

NOTICE

Notice is hereby given that the 34th Annual General Meeting of the Members of Intercontinental Leasing and Finance Company Limited will be held on Saturday, 29th September, 2018 at 4.00 p.m. at Kshatriya Dnyati Sabhagruh, Raja Ram Mohan Roy Road, Opp. Portuguese Church, Girgaum, Mumbai- 400004 to transact the following business:

Ordinary Business:

1. To receive, consider and adopt the Audited Financial Statements for the financial year ended 31st March, 2018 together with the Reports of Board of Directors and Auditors thereon.
2. To appoint Director in place of Mr. Ravi Kharwad (DIN-02079606), who retires by rotation.
3. To ratify the appointment of the Auditor.

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

"RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, the company hereby ratifies the appointment of TDK & Co., Chartered Accountants (Firm Registration Number:109804W), as Auditors of the Company to hold office from the conclusion of this Annual General Meeting ("AGM") till the conclusion of the next AGM of the Company to be held in the year 2019, to examine and audit the accounts of the Company at such remuneration as may be mutually agreed between the Board of Directors of the Company and the Auditors."

SPECIAL BUSINESSES:

4. APPOINTMENT OF MR. SANDIP GUPTA AS AN INDEPENDENT DIRECTOR

To consider and, if thought fit, to pass, the following Resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to Sections 149, 152 and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014, read with Schedule IV to the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force)and Regulation 25 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Sandip Gupta (DIN:00404783) ,whose appointment is recommended by the Board and who has submitted a declaration of independence under Section 149(6) of the Companies Act, 2013,who has given his consent pursuant to the provisions of Section 152 (5) of the Companies Act, 2013, be and is hereby appointed as an Independent Director of the Company to hold office for a term of five years w.e.f. 29th September, 2018 and whose office shall not be liable to retire by rotation."

RESOLVED FURTHER THAT any of the director of the Company be and is hereby authorized to do such acts deeds and matters as may be incidental or necessary, to give effect to the aforesaid resolution."

5. APPOINTMENT OF MR. VIJAY SHAH AS AN INDEPENDENT DIRECTOR

To consider and, if thought fit, to pass, the following Resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to Sections 149, 152 and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014, read with Schedule IV to the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 25 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Vijay Shah (DIN:00747226) ,whose appointment is recommended by the Board and who has submitted a declaration of independence under Section 149(6) of the Companies Act, 2013, who has given his consent pursuant to the provisions of Section 152 (5) of the Companies Act, 2013, be and is hereby appointed as an Independent Director of the Company to hold office for a term of five years w.e.f. 29th September, 2018 and whose office shall not be liable to retire by rotation."

RESOLVED FURTHER THAT any of the director of the Company be and is hereby authorized to do such acts deeds and matters as may be incidental or necessary, to give effect to the aforesaid resolution."

6. APPOINTMENT OF MR. SAMIR SHAH AS MANAGING DIRECTOR AND PAYMENT OF REMUNERATION THEREOF

To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of section 150, 151, 160, 161, 197, 198 and 203 read with schedule V and other applicable provisions, if any, of the Companies Act, 2013 including any statutory modification or re-enactment thereof, or any other law and subject to such consent(s), approval (s) and permission(s) as may be necessary in this regard and subject to such conditions as may be imposed by any authority while granting such consent(s), approval(s) and permission(s) and as agreed to by the Board of Directors (hereinafter referred to as the "Board", which term shall, unless repugnant to the context or meaning thereof, be deemed to include any committee thereof and any person authorized by the Board in this behalf), consent of the members be and is hereby accorded to the appointment of Mr. Samir Shah (DIN: 03350268), who was appointed as an additional director by the Board in their meeting held on August 14, 2018 and for the appointment of whom the Company has received a notice in writing proposing his candidature for the office of the Director, as a Managing Director of the Company for a period of Five Years with effect from August 14, 2018 at a remuneration of Rs. 1,00,000/- (Rupees One Lakh only) per month.

RESOLVED FURTHER THAT in the event of inadequacy of profits for any financial year during the tenure of Mr. Sameer Shah, remuneration to be paid in accordance with the provisions prescribed under Section 197 read with Schedule V to the Companies Act, 2013 and rules framed thereunder and any other applicable provisions of the Act or any statutory modification or re-enactment thereof.

