

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 25th Annual General Meeting of **International Tractors Limited** shall be held virtually, at shorter notice, on Saturday, 26th day of September, 2020 at 3:30 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, 2020 alongwith the reports of the Board of Directors' & Auditors' thereon.
2. To receive, consider and adopt the audited consolidated financial statements of the Company for the FY ended 31st March, 2020 alongwith the report of the Auditors' thereon.
3. To confirm the payment of Interim Dividend i.e., @ 3750%, as Final Dividend for the FY 2019 - 2020.
4. To appoint a Director in place of Mr. Lachman Dass Mittal (DIN : 00296922), who retires by rotation, & being eligible, offers himself for re-appointment.
5. To appoint a Director in place of Mr. Amrit Sagar Mittal (DIN : 00307471), who retires by rotation, & being eligible, offers himself for re-appointment.
6. To appoint a Director in place of Mr. Sushant Sagar Mittal (DIN : 00307274), who retires by rotation & being eligible, offers himself for re-appointment.

Special Business :

7. **To consider to approve the appointment of Mr. Akihiko Hiraoka (DIN : 08861478) as Nominee Director - Yanmar Asia (Singapore) Corporation Pte Ltd on the Board of the Company**

To consider and if thought fit, to pass the following resolution, with or without modification(s) as an 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. Akihiko Hiraoka (DIN : 08861478) as Nominee Director of Yanmar Asia (Singapore) Corporation Pte Ltd on the Board 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. Akihiko Hiraoka 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 for implementation.

By the order of the Board
For International Tractors Limited


Priya Tosh Sood
Company Secretary
FCS 3755

Place : Delhi
Date : 26th September, 2020

Notes :

1. M/s. SR Batliboi & Co. LLP, Chartered Accountants (FRN : 301003E / E300005) were appointed as Statutory Auditors of the Company at the 21st Annual General Meeting held on 7th September, 2016. Pursuant to 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 Auditors 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 June, 2020 from Yanmar Asia (Singapore) Corporation Pte Ltd stating that Mr. Akihiko Hiraoka (DIN : 08861478) is nominated as the Nominee Director of Yanmar Asia (Singapore) Corporation Pte Ltd on the Board of the Company wef 26th September, 2020 in place of earlier nominee Mr. Toru Ikeuchi (DIN : 08195928) and requested the Board of Directors of the Company to approve the same.

We may further inform the members of the Company that Mr. Akihiko Hiraoka possesses the relevant experience and expertise and graduated from Gakushuin University, 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. Akihiko Hiraoka alongwith the confirmation letter from Yanmar Asia (Singapore) Corporation Pte. Ltd. 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. 26th September, 2020 proposed the members of the Company to approve the same.

Memorandum & Statement of Interest

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

Place : Delhi
Date : 26th September, 2020

By the order of the Board
For International Tractors Limited


Priya Tosh Sood
Company Secretary
FCS 3755

