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 31st Annual General Meeting of **International Tractors Limited** shall be held virtually, at shorter notice, on Wednesday, 29th July, 2026 at 4:00 pm (IST), to transact the following business :

Ordinary Business:

1(a). To receive, consider & adopt the audited financial statements of the Company (Standalone) for the FY ended 31st March, 2026 alongwith the reports of the Board of Directors & Auditor thereon

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

Resolved that the audited financial statements of the Company (Standalone) for the FY ended on 31st March, 2026 alongwith the reports of the Board of Directors & Auditor thereon, be & are hereby confirmed, approved and adopted by the members of the Company.

1(b). To receive, consider and adopt the audited financial statements of the Company (Consolidated) for the FY ended 31st March, 2026 alongwith the report of the Auditor thereon

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

Resolved that the audited financial statements of the Company (Consolidated) for the FY ended 31st March, 2026 alongwith the report of the Auditor thereon, be & are hereby confirmed, approved and adopted by the members of the Company.

2. To confirm the declaration & payment of Interim Dividend @ 1850% & approve the declaration of Final Dividend @ 1625% ie., aggregating to 3475% for the FY 2025 – 2026

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

Resolved that the payment of Interim Dividend @ 1850% (Rs. 18.50 ps each equity share) declared & paid by Board of Directors of the Company vide Board meeting Dt. 28th March, 2026 & Final Dividend @ 1625% (ie., Rs. 16.25 ps per equity share) for the FY 2025 – 2026 aggregating to 3475%, in terms of section 123 of the Companies Act, 2013 on 54242557 fully paid up equity shares of the Company of Re. 1/- each, be & are hereby approved for the said FY'26.

Resolved further that the Company Secretary of the Company be & is hereby authorised on behalf of the Company to certify the copy of this resolution.

3. To appoint a Director in place of Mr. Sushant Sagar Mittal (DIN : 00307274), who retires by rotation, & being eligible, offers himself for re-appointment

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

Resolved that Mr. Sushant Sagar Mittal (DIN : 00307274), who retires by rotation & being eligible offers himself for re-appointment, be & is hereby appointed as the Director liable to retire by rotation.

4. **To appoint Walker Chandiok & Co. LLP, Chartered Accountants (Firm Registration Number : 001076N/N500013) as the Statutory & Branch Auditor**

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

Resolved that the consent of members of the Company be & is hereby accorded to appoint Walker Chandiok & Co. LLP, Chartered Accountants (Firm Registration Number : 001076N/N500013), having given their acceptance vide letter No. CO002813 Dt. 30th June, 2026 in terms of section 139 of the Companies Act, 2013, to act as the Statutory & Branch Auditor in place of SR Batliboi & Co. LLP (Firm Registration Number : 301003E/E300005) for the first block of five (5) years, be & is hereby appointed as the Statutory & Branch Auditor from the conclusion of this 31st Annual General Meeting (FY'27) to 36th Annual General meeting (FY'31) at a fee of Rs. 50 lacs plus goods & services tax, a year alongwith out of pocket expenses as per actual.

Resolved further that Mr. Priya Tosh Sood, Company Secretary (FCS 3755) be & is hereby authorized on behalf of the Company to comply with all statutory formalities in the matter.

Special Business :

5. **To consider to ratify the remuneration of Cost Auditor for the FY 2026 - 2027**

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 Auditor for the FY 2026 - 2027 to conduct audit of cost records maintained by the Company for the financial year 2026-27 in compliance to the terms of Companies (Cost Records and Audit) Rules, 2014, of Rs. 1,35,000/- (Rs. one lac thirty five thousand) plus tax as applicable, be and is hereby ratified.

6. **To consider to alter the Article Nos. 40.1(n) & 43 of the Articles of Association in respect of Statutory Auditor**

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

Resolved that in terms of section 14 and other applicable provisions of the Companies Act, 2013 & subject to the approval of the Shareholders in the ensuing General Meeting, the Article 43 & Article 40.1(n) of the existing Articles of Association of the Company be and is hereby amended by substituting with the following Articles ie., adding the name of Grant Thornton.