RESOLVED FURTHER THAT subject to the provisions of the Companies Act, 2013 and the rules, circulars, orders and notifications issued there under (including any statutory modification or re-enactment thereof for the time being in force), read with Schedule V of the Companies Act, 2013 and/or guidelines for managerial remuneration issued by the Government of India or other appropriate authority in that behalf as in force and as amended from time to time, the Board be and is hereby authorized to vary and alter the terms and conditions of the said appointment for increase or vary the remuneration to be paid and provided from time to time to Mr. Sameer Shah.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any committee of directors or any Director or Officer to give effect to the resolution hereof.”

7. REGULARISATION OF MR. AMAR JAISWAL AS NON-EXECUTIVE DIRECTOR

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

"RESOLVED THAT pursuant to the provisions of Section 150, 151, 160 & 161 of the Companies Act, 2013 and other applicable provisions (including any modification or reenactment thereof), if any, of the Companies Act, 2013, Mr. Amar Jaiswal (DIN: 01755240) who was appointed as an Additional Non-Executive Director in the meeting of the Board of Directors held on 14thAugust, 2018 and whose term expires at the ensuing Annual General Meeting of the company and for the appointment of whom the Company has received a notice in writing proposing his candidature for the office of the Director be and is hereby appointed as director of the Company liable to retire by rotation.”

8. REGULARISATION OF MR. MITUL SHAH AS NON-EXECUTIVE DIRECTOR

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

"RESOLVED THAT pursuant to the provisions of Section 150, 151, 160 & 161 of the Companies Act, 2013 and other applicable provisions (including any modification or reenactment thereof), if any, of the Companies Act, 2013, Mr. Mitul Shah (DIN: 07106318) who was appointed as an Additional Non-Executive Director in the meeting of the Board of Directors held on 14thAugust, 2018 and whose term expires at the ensuing Annual General Meeting of the company and for the appointment of whom the Company has received a notice in writing proposing his candidature for the office of the Director be and is hereby appointed as director of the Company liable to retire by rotation.”

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to do all such acts, deeds and things, as may be deemed necessary and expedient to give effect to this resolution.”

9. REGULARISATION OF MS. TANVI SHAH AS NON-EXECUTIVE DIRECTOR

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

"RESOLVED THAT pursuant to the provisions of Section 150, 151, 160 & 161 of the Companies Act, 2013 and other applicable provisions (including any modification or reenactment thereof), if any, of the Companies Act, 2013, Ms. Tanvi Shah (holding DIN: 08192047) who was appointed as an Additional Non-Executive Director in the meeting of the Board of Directors held on 14thAugust, 2018 and whose term expires at the ensuing Annual General Meeting of the company and for the appointment of whom the Company has received a notice in writing proposing his candidature for the office of the Director be and is hereby appointed as director of the Company.”

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to do all such acts, deeds and things, as may be deemed necessary and expedient to give effect to this resolution.”

10. REGULARISATION OF MR. DINESH SHAH AS INDEPENDENT DIRECTOR

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

"RESOLVED THAT pursuant to the provisions of Section 149, 150, 151, 152, 160 & 161 of the Companies Act, 2013 and other applicable provisions (including any modification or reenactment thereof), if any, of the Companies Act, 2013, Mr. Dinesh Shah (holding DIN: 00345641) who was appointed as an Additional Independent Director in the meeting of the Board of Directors held on 14th August, 2018 and whose term expires at the ensuing Annual General Meeting of the company, who has submitted a declaration of independence under section 149 (6) and for the appointment of whom the Company has received a notice in writing proposing his candidature for the office of the Director be and is hereby appointed as an Independent Director of the Company for a term of five years w.e.f. 14th August, 2018.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to do all such acts, deeds and things, as may be deemed necessary and expedient to give effect to this resolution.

11. NAME CHANGE OF THE COMPANY FROM "INTERCONTINENTAL LEASING AND FINANCE LIMITED" TO "MEDICO INTERCONTINENTAL LIMITED"

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

"RESOLVED THAT subject to the approval of the Central Government, Registrar of Companies, Maharashtra, Mumbai under Ministry of Corporate Affairs and other authorities as may be applicable and pursuant to Sections 13 and 14 other applicable provisions, if any, of the Companies Act, 2013, the name of the Company be changed from "Intercontinental Leasing and Finance Limited" to "Medico Intercontinental Limited" or such other name as may be approved by the Ministry of Corporate Affairs.

