NOTICE

NOTICE is hereby given that the **Thirtieth (31st) Annual General Meeting** ("**AGM**") of the members of **Ishan International Limited** will be held on **Friday, September 18th, 2026 at 11:30 A.M.** (IST) through **Video Conference ("VC") / Other Audio-Visual Means ("OAVM")** to transact the following business:

The proceedings of the AGM shall be deemed to be conducted at the registered office of the Company at 607, Chiranjiv Tower 43 Nehru place, New Delhi 110019.

ORDINARY BUSINESS:

1. **To receive, consider, approve and adopt the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2026, 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, 2026, 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 (31st) 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 BUSINESS:

3. **TO CONSIDER AND APPROVE THE REVISION IN REMUNERATION OF MR. SHANTANU SRIVASTAVA (DIN: 00022662), MANAGING DIRECTOR & CHIEF EXECUTIVE OFFICER OF THE COMPANY:**

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

RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and other applicable rules made thereunder, including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force, and pursuant to the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, if applicable, and subject to such approvals, consents and permissions as may be necessary, the consent of the Members of the Company be and is hereby accorded for revision in the remuneration payable to Mr. Shantanu Srivastava (DIN: 00022662), Managing Director & Chief Executive Officer of the Company, with effect from **1 April 2026**, upon the following terms and conditions:

a. Basic Salary: Rs. 1,41,900/- (Rupees One Lakh Forty-One Thousand Nine Hundred only) per month, with liberty to the Board of Directors of the Company to increase the same by a maximum of 7.5% per annum, subject to the applicable provisions of the Act and other applicable laws.

b. Performance Linked Incentives: Performance Linked Incentives as may be determined by the Board of Directors and/or the Nomination and Remuneration Committee from time to time, within the limits prescribed under the applicable provisions of the Act and other applicable laws.

c. Allowances and Perquisites: In addition to the aforesaid remuneration, Mr. Shantanu Srivastava shall be entitled to such allowances, perquisites and benefits as may be determined by the Board of Directors and/or the Nomination and Remuneration Committee from time to time, including but not limited to House Rent Allowance, Medical Allowance, Conveyance Allowance, Special Allowance, Leave Encashment, Travelling and Accommodation Expenses, Personal Accident Insurance, Provident Fund, Gratuity, Car Facilities, Communication Facilities and Club Fees, in accordance with the applicable provisions of law and the policies of the Company.

RESOLVED FURTHER THAT the remuneration, allowances, perquisites, benefits and incentives payable to Mr. Shantanu Srivastava shall be subject to the overall limits and conditions prescribed under the Companies Act, 2013, including Schedule V thereto, and other applicable laws.

RESOLVED FURTHER THAT in the event of no profits or inadequate profits in any financial year during the tenure of Mr. Shantanu Srivastava, the remuneration payable to him shall be governed by the applicable provisions of Section 197 read with Schedule V and other applicable provisions of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors of the Company, including the Nomination and Remuneration Committee thereof, be and is hereby authorized to vary, modify or revise the terms and conditions relating to the remuneration, allowances, incentives and perquisites payable to Mr. Shantanu Srivastava, within the overall limits approved by the Members and subject to the applicable provisions of the Companies Act, 2013 and other applicable laws.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things and to execute all such documents, instruments and writings as may be considered necessary, proper, expedient or desirable to give effect to this resolution."

4. **TO CONSIDER AND APPROVE THE REVISION IN REMUNERATION OF MRS. NEELAM GUPTA (DIN: 06823562), DIRECTOR & CHIEF FINANCIAL OFFICER OF THE COMPANY**

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

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and other applicable rules made thereunder, including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force, and pursuant to the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, if applicable, and subject to such approvals, consents and permissions as may be necessary, the consent of the Members of the Company be and is hereby accorded for revision in the remuneration payable to **Mrs. Neelam Gupta (DIN: 06823562), Director & Chief Financial Officer of the Company**, with effect from **1 April 2026**, upon the following terms and conditions:
a. Basic Salary: Rs. 68,035/- (Rupees Sixty-Eight Thousand Thirty-Five only) per month, with liberty to the Board of Directors of the Company to increase the same by a maximum of 7.5% per annum, subject to the applicable provisions of the Act and other applicable laws;

