

**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 Extra - Ordinary General Meeting of International Tractors Limited shall be held virtually, at shorter notice, on Friday, 26<sup>th</sup> day of March, 2021 at 3:00 pm (IST) to transact the following business :

### **Special Business:**

**1. To consider to approve the revision of the remuneration payable to Mr. Raman Mittal, Executive Director (DIN : 00298756) of the Company for the FY 2020 - 2021**

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

Resolved that pursuant to sections 196, 197 & 198 & in accordance with the Schedule V & other relevant provisions of the Companies Act, 2013 including the relevant Rules thereof & the relevant Articles of the Articles of the Association of the Company and as per the recommendations of the members of the Related Party Transaction Committee, Nomination and Remuneration Committee, Audit Committee and the Board of Directors, the approval of the members of the Company, be & is hereby accorded to pay Rs. 2.75 crores (Rs. two crores seventy five lacs) as 'Special Pay' to Mr. Raman Mittal, Executive Director (DIN : 00298756) for the FY 2020 - 2021 in addition to the remuneration to which he is entitled as per Supplementary Employment Agreement Dt. 20<sup>th</sup> March, 2020.

Resolved further that the consent of the members of the Company, be & is hereby accorded to revise, vide Supplementary Employment Agreement, the remuneration clause (as stated in Supplementary Employment Agreement Dt. 20<sup>th</sup> March, 2020) to incorporate the payment of Rs. 2.75 crores (Rs. two crores seventy five lacs) as 'Special Pay' to Mr. Raman Mittal, Executive Director.

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.

**2. To consider to re-appoint Mr. Raman Mittal (DIN : 00298756) as the Executive Director of the Company for the period of five (5) years from 01.04.2021 to 31.03.2026**

**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 sections 196, 197 & 198 read with Schedule V of Companies Act, 2013 & the relevant Rules thereof & the relevant Articles of Association of the Company and as per the recommendation of the Nomination and Remuneration Committee, Related Party Transaction Committee, Audit Committee and Board of Directors (hereinafter as the "Board"), the approval of the members of the Company be & is hereby accorded to re-appoint Mr. Raman Mittal, having DIN : 00298756, as Executive Director of the Company, for another term of five (5) years commencing from 1<sup>st</sup> April, 2021 to 31<sup>st</sup> March, 2026, upon the terms and conditions as set out in the Employment Agreement (hereinafter as the "Agreement") (copy whereof as placed before the members of the Company) to be entered by the Company & as stated hereunder and the period of his office as Executive Director is liable to be determined by rotational retirement :

### **Terms & Conditions: -**

1. The re-appointment of Mr. Raman Mittal as the Executive Director is wef 1<sup>st</sup> April, 2021.

2. Subject to the superintendence, control & direction of the Board of the Company, Mr. Raman Mittal, Executive Director shall have the management of overall working of the Company including formulation of policies, strategy, decision making, efficient / effective handling of day to day activities, improving the profitability & further to establish the Company in market leadership position. Further, he shall perform other duties that the Board may delegate / authorise time to time.

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3. Period : Five (5) years from 1<sup>st</sup> April, 2021 to 31<sup>st</sup> March, 2026 & he shall be subject to the retirement by rotation & re-appointment.

4. Remuneration :

The Executive Director shall devote his whole time & attention in the working of the said Company with the remuneration as under:

The remuneration to the Executive Director shall be payable in the form of fixed sum of Rs. 544.50 lacs (Rs. five crores forty four lacs fifty thousand) per annum ("Fixed Commission") along with an incentive @ 0.30% of the *Net Profit as per Section 198 of the Companies Act, 2013* ("Variable Commission") payable annually in terms of section 197 of the Companies Act, 2013.

Further, the said Fixed Commission of Rs. 544.50 lacs shall be increased / escalated @ 10% per annum after completion of every twelve (12) calendar months i.e., the first escalation shall be effective from 1<sup>st</sup> April, 2022.

The Fixed Commission is payable on monthly / quarterly / half yearly / annually basis in the same financial year & the Variable Commission is payable in the next financial year in which the audited net profit of the last financial year is ascertained.

The total remuneration to all the whole-time directors of the Company shall not exceed 10% of the Net Profit as per Section 198 of the Companies Act, 2013.

5. Sitting Fee : The Executive Director shall not be paid any sitting fee for attending the meeting of the Board or Committee thereof.

6. Contribution to Provident fund, Superannuation fund & annuity fund to the extent these either singly or put together are not taxable under the Income Tax Act, 1961.

