

INTERNATIONAL TRACTORS LIMITED

(CIN : U74899DL1995PLC073245)

Regd. Office : Pankaj Plaza - 1, Plot No. 2, Commercial Complex, Karkardooma, Delhi - 110 092 (India)

Ph : +91 - 11 - 45192200, FAX : +91 - 11 - 22370492

E-mail ID : secretarial@sonalika.com

Website : www.sonalika.com

NOTICE

Notice is hereby given that the Extra - Ordinary General Meeting of International Tractors Limited shall be held virtually, at shorter notice, on Friday, 31st day of March, 2023 at 4:00 pm (IST) to transact the following business :

Special Business:

1. To consider to appoint Mr. Ajay Jain (DIN : 10056384) as Independent Director of the Company for 1st term of three (3) years wef 31st March, 2023 in terms of section 149 of Companies Act, 2013

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

Resolved that in terms of section 149 and other applicable provisions read with Schedule IV of the Companies Act, 2013 & the relevant Rules thereof, the approval of members of the Company be & is hereby accorded to appoint Mr. Ajay Jain (DIN : 10056384) as the Independent Director on the Board of Directors of the Company for the first term of three (3) years wef 31st March, 2023.

Resolved further that the Code for Independent Directors as stated in Schedule IV of Companies Act, 2013 be & is hereby placed before the members of the Board of Directors for information & for further compliance thereof by Mr. Ajay Jain as Independent Director.

Resolved further that the provisions in respect of retirement of director by rotation are not applicable to Mr. Ajay Jain as Independent Director as per the provisions of section 149(13) of the Companies Act, 2013.

Resolved further that Mr. Ajay Jain is well qualified & possesses the relevant experience and expertise in the fields of legal and corporate affairs, which is beneficial to the interest of the Company.

Resolved further that the Form DIR - 2 (Consent to act as the Director), Form DIR 8 (Intimation by Director), Interest in other entities, declaration of independence and Form MBP 1, as received from Mr. Ajay Jain, in terms of the relevant provisions of the Companies Act, 2013 & Rules thereof, be & are hereby taken on record by the members of the Company.

Resolved further that Mr. Ajay Jain may be co-opted in the committees of the Board as may be decided by the Board of Directors of the Company time to time.

Resolved further that the Company agrees to pay the lump sum sitting fee of Rs. 1.50 lac (Rs. one lac fifty thousand) (subject to the deduction of TDS as per the Income Tax Act, 1961), for attending a Board meeting including related Committee meeting(s) (in which he is the member) & Shareholders' meeting thereto, as may require to be held as per the Agendas of the Board meeting, Shareholders' meeting and Committee meeting(s) scheduled to be held on the same day or partly on one day & partly on the other.

Resolved further that the approval of the members of the Board be & is hereby accorded to reimburse the travelling & other incidental expenses on actual basis, if any incurred time to time, for attending the Board & / or other Committee Meetings & / or Shareholders Meetings, by Mr. Ajay Jain.

Resolved further that any member of the Board of Director or the Company Secretary of the Company be & is hereby authorized to issue the Letter of Appointment on behalf of the Company to Mr. Ajay Jain & the appointment shall deem to be from 31st March, 2023.

Resolved further that the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds & things as may be necessary & expedient for the purpose of giving effect to this resolution.



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

**Priya Tosh Sood
Company Secretary
FCS 3755**

Date : 31st March, 2023

Notes:

1. 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. Proxies in order to be valid & effective must be delivered at the registered office of the Company before the commencement of the meeting.
2. 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.
3. The relevant explanatory statement pursuant to the provisions of Section 102 of the Companies Act, 2013 is annexed hereto.

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

Item No. 1

We may inform the members of the Company that in terms of section 149 and other applicable provisions read with Schedule IV of the Companies Act, 2013 including the relevant Rules thereof, it is proposed to appoint Mr. Ajay Jain (DIN : 10056384) as the Independent Director on the Board of Directors of the Company for the first term of three (3) years wef 31st March, 2023.

We may further inform to the members of the Company that Mr. Ajay Jain is having experience in the fields of legal and corporate affairs, which is beneficial to the interest of the Company. He is an eminent lawyer in Punjab and Haryana High Court.

We may further state that the detailed profile of Mr. Ajay Jain shall be placed before the members of the Company, during the meeting, for their perusal.

We may further state that the documents i.e., consent to act as the Director in Form DIR 2, declaration of interest in other entities, Form DIR 8, declaration of independence and Form MBP 1 as received from Mr. Ajay Jain shall be placed before the members of the Board of Directors, during the Board meeting, for their perusal.

We may further inform the members of the Company that the provisions in respect of retirement of Directors by rotation shall not be applicable to appointment of Independent Director as per the provisions of section 149(13) of the Companies Act, 2013.

We may further inform the members of the Company that Mr. Ajay Jain does not have any equity holding in the Company.

We may further inform the members of the Company that the Board of Directors vide resolution Dt. 31st March, 2023 recommend the members of the Company to approve the same as ordinary resolution, if deem fit.

Memorandum & Statement of Interest

Except Mr. Ajay Jain to the extent of his appointment, none of other Directors and their relatives are deemed to be interested in this resolution.

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



**Priya Tosh Sood
Company Secretary
FCS 3755**

Date : 31st March, 2023