b. Performance Linked Incentives: Performance Linked Incentives as may be determined by the Board of Directors and/or the Nomination and Remuneration Committee from time to time, within the limits prescribed under the Act and other applicable laws;
c. Allowances and Perquisites: In addition to the aforesaid remuneration, Mrs. Neelam Gupta shall be entitled to such allowances, perquisites and benefits as may be determined by the Board of Directors and/or the Nomination and Remuneration Committee from time to time, including but not limited to House Rent Allowance, Medical Allowance, Conveyance Allowance, Special Allowance, Leave Encashment, Travelling and Accommodation Expenses, Personal Accident Insurance, Provident Fund, Gratuity, Car Facilities, Communication Facilities and Club Fees, subject to applicable laws and the policies of the Company.
RESOLVED FURTHER THAT the remuneration, allowances, perquisites, benefits and incentives payable to Mrs. Neelam Gupta shall be subject to the overall limits and conditions prescribed under the Companies Act, 2013, including Schedule V thereto, and other applicable laws.
RESOLVED FURTHER THAT in the event of no profits or inadequate profits in any financial year during the tenure of Mrs. Neelam Gupta, the remuneration payable to her shall be governed by the applicable provisions of Section 197 read with Schedule V and other applicable provisions of the Companies Act, 2013.
RESOLVED FURTHER THAT the Board of Directors of the Company, including the Nomination and Remuneration Committee thereof, be and is hereby authorized to vary, modify or revise the terms and conditions relating to the remuneration, allowances, incentives and perquisites payable to Mrs. Neelam Gupta, within the overall limits approved by the Members and subject to the applicable provisions of the Companies Act, 2013 and other applicable laws.
RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things and to execute all such documents, instruments and writings as may be considered necessary, proper, expedient or desirable to give effect to this resolution."

5. **TO CONSIDER AND APPROVE THE RELATED PARTY TRANSACTION FOR PURCHASE OF IMMOVABLE PROPERTY FROM MR. SHANTANU SRIVASTAVA (DIN: 00022662), MANAGING DIRECTOR & CHIEF EXECUTIVE OFFICER 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 188 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), read with the Companies (Meetings of Board and its Powers) Rules, 2014, Regulation 23 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations"), including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force, and subject to such approvals, consents and permissions as may be required under applicable laws, the consent of the

Members of the Company be and is hereby accorded for entering into and/or consummating the Related Party Transaction with **Mr. Shantanu Srivastava (DIN: 00022662), Managing Director & Chief Executive Officer of the Company**, for purchase of the immovable property situated at **Flat No. 801, Tower-P, 8th Floor, Amarpali Zodiac, Plot No. GH-03, Sector 03, Sector-120, Noida**, for a total consideration of **Rs. 1,35,00,000(Rupees One Crore Thirty Five Lakhs only)**, on such terms and conditions as may be agreed upon by the Company and Mr. Shantanu Srivastava, as detailed in the Explanatory Statement annexed to the Notice.

RESOLVED FURTHER THAT the proposed Related Party Transaction shall be undertaken on such terms and conditions as are fair, reasonable and in the best interests of the Company and in accordance with the applicable provisions of the Companies Act, 2013, SEBI LODR Regulations and other applicable laws.

RESOLVED FURTHER THAT the Board of Directors of the Company, including any Committee thereof or any officer(s) authorized by the Board, be and is hereby authorized to finalize the terms and conditions of the transaction, negotiate and finalize the consideration and other commercial terms, execute and register the necessary agreement(s), sale deed(s), conveyance deed(s), documents and writings, make necessary filings and registrations with the concerned authorities and do all such acts, deeds, matters and things as may be necessary, proper, expedient or desirable to give effect to this resolution.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to settle any question, difficulty or doubt that may arise in relation to the proposed transaction and to take all such steps as may be necessary for giving effect to this resolution."

By Order of the Board of Directors
For Ishan International Limited

Sd/-
Arvind Kumar Verma
Company Secretary and Compliance Officer

Date: August 22, 2026
Place: New Delhi

NOTES:

1. Ministry of Corporate Affairs (MCA) vide its General Circular No. 09/2023 dated 25 September 2023 read with the circulars issued earlier on the subject (collectively referred to as 'MCA Circulars') and SEBI vide its Circular No. SEBI/HO/DDHS/P/CIR/2023/0164 dated 06 October 2023 read with the circulars issued earlier on the subject (collectively referred to as "SEBI Circulars"), have permitted holding Annual General Meeting ("AGM") through VC/ OAVM, without physical presence of the Members at a common venue.