RESOLVED FURTHER THAT pursuant to Section 21 and other applicable provisions, if any, of the Companies Act, 2013, (including any modification or re-enactment thereof) the name 'Intercontinental Leasing and Finance Limited' wherever it appears in the Memorandum and Articles of Association of the Company be substituted by the new name 'Medico Intercontinental Limited' or such other name as may be approved by the Ministry of Corporate Affairs.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board (including its Committee(s) thereof and/or any Director or any individual delegated with powers necessary for the purpose) be and is hereby authorized to do all such acts, deeds, matters and things, as may be necessary, proper or expedient without being required to seek any further consent or approval of the Company or otherwise to the end and intent that they shall be deemed to have been given all necessary approval thereto expressly by the authority of this resolution. "

12. ADOPTION OF NEW ARTICLES OF ASSOCIATION:

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

"RESOLVED THAT pursuant to the provisions of section 14 of the Companies Act, 2013 and all other applicable provisions of the Companies Act, 2013 and any other law for the time being in force (including any statutory modification or amendment thereto or re-enactment thereof), if any, the new set of Articles of Association of the Company as per Companies Act, 2013 as available for inspection in the registered office of the company, be and is hereby approved and adopted as the new set of Articles of Association of the Company, in substitution for the existing Articles of Association of the Company.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all such acts deeds and things as may be deemed necessary to give effect to this resolution.”

13. APPROVAL OF LIMITS FOR THE LOANS, GUARANTEES AND INVESTMENT BY THE COMPANY AS PER SECTION 186 OF THE COMPANIES ACT, 2013:

To consider and, if thought fit, to pass, the following Resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of section 186 and other applicable provisions, if any, of the Companies Act, 2013 and subject to necessary approvals, if any and to the extent required including that of the lenders of the Company (if any), the consent of the company be and is hereby accorded to the Board of Directors of the company (hereinafter referred to as the “Board”, which term shall be deemed to include person(s) authorised and/or committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution) to make investment(s) and/or give loan(s) in the form of inter-corporate deposit(s) and/or short term credit(s) and/or secured/unsecured loan(s) to and/or give guarantee (s) and/or provide any security(ies) in connection with any loan(s) made to any other person by or by any other person to any subsidiaries, joint ventures, associate companies and/or any other body(ies) corporate as the Board may deem fit in the interest of the Company exceeding the limits permissible in terms of the section 186 of the Companies Act, 2013 i.e. sixty percent of its paid up share capital, free reserves and securities premium account or one hundred percent of its free reserves and securities premium account, whichever is more; provided however that the investment(s) made and /or loan(s) granted and/or guarantee(s) and security(ies) provided, other than the investment(s) made and/or loan(s) granted and/or guarantee(s) and security(ies) provided, other than the investment(s) made and/or loan(s) granted and/or guarantee(s) and Security(ies) provided and/or as are exempted in terms of section 186 of the Companies Act, 2013 read with rules made thereunder, shall not exceed Rs. 10 Crores (Rupees Ten Crore only).

RESOLVED FURTHER THAT any of the Directors of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things including but not limiting to deciding the entity(ies) in which the investment(s) be made and /or loan(s) extended and/or guarantee(s) and security(ies) be provided, amount of investment(s) to be made and/or loan (s) to be extended and/or guarantee(s) and security(ies) to be provided, when such amount be given from time to time, manner and nature of investment(s), the period for which loan(s) be extended, interest and security and other for extending loan(s), as the case may be, and such other terms and conditions, and for the purpose to sign agreements, deeds, documents, guarantees, forms, indemnities, registers, letters, declarations confirmations, undertakings and such other papers as may be necessary, desirable and expedient.”

14. INCREASE IN BORROWING LIMITS:

To consider and, if thought fit, to pass, the following Resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 180 (1) (c) and other applicable provisions, if any, of the Companies Act, 2013 read with the companies (Meetings of the Board and its Powers) Rules, 2014, including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, the consent of the members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to include any committee of the Board), to borrow any sum or sums of money from time to time at its discretion, for the purpose of the business of the Company, from any one or more banks, Financial Institutions and other persons, firms, Bodies Corporate, notwithstanding that the monies to be borrowed together with the monies already borrowed by the Company (apart from temporary loans obtained from the Company’s bankers in the ordinary course of business) if any, may, at any time, exceed the aggregate of the paid up share capital of the Company and its free reserves (that is to say reserves not set apart for any specific purpose), subject to such aggregate borrowings not exceeding the amount which is Rs. 10,00,00,000/- (Rupees Ten Crore only) over and above the aggregate of the paid-up share capital and its free reserves.

