

INTERNATIONAL TRACTORS LIMITED

CIN : U74899DL1995PLC073245

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NOTICE

Notice is hereby given that the 30th Annual General Meeting of **International Tractors Limited** shall be held virtually, at shorter notice, on Friday, 12th September, 2025 at 1 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, 2025 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, 2025 alongwith the reports of the Board of Directors & Auditor thereon, be & are hereby confirmed, approved and adopted by the members of the Company.

- 2. To receive, consider and adopt the audited financial statements of the Company (Consolidated) for the FY ended 31st March, 2025 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, 2025 alongwith the report of the Auditor thereon, be & are hereby confirmed, approved and adopted by the members of the Company.

- 3. To confirm the payment of Interim Dividend ie., 3300%, as Final Dividend for the FY 2024 – 2025**

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 @ 3300% for the FY 2024 - 2025 declared by Board of Directors of the Company 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 & is hereby approved as final dividend for the said Financial Year.

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.

- 4. To appoint a Director in place of Mr. Raman Mittal (DIN : 00298756), 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. Raman Mittal (DIN : 00298756), who retires by rotation & being eligible offers himself for re-appointment, be & is hereby appointed as the Director liable to retire by rotation.

- 5. To appoint a Director in place of Mr. Rahul Mittal (DIN : 07443403), 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. Rahul Mittal (DIN: 07443403), who retires by rotation & being eligible offers himself for re-appointment, be & is hereby appointed as the Director liable to retire by rotation.

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

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

Resolved that Mr. Priya Tosh Sood (DIN: 01170134), who retires by rotation & being eligible offers himself for re-appointment, be & is hereby appointed as the Director liable to retire by rotation.

Special Business :

7. To consider to ratify the remuneration of Cost Auditor 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 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 2025 - 2026 to conduct audit of cost records maintained by the Company for the financial year 2025-26 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.

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

Place : Delhi
Date : 12th September, 2025

**Priya Tosh Sood
Company Secretary
FCS 3755**

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 / sent online at secretarial@sonalika.com, 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.
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 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.
9. The deemed venue for the AGM shall be the Registered Office of the Company.
10. 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.
11. 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. 7**

We may inform the members of the Company that the Board of Directors of the Company at its meeting held on 30th June, 2025, 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 2025 - 2026 to conduct audit of cost records maintained by the Company for the FY 2025 - 2026 & 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 vide resolution No. 6 Dt. 30th June, 2025 approved the same. The members of the Company are requested to ratify the remuneration of Cost Auditor for the FY 2025 - 2026, if deems fit, by passing the ordinary resolution.

Memorandum & Statement of Interest

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

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

Place : Delhi
Date : 12th September, 2025

**Priya Tosh Sood
Company Secretary
FCS 3755**