   In compliance with the MCA Circulars and SEBI Circulars, the provisions of the Act and the SEBI Listing Regulations, the 31st 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.

   The Company has appointed KFin Technologies Limited, Registrars and Transfer Agents, to provide Video Conferencing (VC) / Other Audio-Visual Means (OAVM) facility for the 31st Annual General Meeting and the attendant enablers for conducting of the e-AGM.

   The Notice of AGM along with the Annual Report for financial year ended March 31, 2026 is being sent by electronic mode to those members whose e-mail address is registered with the Company/Depositories, unless a member has requested a physical copy of the same. Members may note that the Notice of AGM and Annual Report for financial year ended March 31, 2026 will also be available on the Company's website www.ishanglobal.com, website of the Stock Exchanges 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 .

2. Since the AGM is being held through VC/OAVM, a route map to the venue is not required and therefore, the same is not annexed to this Notice.

3. Members attending the meeting through VC/OAVM shall be reckoned for the purpose of quorum under Section 103 of the Companies Act, 2013.

4. Members can join the e-AGM 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice.

5. Appointment of Proxy and Attendance Slip: Section 105 of the Act read with Rule 19 of the Companies (Management and Administration) Rules, 2014 provides for appointment of proxy to attend and vote at a general meeting on behalf of the member who is not able to physically attend the AGM. Since the 31st AGM is being held through VC/OAVM and in accordance with the MCA Circulars, physical attendance of Members has been

dispensed with. Accordingly, the facility of appointment of proxy would not be available to the Members for attending the 31st AGM and therefore proxy form and attendance slip are not annexed to this Notice.

6. Corporate shareholders/institutional shareholders intending to send their authorised representative(s) to attend and vote at the 31st 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.

7. 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.

8. The relevant details, pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as applicable provisions of the Companies Act, 2013 and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Director seeking appointment/ re-appointment at this AGM are also annexed to this Notice.

9. 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.

10. The Register of Members and Share Transfer Books of the Company will remain closed. N.A. as the Company is not declaring any dividend.

11. Investor Grievance Portal maintained by Registrar and Transfer Agent (RTA).

    Members are hereby notified that our RTA, KFin Technologies Limited, based on the SEBI Circular (SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/72) dated June 08, 2023, have created an online application which can be accessed at https://ris.kfintech.com/default.aspx> Investor Services > Investor Support.

    Members are required to register / signup, using the Name, PAN, Mobile and email ID. Post registration, user can login via OTP and execute activities like, raising Service Request, Query, Complaints, check for status, KYC details, Dividend, Interest, Redemptions, e-Meeting and e-Voting Details.

    Quick link to access the signup page: https://kprism.kfintech.com/signup

INSTRUCTIONS FOR THE MEMBERS FOR ATTENDING THE E-AGM THROUGH VIDEO CONFERENCE / OTHER AUDIO-VISUAL MODE:

i. Attending the e-AGM: Members will be able to attend the AGM through VC/ OAVM or view the live webcast of AGM 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. Further Members will be required to allow Camera, if any, and hence use Internet with a good speed to avoid any disturbance during the meeting.

iv. 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.

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. Facility of joining the AGM through VC/OAVM shall be open 15 minutes before the time scheduled for the AGM.

vii. 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 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 14, 2026 (09:00 Hours IST) to September 15, 2026 (17:00 Hours IST).

ix. Facility of joining the AGM through VC/OAVM shall be available for 1000 members on first come first served basis. However, the participation of members holding 2% or more shares, promoters, Institutional Investors, directors, key managerial personnel, chairpersons of Audit Committee, Stakeholders Relationship Committee, Nomination, Remuneration and compensation Committee and Auditors are not restricted on first come first serve basis.

x. Members who need technical assistance before or during the AGM, can contact KFintech at https://evoting.kfintech.com/.

xi. Corporate members intending to send their authorised representatives to attend the Annual General Meeting through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM") pursuant to the provisions of Section 113 of the Companies Act, 2013 are requested to send a certified copy of the relevant Board Resolution to the Company.

INSTRUCTIONS FOR E-VOTING:

Procedure for remote e-voting:

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.