RESOLVED FURTHER THAT the Board be and is hereby empowered and authorized to arrange or fix the terms and conditions of all such monies to be borrowed from time to time as to interest, repayment, security or otherwise as it may, in its absolute discretion, think fit.

RESOLVED FURTHER THAT any of the Directors be and are hereby authorised to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty, doubt that may arise in respect of the borrowing(s) aforesaid and to execute all documents and writings as may be necessary, proper desirable or expedient to give effect to this resolution.”

**For and on behalf of the Board
Intercontinental Leasing & Finance Company Limited**

Sd/-

Ravi Kharwad

Director

DIN: 02079606

Place: Mumbai
Date: 06/09/2018

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 THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT OF PROXY IN ORDER TO BE EFFECTIVE SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LATER THAN 48 HOURS BEFORE THE MEETING. BLANK PROXY FORM IS GIVEN IN THE ANNUAL REPORT.*** A person can act as a proxy on behalf of members not exceeding 50 (fifty) and holding in the aggregate not more than 10% of the total share capital of the company.
2. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, members would be entitled to inspect the proxies lodged, at any time during the business hours of the Company, provided that not less than three days written notice is given to the Company.
3. A statement pursuant to Section 102 of the Companies Act, 2013 in respect of special business under item nos. 4 to 9 set out above to be transacted at the meeting is annexed hereto and form part of this Notice.
4. Corporate Members intending to send their authorized representative(s) to attend the meeting are requested to send a certified copy of Board Resolution authorizing their representative(s) to attend and vote on their behalf at the meeting.
5. Members / proxies / authorized representatives should bring the duly filled Attendance Slip enclosed herewith to attend the meeting.
6. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote at the Meeting.
7. Members seeking any information with regard to the Accounts are requested to write to the Company at an early date, so as to enable the Management to keep the information ready at the meeting.
8. Relevant documents referred to in the accompanying Notice and statutory registers are open for inspection by the Members at the Registered Office at Office No. 508, Shree Samarth Plaza Premises, Co-op Soc. LTD, Gupta Bhuvan, R.R.T Road, Mulund (W), Bandra Suburban, Mumbai- 400086,

Maharashtra, of the Company on all working days, during business hours up to the date of the Meeting and during the meeting.

9. The Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
10. The Register of Members and Share Transfer Books of the Company will remain closed from 23rd September, 2018 to 29th September, 2018 (both days inclusive).
11. Members are requested to address all the correspondence to the Registrar and Share Transfer Agents, Purva Sharegistry (India) Private Limited, Unit: 9, Shiv Shakti Industrial Estate, J.R. Boricha Marg, Opp., LowerParel (East), Mumbai-400011.
12. With a view to using natural resources responsibly, we request all the shareholders to update their email addresses with their Depository Participants as to enable the Company to send communications electronically.
13. In compliance with Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014, as substituted by the Companies (Management and Administration) Amendment, Rules 2015, and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has provided a facility to the members to exercise their vote electronically through the electronic voting service facility arranged by National Securities Depository Limited (NSDL). Members who have cast their votes by remote e-voting prior to the AGM may attend the AGM but shall not be entitled to cast their vote again.
14. The Annual Report 2017-18, the Notice of the 34rd AGM and instructions for e-voting, along with the Attendance slip and Proxy form, are being sent by electronic mode to all the members whose email addresses are registered with the Company / Depository Participant(s), unless a member has requested for a physical copy of the documents. For members who have not registered their email addresses, physical copies of the documents are being sent by the permitted mode.
15. Members may also note that the Notice of the 34th AGM and the Annual Report 2017-18 will be available on the Company's website, <http://www.iclf.co.in/>. The physical copies of the documents will also be available at the Company's registered office for inspection during normal business hours on working days. Members who require communication in physical form in addition to e-communication, or have any other queries, may write to us at: - [http://roc.iclf@gmail.com/](mailto:roc.iclf@gmail.com/)
16. Additional information, pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, in respect of the directors seeking appointment / re-appointment at the AGM, is furnished as annexure to the Notice. The directors have furnished consent / declaration for their appointment / re-appointment as required under the Companies Act, 2013 and the Rules there under.
17. The Securities and Exchange Board of India (SEBI) has mandated the submission of the Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participant(s). Members holding shares in physical form are required to submit their PAN details to the Registrar and Share Transfer Agents, Purva Sharegistry (India) Private Limited, Unit: 9, Shiv Shakti Industrial Estate, J.R. Boricha Marg, Opp., Lower Parel (East), Mumbai-400011.
18. Mr. Mayank Arora, Proprietor of M/s. Mayank Arora & Co., Company Secretaries, has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.