7. Gratuity is payable as per the policy of the Company & relevant statute.

8. Encashment of leaves shall be as per the policy of the Company. However, the applicability of Clauses 6, 7 & 8 shall arise only if there is fixed basic salary i.e., the Executive Director is also paid salary alongwith the commission or salary alone. For more clarity, in case of payment of remuneration in the form of commission, the Clauses 6, 7 & 8 shall not be applicable.

9. Any other expenses / out of pocket expenses incurred for performing the official duty shall be re-imbursed by the Company to the Executive Director.

10. In the event of loss or inadequacy of profits of the Company in any financial year during the tenure of Mr. Raman Mittal as Executive Director, the remuneration shall be payable by the Company in terms of Part II of Schedule V of Companies Act, 2013.

11. The Executive Director shall be eligible for the following facilities: -

Club membership with maximum of three clubs, Company vehicles with chauffeurs, mobile & landline phones, laptop with data card & other devices required time to time for performing official duties.

12. The Executive Director shall be responsible for the overall supervision of the working of the Company as stated in the Agreement & perform other duties that the Board may delegate / authorise time to time.

13. Other Terms : The Agreement may be terminated by either Party by giving to the other Party three (3) months' prior notice in writing without assigning any reason whatsoever or as may be agreed upon between the Parties. Further, other terms & conditions are stated in the Agreement to be executed by the Company with Mr. Raman Mittal.

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.

**3. To consider to appoint Ms. Shivani Malhotra (DIN : 09105815) as Independent Director of the Company for 1<sup>st</sup> term of three years wef 01.04.2021 in terms of section 149 of Companies Act, 2013**

A handwritten signature in black ink is written over a circular stamp. The stamp contains the text "BOARD OF DIRECTORS" around the perimeter and "MAY 2021" in the center. The signature is written in a cursive style, crossing the stamp.

**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 Ms. Shivani Malhotra (DIN : 09105815) as the Independent Director on the Board of the Company for the first term of three (3) years wef 01.04.2021.

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 Company for information & for further compliance thereof by Ms. Shivani Malhotra as Independent Director.

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

Resolved further that Ms. Shivani Malhotra is well qualified & possesses the relevant experience and expertise in the fields of administration, finance management & marketing, 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, as received from Ms. Shivani Malhotra, 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 Ms. Shivani Malhotra may be co-opted as the member 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 lac (Rs. one lac) (subject to the deduction of TDS as per the Income Tax Act, 1961), for attending a Board meeting including related Committee meetings (in which she is the member) & Shareholders' meeting thereto, as may require to be held as per the Agendas of the Board meeting, Shareholders' meeting and Committee meetings 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 Company 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 Ms. Shivani Malhotra.

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 Ms. Shivani Malhotra & the appointment shall deem to be from 01<sup>st</sup> April, 2021.

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.

**4. To consider to approve the appointment of Ms. Surbhi Mittal as 'Director - Corporate Social Responsibility' in the Company wef 01.04.2021**

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

Resolved that the approval of the members of the Company be and is hereby accorded to appoint Ms. Surbhi Mittal w/o Mr. Raman Mittal, Executive Director on the Board of Directors of International Tractors Limited (the "Company"), as the 'Director - Corporate Social Responsibility' in the Company with the cost-to-company (CTC) wef 1<sup>st</sup> April, 2021 as Rs. 48 lacs pa ie., Rs. 4 lacs per month (the breakup whereof as placed before the members of the Company).

Resolved further that the Company is not required to have the further approvals in the matter in terms of section 188 of the Companies Act, 2013 until the CTC of Ms. Surbhi Mittal crosses Rs. 7 lacs (Rs. seven lacs) per month / Rs. 84 lacs (Rs. eighty four lacs) per annum.

Resolved further that Ms. Surbhi Mittal will get the annual increase in the salary & other benefits as per the Company policy.

Resolved further that the Company shall pay the monthly salary, time to time but within the maximum cap stated supra, with bifurcation thereof as per the policy of the Company, post deduction of TDS as per the relevant provisions of Income Tax Act, 1961 and she shall be entitled for all the benefits,



entitlements, perks as per the policy of the Company applicable on the L 10 grade of the Company & in case of any deviation in the benefits, entitlements, perks, which is as per the requirements of the Company, it shall be approved / allowed by any Director of the Company.