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	**1. User already registered for IDeAS facility:** I. Visit URL: https://eservices.nsdl.com/ II. Click on the "Beneficial Owner" icon under "Login" under 'IDeAS' section. III. On the new page, enter User ID and Password. Post successful authentication, click on "Access to e-Voting" 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. **2. User not registered for IDeAS e-Services** I. To register click on link: https://eservices.nsdl.com/ II. Select "Register Online for IDeAS" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp III. Proceed with completing the required fields. IV. Follow steps given in point no.1 **3. Alternatively by directly accessing the e-Voting website of NSDL** I. Open URL: https://www.evoting.nsdl.com/ II. Click on the icon "Login" which is available under 'Shareholder/Member' section. 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. 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. V. On successful selection, you will be redirected to KFintech e-Voting page for casting your vote during the remote e-Voting period.
Individual Shareholders holding securities in demat mode with CDSL	**1. Existing user who have opted for Easi / Easiest** I. Visit URL: https://web.cdslindia.com/myeasitoken/Home/Login or URL: www.cdslindia.com II. Click on New System Myeasi

	III. Login with your registered user id and password. IV. The user will see the e-Voting Menu. The Menu will have links of ESP i.e., KFintech e-Voting portal. V. Click on e-Voting service provider name to cast your vote. **2. User not registered for Easi/Easiest** I. Option to register is available at https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration II. Proceed with completing the required fields. III. Follow the steps given in point 1 **3. Alternatively, by directly accessing the e-Voting website of CDSL** I. Visit URL: www.cdslindia.com II. Provide your demat Account Number and PAN No. III. System will authenticate user by sending OTP on registered Mobile & Email as recorded in the demat Account. IV. After successful authentication, user will be provided links for the respective ESP, i.e., KFintech where the e-Voting is in progress.
Individual Shareholder login through their demat accounts / Website of Depository Participant	I. You can also login using the login credentials of your demat account through your DP registered with NSDL / CDSL for e-Voting facility. 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. 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.

iv. The remote e-Voting period commences from 09.00 Hours (IST) on September 15, 2026 to 17.00 Hours (IST) on September 17, 2026.

v. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on September 11, 2026 the cut-off date.

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	**1. User already registered for IDeAS facility:** I. Visit URL: https://eservices.nsdl.com/ II. Click on the "Beneficial Owner" icon under "Login" under 'IDeAS' section. III. On the new page, enter User ID and Password. Post successful authentication, click on "Access to e-Voting" 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. **2. User not registered for IDeAS e-Services** I. To register click on link: https://eservices.nsdl.com/ II. Select "Register Online for IDeAS" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp III. Proceed with completing the required fields. IV. Follow steps given in point no.1 **3. Alternatively by directly accessing the e-Voting website of NSDL** I. Open URL: https://www.evoting.nsdl.com/ II. Click on the icon "Login" which is available under 'Shareholder/Member' section.

	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. 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. V. On successful selection, you will be redirected to KFintech e-Voting page for casting your vote during the remote e-Voting period.
Individual Shareholders holding securities in demat mode with CDSL	**1. Existing user who have opted for Easi / Easiest** I. Visit URL: https://web.cdslindia.com/myeasitoken/Home/Login or URL: www.cdslindia.com II. Click on New System Myeasi III. Login with your registered user id and password. IV. The user will see the e-Voting Menu. The Menu will have links of ESP i.e., KFintech e-Voting portal. V. Click on e-Voting service provider name to cast your vote. **2. User not registered for Easi/Easiest** I. Option to register is available at https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration II. Proceed with completing the required fields. III. Follow the steps given in point 1 **3. Alternatively, by directly accessing the e-Voting website of CDSL** I. Visit URL: www.cdslindia.com II. Provide your demat Account Number and PAN No. III. System will authenticate user by sending OTP on registered Mobile & Email as recorded in the demat Account. IV. After successful authentication, user will be provided links for the respective ESP, i.e., KFintech where the e-Voting is in progress.
Individual Shareholder login through their demat accounts / Website of Depository Participant	I. You can also login using the login credentials of your demat account through your DP registered with NSDL / CDSL for e-Voting facility. 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. 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.

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 and 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 though 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.

ix. Institutional Members are encouraged to attend and vote at the AGM through VC / OAVM.

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 14, 2026 (09.00 Hours IST) to September 15, 2026 (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 14, 2026 (09.00 Hours IST) to September 15, 2026 (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 12, 2026 (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.