19. The facility for voting, through electronic voting system shall also be made available at the meeting and Members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right at the meeting.
20. Route map & landmark of venue of AGM is enclosed with Notice.
21. The shareholder needs to furnish the printed Attendance slip along with a valid identity proof such as the PAN card, passport, AADHAR card or driving license to enter the AGM hall.
22. **Voting through electronic means**
 - I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the (AGM) ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).
 - II. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
 - III. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
 - IV. The remote e-voting period commences on 26th September, 2018 (9:00 am) and ends on 28th September, 2018 (5:00 pm). During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 22nd September, 2018, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
 - V. The process and manner for remote e-voting are as under:
 - A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)] :
 - (i) Open email and open PDF file viz; "remote e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password. If you are already registered with NSDL for e-Voting then you can use your existing user ID and password.
 - (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
 - (iii) Click on Shareholder - Login
 - (iv) Put your user ID and password. Click Login.
 - (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- (vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
- (vii) Select "EVEN" of "Intercontinental Leasing and Finance Limited".
- (viii) Now you are ready for remote e-voting as Cast Vote page opens.
- (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
- (x) Upon confirmation, the message "Vote cast successfully" will be displayed.
- (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
- (xii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to vikasverma@vvanda.com with a copy marked to evoting@nsdl.co.in

B. In case a Member receives physical copy of the Notice of AGM for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy] :

- (i) Initial password is provided as below/at the bottom of the Attendance Slip for the AGM :

EVEN (Remote e-voting Event Number) USER ID PASSWORD/PIN

- (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.

- VI. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.
- VII. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.

NOTE: Shareholders who forgot the User Details/Password can use "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com. In case Shareholders are holding shares in demat mode, USER-ID is the combination of (DPID+ClientID). In case Shareholders are holding shares in physical mode, USER-ID is the combination of (Even No+Folio No).

- VIII. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- IX. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 22nd September, 2018.
- X. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 22nd September, 2018, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or the Company/RTA.

However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.

- XI. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
- XII. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
- XIII. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- XIV. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than two (2) days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- XV. The Result declared along with the Scrutinizers' Report shall be placed on the Company's website on 1st October, 2018 and on the website of NSDL immediately after the results are declared by the Chairman or any other person authorized by him and the Company shall, simultaneously, forward the results to the concerned Stock exchange where its equity shares are listed.

For and on behalf of the Board
Intercontinental Leasing & Finance Company Limited
Sd/-
Ravi Kharwad
Director
DIN: 02079606

Place: Mumbai
Date: 06/09/2018

Explanatory Statement Pursuant To Section 102 (1) of the Companies Act, 2013:

The following Explanatory Statements, as required under Section 102 of the Companies Act, 2013, set out all material facts relating to the business under Item Nos. 4 to 9 of the accompanying Notice.

Item No. 4:

Your directors have proposed the appointment of **Mr. Sandip Gupta (DIN:00404783)**, as an Independent Director of the Company and a resolution to that effect has been set out as Item No. 4 of this Notice.

Mr. Sandip Gupta is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director. He has also submitted a declaration of independence under Section 149(6) of the Companies Act, 2013 and under Regulation 16 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. In the opinion of the Board, he fulfills the conditions specified in the Act and the rules made thereunder and also under the SEBI LODR for appointment as Independent Director and is independent of the Management.

Except **Mr. Sandip Gupta** to whom the resolution relates and his relatives, to the extent of their shareholding interest, if any, in the Company, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of the Notice. A profile of **Mr. Sandip Gupta** is set out herein below the notice.