Article 40
40.1(n) : Change of accounting year, accounting policy or auditor except if the auditor is one of the Big Four Accounting firms, Grant Thornton or their Indian affiliates.

Article 43
43.1 : Subject to the other provisions of these Articles, the Company shall appoint one of the following (or their affiliates in India) as the statutory auditor of the Company :

(a) Ernst and Young
(b) Deloitte, Touche and Tomhatsu;
(c) KPMG;
(d) Pricewaterhouse Coopers and
(e) Grant Thornton

Resolved further that the said new Articles be and are hereby approved and adopted for inclusion in the Articles of Association of the Company.

Resolved further that Mr. Priya Tosh Sood, Company Secretary (FCS 3755), be and is hereby authorised on behalf of the Company to do all such necessary acts (including filing the relevant e-form with the Registrar of Companies, NCT of Delhi & Haryana through MCA portal & to comply with all the legal and procedural formalities including to certify the copy of the resolution.

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

Priya Tosh Sood
Company Secretary
FCS 3755

Place : Delhi
Date : 29th July, 2026

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.
2. Proxies in order to be valid & effective must be delivered at the registered office of the Company / sent online at secretarial@sonalika.com, 48 hours prior to the commencement of the meeting.
3. The members are requested to affix their signature at the space provided on the Attendance Slip annexed to the Proxy Form.
4. 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.
5. 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.
6. All documents referred to in the Notice will be available for inspection during normal business hours.
7. The Ministry of Corporate Affairs has, vide its circular dated December 28, 2022, read together with earlier circulars, permitted convening the Annual General Meeting through Video Conferencing or Other Audio Visual Means, without physical presence of the members at a common venue. In accordance with the said MCA Circulars and applicable provisions of the Companies Act, 2013 (the "Act") read with Rules made thereunder, the AGM of the Company is being held through VC / OAVM.
8. The deemed venue for the AGM shall be the Registered Office of the Company in Delhi.
9. A statement pursuant to the provisions of Section 102(1) of the Act, relating to the Special Business to be transacted at the AGM, is annexed hereto.
10. As the AGM will be held virtually, the route map of the venue of the Meeting is not annexed hereto.

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

Item No. 5

We may inform the members of the Company that the Board of Directors of the Company at its meeting held on 30th June, 2026, 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 2026 - 2027 to conduct audit of cost records maintained by the Company for the FY 2026 – 2027 & 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, which is Rs. 1,35,000/- (Rs. one lac thirty five thousand) plus Goods and Services Tax as applicable.

We may further inform the members of the Company that the Board of Directors approved the same in their meeting held on 30th June, 2026. The members of the Company are requested to ratify the remuneration of Cost Auditor for the FY 2026 - 2027, 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.

Item No. 6

We may inform the members of the Company that it is proposed to alter the Article Nos. 43 & 40.1(n) of the Articles of Association in respect of adding the name of Grant Thornton alongwith the other audit firms / their affiliates in India.

We may further inform the members of the Company that it is proposed to appoint Walker Chandiok & Co. LLP (Firm Registration No. : 001076N / N500013), which is the audit arm of Grant Thornton in India.

We may further inform the members of the Company that the Articles of Association of the Company were last amended on 28th March, 2026.

The draft of the amended Articles of Association of the Company shall be placed before the members of the Company during the meeting.

We may further state that altering the Memorandum & Articles of Association is one of the Reserved Matters & the approval of Yanmar has been received in the same regard.

The members of the Company may kindly discuss and approve the matter by passing the special 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

INTERNATIONAL TRACTORS LIMITED

Priya Tosh Sood
Company Secretary
FCS 3755

Place : Delhi
Date : 29th July, 2026