speakers for the AGM 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 September 22, 2025 (09.00 Hours IST) to September 24, 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 AGM to only those Members who have registered themselves, depending on the availability of time for the AGM.

II. 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 September 22, 2025 (09.00 Hours IST) to September 24, 2025 (17.00 Hours IST).

III. 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.

IV. The Members, whose names appear in the Register of Members / list of Beneficial Owners as on September 19, 2025 (End of Day), being the cut-off date, are entitled to vote on the Resolutions 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(s) is cast by the Member, the Member shall not be allowed to change it subsequently.

V. In case a person has become a Member of the Company after dispatch of AGM 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.

- i. Members who may require any technical assistance or support before or during the AGM are requested to contact KFintech at toll free number 1-800-309-4001 or write to them at evoting@kfintech.com/ einward.ris@kfintech.com.

VI. The results of the electronic voting shall be submitted to the Stock Exchanges after the AGM. 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 and the Company has paid the Annual Listing Fees to the said Stock Exchanges for the year 2024-2025.

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. Register of Directors and Key Managerial Personnel (KMP) and their shareholding under Section 170 of the Companies Act, 2013 and the rules made thereunder and Register of Contracts maintained under Section 189 of Companies Act, 2013 and the rules made thereunder are available for inspection at the registered office of the Company.

GENERAL INSTRUCTIONS:

- i. Members holding shares either in demat or physical mode who are in receipt of Notice, may cast their votes through e-voting.
- ii. 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.



- iii. **The e-voting period commences from 9.00 A.M. (IST) on September 23, 2025 to 5.00 P.M. (IST) on September 25, 2025. During this period, the members of the Company, holding shares in demat, as on the cut-off date of September 19, 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.**
- iv. The Company has appointed M/s. Tanisha Srivastava & Associates, Company Secretary in Practice represented by Ms. Tanisha Srivastava, Practising Company Secretary (Membership No. A49947 and COP No. 20146) as the Scrutiniser to conduct the voting process (e-voting and poll) in a fair and transparent manner.
- v. The Scrutinizer shall, within a period not exceeding 2 working days from the conclusion of the Annual 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 favour, against, neutral/ abstained, shall submit the Report to the Chairman of the Company.
- vi. Subject to the receipt of sufficient votes, the resolution shall be deemed to be passed at the 30th Annual General Meeting of the Company scheduled to be held on Friday, September 26, 2025, the results declared along with the Scrutinizer's Report shall be placed on the Company's website <https://www.ishanglobal.com/> and on the website of KFintech, <https://evoting.kfintech.com/>, within 2 working days of conclusion of the Annual General Meeting.

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

**Sd/-
Shantanu Srivastava
Chairman, Managing Director & CEO**

**Date: 02.09.2025
Place: Noida**

“ANNEXURE-I” to the Notice

Details of Directors seeking re-appointment at the Forthcoming 30th Annual General Meeting

Pursuant to Regulation 36 (3) of the SEBI (Listing Obligations and 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 Directors seeking appointment/re-appointment is given below:

Particulars	Name of the Director
	Neelam Gupta
DIN	06823562
Date of birth	06/08/1981
Age	44
Qualification	M.Com from C.S.J.M. Kanpur University, P.G.D.C.A from Board of Technical Education, Lucknow and MBA from Symbiosis, Pune.
Experience and Expertise in specific functional area and Recognitions	Mrs Neelam Gupta enriches the company with 20 years of experience in the field of Finance & Project Management. She has helped in achieving and furthering larger goals the company over the years and in building a strong team across cultures at Ishan's Foreign Offices and Representatives located in different parts of the world.
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	N.A.
Nature of appointment (appointment / re-appointment)	Re-appointment
Terms and Conditions of appointment / re-appointment	Re-appointment as Director subject to the approval of members
Remuneration last drawn by such Person, if applicable and remuneration sought to be paid	Rs.
Date of first appointment on the Board	15/03/2018
Shareholding in the company including shareholding as a beneficial owner	228000
The number of Meetings of the Board attended during the year	Seven (7)



Other Directorship Details	Pink Panther Productions Private Limited Divine Lotus Agrocart Private Limited
	Divineagro Farms Producer Company Limited
Name of listed entities in which person also holds the directorship and membership of the Committees/ chairmanship of Committees of other Boards	N.A.

“ANNEXURE-II” to the Notice

Particulars	Name of the Director
	Salil Srivastava
DIN	11270865
Date of birth	11/09/1985
Age	40
Qualification	Mr. Srivastava holds a Master’s degree in Mass Communication from GJSTU, Hisar, a Post Graduate Programme in Journalism from TV Today Media Institute (2006), and a Bachelor of Science from Rohilkhand University (2005).
Experience and Expertise in specific functional area and Recognitions	<p>Mr. Salil Srivastava, based in Greater Noida, is a seasoned media professional with over 15 years of extensive experience in leading television networks, specializing in broadcast journalism, content strategy, and editorial management. He has successfully led high-impact news programming, breaking news coverage, and live production in reputed media houses such as Network18 Media & Investments Ltd., India News, and Aaj Tak (TV Today Network).</p> <p>At Network18 Media & Investments Ltd., where he currently serves as Associate Executive Producer (since October 2018), Mr. Srivastava has been instrumental in overseeing editorial content, managing live programming, and handling YouTube operations, in addition to coordinating with editorial teams for impactful news delivery. His prior leadership roles at India News (2013–2018) and Aaj Tak (2006–2013) enriched his expertise in newsroom operations, prime-time production, exclusive news coverage, and audience engagement.</p> <p>Recognized for his editorial acumen, team leadership, and strategic decision-making, Mr. Srivastava brings valuable industry insights and governance experience, aligning with</p>

	the principles of independence, transparency, and corporate responsibility. His appointment as an Non-Executive Independent Director is expected to strengthen 'Ishan International Limited's governance framework while contributing to its vision of sustainable growth and stakeholder value creation.
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	N.A.
Nature of appointment (appointment / re-appointment)	Appointment
Terms and Conditions of appointment / re-appointment	Appointment as Non-Executive Independent Director for a period of 5 financial years
Remuneration last drawn by such Person, if applicable and remuneration sought to be paid	Nil
Date of first appointment on the Board	02/09/2025
Shareholding in the company including shareholding as a beneficial owner	Nil
The number of Meetings of the Board attended during the year	Nil
Other Directorship Details	Nil
Affirmation that the appointee Director is not debarred from holding the office by virtue of any SEBI Order or any other authority	Mr. Salil Srivastava is not debarred from holding the office by virtue of any SEBI Order or any other authority.

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

**Sd/-
Shantanu Srivastava
Chairman, Managing Director & CEO**

**Date: 02.09.2025
Place: Noida**