4. As required under Listing Regulations and Secretarial Standard - 2 on General Meetings details in respect of Directors seeking appointment/ re-appointment at the Annual General Meeting, is separately annexed hereto. Directors seeking appointment/ re- appointment have furnished requisite declarations under Section 164(2) and other applicable provisions of the Companies Act, 2013 including rules framed thereunder.

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 15, 2026 to 5.00 P.M. (IST) on September 17, 2026. During this period, the members of the Company, holding shares in demat, as on the cut-off date of September 11, 2026 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 31st Annual General Meeting of the Company scheduled to be held on Friday, September 18, 2024, 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/-
Arvind Kumar Verma
Company Secretary and Compliance Officer

Date: August 22, 2026
Place: New Delhi

ANNEXURE TO THE NOTICE

Details of Directors seeking re-appointment at the Forthcoming 31st 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	45
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 21 years of experience in the filed 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)	Retires by rotation and offers herself for 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	
Date of first appointment on the Board	15/03/2018
Shareholding in the company	228000
The number of Meetings of the Board attended during the year	
Other Directorship Details	Divineagro Farms Producer Company Limited Divine Lotus Agrocart Private Limited

	Pink Panther Productions Private Limited
Name of listed entities in which person also holds the directorship and membership of the Committees/ chairmanship of Committees of other Boards	N.A.

Item No. 3

The Members are informed that Mr. Shantanu Srivastava (DIN: 00022662) is serving as the Managing Director & Chief Executive Officer of the Company and has been playing a significant role in the overall management, growth and development of the Company.

Considering his valuable contribution, leadership, extensive experience, responsibilities and continued efforts towards the growth and development of the Company, the Nomination and Remuneration Committee and the Board of Directors of the Company have considered and recommended revision in his remuneration.

Accordingly, the Board of Directors, based on the recommendation of the Nomination and Remuneration Committee, at its meeting held on **22nd August 2026**, approved the revision in remuneration of Mr. Shantanu Srivastava, subject to the approval of the Members of the Company.

The revised remuneration proposed to be paid to Mr. Shantanu Srivastava shall include:

1. **Basic Salary:** Rs. 1,41,900/- per month, with liberty to the Board to increase the same by a maximum of 7.5% per annum, subject to applicable statutory provisions and approvals;
2. **Performance Linked Incentives:** As may be determined by the Board and/or Nomination and Remuneration Committee from time to time, within the limits prescribed under applicable law; and
3. **Allowances and Perquisites:** Including House Rent Allowance, Medical Allowance, Conveyance Allowance, Special Allowance, Leave Encashment, Travelling and Accommodation Expenses, Personal Accident Insurance, Provident Fund, Gratuity, Car Facilities, Communication Facilities, Club Fees and such other benefits as may be determined by the Board and/or Nomination and Remuneration Committee, subject to applicable laws.

The proposed revision in remuneration shall be effective from **1 April 2026**, subject to the approval of the Members of the Company.

The Board recommends the **Special Resolution** as set out at Item No. 3 of the Notice for approval of the Members.

Except Mr. Shantanu Srivastava, being the beneficiary of the proposed revision in remuneration, and his relatives to the extent of their shareholding interest, if any, none of the other Directors, Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 3 of the Notice.

Item No. 4

The Members are informed that **Mrs. Neelam Gupta (DIN: 06823562)** is serving as the Director & Chief Financial Officer of the Company and has been associated with the Company for a considerable period. She has been making valuable contributions towards the management, financial affairs, administration and overall growth and development of the Company.

Considering her valuable contribution, dedication, extensive experience, responsibilities and continued efforts towards the growth and development of the Company, the Nomination and Remuneration Committee has considered and recommended revision in her remuneration to the Board of Directors.

Accordingly, the Board of Directors, based on the recommendation of the Nomination and Remuneration Committee, at its meeting held on **22nd August 2026**, approved the proposed revision in remuneration of Mrs. Neelam Gupta, subject to the approval of the Members of the Company.

The proposed revised remuneration shall comprise of the following:

1. **Basic Salary:** Rs. 68,035/- per month, with liberty to the Board of Directors to increase the same by a maximum of 7.5% per annum, subject to applicable statutory provisions and approvals;
2. **Performance Linked Incentives:** Performance Linked Incentives as may be determined by the Board of Directors and/or Nomination and Remuneration Committee from time to time, within the limits prescribed under applicable law; and
3. **Allowances and Perquisites:** Including House Rent Allowance, Medical Allowance, Conveyance Allowance, Special Allowance, Leave Encashment, Travelling and Accommodation Expenses, Personal Accident Insurance, Provident Fund, Gratuity, Car Facilities, Communication Facilities, Club Fees and such other benefits as may be determined by the Board of Directors and/or Nomination and Remuneration Committee from time to time, subject to applicable laws.