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 : 26<sup>th</sup> March, 2021

**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 the Company entered into Employment Agreement Dt. 1<sup>st</sup> April, 2016 with Mr. Raman Mittal in respect of his re-appointment as Executive Director of the Company wef 1<sup>st</sup> April, 2016 to 31<sup>st</sup> March, 2021. The said Employment Agreement was amended thru' Supplementary Employment Agreement Dt. 1<sup>st</sup> July, 2016, 1<sup>st</sup> April, 2017, 20<sup>th</sup> June, 2017, 21<sup>st</sup> June, 2018, 29<sup>th</sup> March, 2019 and 20<sup>th</sup> March, 2020.

We may inform the members of the Company that as per Supplementary Employment Agreement Dt. 20<sup>th</sup> March, 2020, the remuneration to the Executive Director shall be payable in the form of fixed sum of Rs. 2.20 crores (Rs. two crores twenty lacs) per annum ("Fixed Commission") along with an incentive @ 0.30% of the *Net Profit as per Section 198 of the Companies Act, 2013* ("Variable Commission") payable annually in terms of section 197 of the Companies Act, 2013. Further, the said Fixed Commission of Rs. 2.20 crores shall be increased / escalated @ 10% per annum after completion of every twelve (12) calendar months from 1<sup>st</sup> April, 2020.

We may further inform the members of the Company that in view of the contribution of Mr. Raman Mittal, Executive Director in increasing the sale & profitability of the Company during the FY 2020 - 2021, it is proposed to pay Rs. 2.75 crores (Rs. two crores seventy five lacs) as 'Special Pay' to Mr. Raman Mittal, Executive Director for the FY 2020 - 2021 in addition to the remuneration to which he is entitled as per Supplementary Employment Agreement Dt. 20<sup>th</sup> March, 2020.

We may further inform the members of the Company that pursuant to proposed 'Special Pay' to Mr. Raman Mittal, Executive Director, it is proposed to enter into Supplementary Employment Agreement with Mr. Raman Mittal, Executive Director to incorporate the same 'Special Pay' in the remuneration Clause, with all the remaining terms and conditions as stated in the earlier Employment Agreement remain same, effective and enforceable.

We may further inform the members of the Company that Mr. Raman Mittal holds 1495000 equity shares (2.71%) in the Company. We may further inform the members of the Company that the Board of Directors vide resolution Dt. 26<sup>th</sup> March, 2021 may recommend the members of the Company to approve the same, if deems fit, as ordinary resolution.



## **Memorandum & Statement of Interest**

Except Mr. Raman Mittal, Executive Director to the extent of his interest, Dr. Deepak Mittal, Managing Director, and Mr. Rahul Mittal, Whole - time Director (International Business), being relatives of Mr. Raman Mittal are deemed to be interested in this resolution. None of other Directors and their relatives are deemed to be interested in this resolution.

### **Item No. 2**

We may inform the members of the Company that Mr. Raman Mittal (DIN : 00298756) was appointed as the Executive Director of the Company for the period of five (5) years from 1<sup>st</sup> April, 2016 to 31<sup>st</sup> March, 2021 at the remuneration as stated in Employment Agreement Dt. 1<sup>st</sup> April, 2016 as amended time to time vide various Supplementary Employment Agreements.

We may further inform the members of the Company that the tenure of Mr. Raman Mittal as Executive Director of the Company is going to expire on 31<sup>st</sup> March, 2021.

We may further inform the members of the Company that pursuant to sections 196, 197 & 198 & in accordance with the Schedule V & other relevant provisions of the Companies Act, 2013 including the relevant Rules thereof & the relevant Articles of the Association of the Company, it is proposed to re-appoint Mr. Raman Mittal as the Executive Director of the Company for another term of five (5) years ie., from 1<sup>st</sup> April, 2021 to 31<sup>st</sup> March, 2026, at the remuneration & as per the terms and conditions as stated in Agreement (copy whereof as placed before the members of the Company).

We may further inform the members of the Company that Mr. Raman Mittal shall be the Director liable to retire by rotation in terms of the relevant Article(s) of the Articles of Association of the Company.

We may further inform the members of the Company that Mr. Raman Mittal holds 1495000 equity shares (2.71%) in the Company.

We may further inform the members of the Company that the Board of Directors vide resolution Dt. 26<sup>th</sup> March, 2021 may recommend the members of the Company to approve the same, if deems fit, as ordinary resolution.

## **Memorandum & Statement of Interest**

Except Mr. Raman Mittal, Executive Director to the extent of his interest, Dr. Deepak Mittal, Managing Director, and Mr. Rahul Mittal, Whole - time Director (International Business), being relatives of Mr. Raman Mittal are deemed to be interested in this resolution. None of other Directors and their relatives are deemed to be interested in this resolution.

