

INTERNATIONAL TRACTORS LIMITED
CIN : U74899DL1995PLC073245
Regd. Office : Pankaj Plaza - 1, Plot No. 2, Commercial Complex
Karkardooma, Delhi - 110 092 India
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NOTICE

Notice is hereby given that the 28th Annual General Meeting of **International Tractors Limited** shall be held virtually, at shorter notice, on Wednesday, 27th day of September, 2023 at 1:30 pm (IST), to transact the following business :

Ordinary Business:

1. To receive, consider & adopt the audited financial statements of the Company (Standalone) for the FY ended 31st March, 2023 alongwith the reports of the Board of Directors' & Auditor's thereon.
2. To receive, consider and adopt the audited Consolidated financial statements of the Company for the FY ended 31st March, 2023 alongwith the report of the Auditor's thereon
3. To confirm the payment of Interim Dividend ie., 2500%, as Final Dividend for the FY 2022 - 2023
4. To appoint a Director in place of Mr. Raman Mittal (DIN : 00298756), who retires by rotation, & being eligible, offers himself for re-appointment
5. To appoint a Director in place of Mr. Rahul Mittal (DIN : 07443403), who retires by rotation, & being eligible, offers himself for re-appointment
6. To appoint a Director in place of Mr. Priya Tosh Sood (DIN : 01170134), who retires by rotation & being eligible, offers himself for re-appointment

Special Business :

7. To consider to recommend the appointment of Mr. Tetsuya Yamamoto (DIN : 10311351) as the non - executive Nominee Director - Yanmar Investment Partnership (Singapore) Pte. Ltd. on the Board of the Company alongwith confirmation letter from Yanmar Investment Partnership (Singapore) Pte. Ltd. in the same regard

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

Resolved that pursuant to the provisions of section 161 & other applicable provisions, if any, of Companies Act, 2013 including Rules thereof & the relevant Articles of the Articles of Association of the Company, the consent of members of the Company be and is hereby accorded to appoint Mr. Tetsuya Yamamoto (DIN : 10311351) as the non - executive Nominee Director of Yanmar Investment Partnership (Singapore) Pte. Ltd. on the Board of Directors of the Company wef 27th Sept., 2023.

Resolved further that the letter Dt. 29th August, 2023 of Yanmar Investment Partnership (Singapore) Pte. Ltd. nominating Mr. Tetsuya Yamamoto (DIN : 10311351) as the non - executive Nominee Director - Yanmar Investment Partnership (Singapore) Pte. Ltd. on the Board of Directors of the Company, be and is hereby taken on record by the members of the Company.

Resolved further that the consent to act as the Director in Form DIR 2, declaration of interest in other entities, Form DIR 8 & Form MBP 1 as received from Mr. Tetsuya Yamamoto in terms of relevant provisions of Companies Act, 2013, be and are hereby taken on record by the members of the Company.

Resolved further that the Board of Directors of the Company be and is hereby authorised on behalf of the Company to comply with all the legal & procedural matters including to certify the copy of this resolution.



8. To consider to ratify the remuneration of Cost Auditor for the FY 2023 - 2024

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

Resolved that in accordance with the provisions of Section 148 of the Companies Act, 2013, the remuneration of Anirudh Joshi & Associates (Firm Registration No. 100384), Cost Accountants, who was appointed by the Board of Directors of the Company as the Cost Auditors for the FY 2023 - 2024 to conduct audit of cost records maintained by the Company for the financial year 2023-24 in compliance to the terms of Companies (Cost Records and Audit) Rules, 2014, of Rs. 1,30,000/- (Rs. one lac thirty thousand) plus tax as applicable, be and is hereby ratified.