The proposed revision in remuneration is intended to appropriately align the remuneration of Mrs. Neelam Gupta with her responsibilities, experience, performance and contribution towards the Company.

The proposed revision shall be effective from **1 April 2026**, subject to the approval of the Members of the Company and such other approvals as may be required under applicable laws.

In the event of no profits or inadequate profits in any financial year, the remuneration payable to Mrs. Neelam Gupta shall be subject to the applicable provisions of Section 197 read with Schedule V of the Companies Act, 2013 and other applicable provisions of law.

The Board recommends the **Special Resolution** set out at Item No. 4 of the Notice for approval of the Members.

Item No. 5

The Company proposes to enter into a related party transaction with Mr. Shantanu Srivastava (DIN: 00022662), Managing Director & Chief Executive Officer of the Company, for the purchase of an immovable property situated at **Flat No. 801, Tower-P, 8th Floor, Amarpali Zodiac, Plot No. GH-03, Sector-03, Sector-120, Noida** ("Property").

Mr. Shantanu Srivastava, being the Managing Director & Chief Executive Officer of the Company, is a related party within the meaning of Section 2(76) of the Companies Act, 2013 and Regulation 2(1)(zb) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations").

The proposed transaction involves the acquisition of the aforesaid Property by the Company for a total consideration of **Rs. 1,35,00,000/- (Rupees One Crore Thirty-Five Lakhs only)**, on such terms and conditions as may be mutually agreed between the Company and Mr. Shantanu Srivastava and subject to applicable approvals, registrations and compliances.

The Board of Directors is of the view that the proposed acquisition of the Property is in the interest of the Company and would be beneficial for its business and operational requirements. The proposed transaction is intended to be undertaken on terms that are fair, reasonable and in the best interests of the Company.

In terms of the applicable provisions of Section 188 of the Act, read with the relevant Rules made thereunder, and Regulation 23 of the SEBI LODR Regulations, the approval of the Members is being sought for entering into and/or consummating the aforesaid Related Party Transaction.

The particulars of the proposed Related Party Transaction, as required under the applicable provisions of the Act and the SEBI LODR Regulations, are provided below:

Particulars	**Details**
Name of the Related Party	Mr. Shantanu Srivastava
Relationship with the Company	Managing Director & Chief Executive Officer
Nature of Transaction	Purchase of immovable property

Particulars of Property	Flat No. 801, Tower-P, 8th Floor, Amarpali Zodiac, Plot No. GH-03, Sector-03, Sector-120, Noida
Value / Consideration	Rs. 1,35,00,000/- (Rupees One Crore Thirty-Five Lakhs only)
Material Terms	Purchase of the Property on such terms and conditions as may be mutually agreed and finalized by the Company and Mr. Shantanu Srivastava
Tenure of Transaction	One-time transaction
Purpose and Benefit to the Company	Acquisition of the Property for the business and/or operational requirements of the Company and such other purposes as may be considered appropriate by the Board
Any Other Relevant Information	The transaction shall be undertaken in compliance with the applicable provisions of the Companies Act, 2013, SEBI LODR Regulations and other applicable laws

The Members may note that all interested related parties shall abstain from voting on the resolution, to the extent required under the applicable provisions of the Act and the SEBI LODR Regulations.

The Board of Directors recommends the resolution set out at Item No. 145 of the Notice for approval of the Members.

Except **Mr. Shantanu Srivastava**, Managing Director & Chief Executive Officer of the Company, and his relatives, if any, none of the other Directors, Key Managerial Personnel of the Company or their respective relatives is, in any way, concerned or interested, financially or otherwise, in the proposed resolution.

The relevant documents and other material information relating to the proposed transaction shall be available for inspection by the Members in accordance with the applicable provisions of the Companies Act, 2013 and the rules made thereunder.

By Order of the Board of Directors
For Ishan International Limited

Sd/-
Arvind Kumar Verma
Company Secretary and Compliance Officer

Date: August 22, 2026
Place: New Delhi