### **Item No. 3**

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 Ms. Shivani Malhotra (DIN : 09105815) as the Independent Director on the Board of the Company for the first term of three (3) years wef 01.04.2021.

We may further inform the members of the Company that Ms. Shivani Malhotra is having experience in the fields of administration, finance management and marketing, which is beneficial to the interest of the Company. We may further state that the detailed profile of Ms. Shivani Malhotra before the members of the Company during the meeting.

We may further state that the documents ie., consent to act as the Director in Form DIR 2, declaration of interest in other entities, Form DIR 8 and declaration of independence as received from Ms. Shivani Malhotra, shall be placed before the members of the Company during the meeting for their perusal.

We may further state 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 state that that Ms. Shivani Malhotra does not have any equity holding in the Company. We may further state that the Nomination and Remuneration Committee of the Company may kindly consider and recommend the appointment of Ms. Shivani Malhotra keeping in view the parameters as stated in section 178 of the Companies Act, 2013 & the Nomination and Remuneration Policy of the Company.

We may further inform the members of the Company that the Board of Directors vide resolution Dt. 26<sup>th</sup> March, 2021 may recommend the members of the Company to approve the same, if deems fit, as ordinary resolution.

#### **Memorandum & Statement of Interest**

Except Ms. Shivani Malhotra to the extent of her interest in appointment, none of other Directors and their relatives are deemed to be interested in this resolution.

#### **Item No. 4**

We may inform the members of the Company that it is proposed to appoint Ms. Surbhi Mittal w/o Mr. Raman Mittal, Executive Director on the Board of Directors of International Tractors Limited (the "Company"), as the 'Director - Corporate Social Responsibility' in the Company wef 1<sup>st</sup> April, 2021 with *maximum cap* of salary of Rs. 7 lacs (Rs. seven lacs) per month as the Cost - to - Company (CTC) i.e., Rs. 84 lacs (Rs. eighty four lacs) per annum, keeping in view the provisions of section 188 of the Companies Act, 2013 and the periodic salary shall be as per the policy of the Company.

We may further inform to the members of the Company that wef 1<sup>st</sup> April, 2021 till 31<sup>st</sup> March, 2022, the per annum Cost - to - Company ("CTC") of Ms. Surbhi Mittal shall be Rs. 48 lacs (the breakup whereof as shall be placed before the members of the Company) & she will get the annual increase in the salary & other benefits as per the Company policy.

We may further inform to the members of the Company that the Company shall not be required to do statutory compliance as per section 188(1)(f) until the CTC reaches to the upper cap i.e., Rs. 84 lacs (Rs. eighty four lacs) per annum.

We may further inform to the members of the Company that the Company shall pay the monthly salary, time to time but within the maximum cap stated supra, with bifurcation thereof as per the policy of the Company, post deduction of TDS as per the relevant provisions of Income Tax Act, 1961.

We may further inform the members of the Company that Ms. Surbhi Mittal shall be entitled for all the benefits, entitlements, perks as per the rules & the policy of the Company applicable on the L 10 grade of the Company & in case of any deviation in the benefits, entitlements, perks, which is as per the requirements of the Company, it shall be approved / allowed by any Director of the Company.

We may further inform the members of the Company that the members of Nomination and Remuneration Committee in their ensuing meeting scheduled to be held on Friday, 26<sup>th</sup> March, 2021, may recommend the appointment of Ms. Surbhi Mittal as the 'Director - Corporate Social Responsibility' in the Company as per the Nomination and Remuneration Policy of the Company.

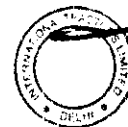
We may further inform the members of the Company that the appointment and salary of Ms. Surbhi Mittal as the 'Director - Corporate Social Responsibility' in the Company is covered under section 188 of the Companies Act, 2013 being the relative of Mr. Raman Mittal, Executive Director and Dr. Deepak Mittal, Managing Director and further for salary above Rs. 2.50 lacs per month, the approval of shareholders of the Company is required by way of an ordinary resolution.

We may further inform the members of the Company that Ms. Surbhi Mittal does not hold any equity shares in the Company.

#### **Memorandum & Statement of Interest**

Except Ms. Surbhi Mittal, to the extent of her interest, Mr. Raman Mittal, Executive Director, being spouse is interested in the matter. Dr. Deepak Mittal, Managing Director being relative of Ms. Surbhi Mittal is deemed to be interested in this resolution. 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 Tosff Sood  
Company Secretary  
FCS 3755**

Date : 26<sup>th</sup> March, 2021