By the order of the Board of Directors of
International Tractors Limited


Priya Tosh Sood
Company Secretary
FCS 3755



Place : Delhi
Date : 27th September, 2023

Notes :

1. SR Batliboi & Co. LLP, Chartered Accountants (FRN : 301003E / E300005) were appointed as Auditor of the Company at the 26th Annual General Meeting held on 25th September, 2021 for the period of five (5) years. Pursuant to the Notification issued by the Ministry of Corporate Affairs on 7th May, 2018 amending Section 139 of the Companies Act, 2013 and the Rules framed thereunder, the mandatory requirement for ratification of appointment of Auditor by the Members at every Annual General Meeting ("AGM") has been omitted, and hence the Company is not proposing an item on ratification of appointment of Auditors at this AGM.
2. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself and a proxy need not be a member.
3. Proxies in order to be valid & effective must be delivered at the registered office of the Company before the commencement of the meeting.
4. The members are requested to affix their signature at the space provided on the Attendance Slip annexed to the Proxy Form and handover the slip at the place of the meeting.
5. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under section 170 of the Companies Act, 2013, shall be available for inspection by the members at the Annual General Meeting.
6. The Register of Contracts or Arrangements in which the directors are interested, maintained under section 189 of the Companies Act, 2013, shall be available for inspection by the members at the Annual General Meeting.
7. All documents referred to in the Notice will be available for inspection during normal business hours.
8. The relevant explanatory statement pursuant to the provisions of Section 102 of Companies Act, 2013 is annexed hereto.

Explanatory Statement in respect of the Special Business pursuant to section 102 of the Companies Act, 2013

Item No. 7

We may inform the members of the Company that the Company has received the letter Dt. 29th August, 2023 from Yanmar Investment Partnership (Singapore) Pte. Ltd. ("YIPS") stating that Mr. Tetsuya Yamamoto (having DIN : 10311351) is nominated as the non - executive Nominee Director of YIPS on the Board of Directors of the Company in place of earlier nominee Mr. Naoki Kobayashi and requested the Company to approve the same.

We may further inform the members of the Company that the appointment of Mr. Tetsuya Yamamoto is effective from 27th Sept., 2023.

We may further inform the members of the Company that Mr. Tetsuya Yamamoto possesses the relevant experience and expertise & he is the citizen of Japan.

We may further inform the members of the Company that the documents i.e., consent to act as the Director in Form DIR 2, Form MBP - 1, declaration of interest in other entities & Form DIR 8 as received from Mr. Tetsuya Yamamoto alongwith confirmation letter from YIPS in the same regard, shall be placed before the members of the Company during the meeting, for their perusal.

We may further inform the members of the Company that the Board of Directors vide resolution Dt. 27th September, 2023 recommend the members of the Company to approve the same as ordinary resolution, if deems fit.

Memorandum & Statement of Interest

Except the appointee himself to the extent of his appointment, none of the Directors & relatives thereof is deemed to be interested in this resolution.

Item No. 8

We may inform the members of the Company that the Board of Directors of the Company at its meeting held on 15th June, 2023, on the recommendation of the Audit Committee, approved the appointment and remuneration of Anirudh Joshi & Associates (Firm Registration No. 100384), Cost Accountants, as the Cost Auditor of the Company for the FY 2023 - 2024 to conduct audit of cost records maintained by the Company for the FY 2023 - 2024.

We may further inform the members of the Company that in terms of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration of the Cost Auditors is required to be ratified by the members of the Company.

We may further inform the members of the Company that the remuneration of Anirudh Joshi & Associates (Firm Registration No. 100384), Cost Auditor, to conduct audit of cost records maintained by the Company for the FY 2023 - 2024, is Rs. 1,30,000/- (Rs. one lac thirty thousand) plus Goods and Services Tax as applicable.

We may further inform the members of the Company that the Board of Directors vide resolution Dt. 15th June, 2023 approved the same. The members of the Company are requested to ratify the remuneration of Cost Auditor for the FY 2023 - 2024, if deems fit, by passing the ordinary resolution.

Memorandum & Statement of Interest

None of the Directors & relatives thereof is deemed to be interested in this resolution.

**By the order of the Board of Directors of
International Tractors Limited**


Priya Tosh Sood
Company Secretary
FCS 3755



Place : Delhi
Date : 27th September, 2023