Item No. 5:

Your directors have proposed the appointment of **Mr. Vijay Shah (DIN:00747226)**, as an Independent Director of the Company and a resolution to that effect has been set out as Item No. 5 of this Notice.

Mr. Vijay Shah is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director. He has also submitted a declaration of independence under Section 149(6) of the Companies Act, 2013 and under Regulation 16 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. In the opinion of the Board, he fulfills the conditions specified in the Act and the rules made thereunder and also under the SEBI LODR for appointment as Independent Director and is independent of the Management.

Except **Mr. Vijay Shah** to whom the resolution relates and his relatives, to the extent of their shareholding interest, if any, in the Company, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of the Notice. A profile of **Mr. Vijay Shah** is set out herein below the notice.

Item No. 6:

Mr. Samir Shah was appointed as an Additional Director/Managing Director in the Board Meeting held on August 14, 2018. It is proposed to appoint Mr. Samir Shah for a term of office of five (5) years w.e.f. August 14, 2018 and fix his remuneration as detailed in the resolution.

The company has received a notice in writing from a member proposing his candidature for the office of Director of the Company. Mr. Samir Shah is not disqualified from being appointed as a Director in terms of section 164 of the Act and has given his consent to act as a Director.

He is willing to provide his services as a Managing Director of the Company for a period of 5 years at a remuneration of Rs. 1,00,000 per month.

Mr. Samir Shah is Spouse of Mrs. Tanvi Shah.

Except Mr. Samir Shah and Mrs. Tanvi Shah (his wife), none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the said resolution.

Item no. 7:

Mr. Amar Jaiswal, who was appointed as Non-Executive Director of the Company in the Board meeting held on 14th August, 2018 will hold the office till the ensuing Annual General Meeting of the Company.

A notice under section 160 of the Companies Act, 2013 has been received proposing his appointment as a Non-Executive Director.

Mr. Amar Jaiswal is not disqualified from being appointed as a Director in terms of section 164 of the Companies Act, 2013. Hence, it is proposed to appoint Mr. Amar Jaiswal as a Non-Executive Director of the Company.

The Board recommends the resolution at item no. 5 for the approval of the shareholders.

Mr. Amar Jaiswal is not related to any directors/KMP of the Company.

Except Mr. Amar Jaiswal, none of the other Directors/ KMP of the Company are in any way concerned or interested in the resolution.

Item no. 8:

Mr. Mitul Shah, who was appointed as Non-Executive Director of the Company in the Board meeting held on 14th August, 2018 will hold the office till the ensuing Annual General Meeting of the Company.

A notice under section 160 of the Companies Act, 2013 has been received proposing his appointment as a Non-Executive Director.

Mr. Mitul Shah is not disqualified from being appointed as a Director in terms of section 164 of the Companies Act, 2013. Hence, it is proposed to appoint Mr. Mitul Shah as a Non-Executive Director of the Company.

The Board recommends the resolution at item no. 6 for the approval of the shareholders.

Mr. Mitul Shah is not related to any directors/KMP of the Company.

Except Mr. Mitul Shah, none of the other Directors/ KMP of the Company are in any way concerned or interested in the resolution.

Item No. 9:

Ms. Tanvi Shah, who was appointed as Non-Executive Director of the Company in the Board meeting held on 14th August, 2018 will hold the office till the ensuing Annual General Meeting of the Company.

A notice under section 160 of the Companies Act, 2013 has been received proposing her appointment as a Non-Executive Director.

Ms. Tanvi Shah is not disqualified from being appointed as a Director in terms of section 164 of the Companies Act, 2013. Hence, it is proposed to appoint Ms. Tanvi Shah as a Non-Executive Director of the Company.

The Board recommends the resolution at item no. 7 for the approval of the shareholders.

Ms. Tanvi Shah is spouse of Mr. Samir Shah. She is not related to any other directors/KMP of the Company.

Except Ms. Tanvi Shah and Mr. Samir Shah (her husband), none of the other Directors/ KMP of the Company are in any way concerned or interested in the resolution.

Item No. 10:

Mr. Dinesh Shah, who was appointed as Non-Executive Independent Director of the Company in the Board meeting held on 14th August, 2018 will hold the office till the ensuing Annual General Meeting of the Company.

A notice under section 160 of the Companies Act, 2013 has been received proposing his appointment as a Non-Executive Independent Director. The Company has also received the declaration of Independence as required under section 149 (6) of the Companies Act, 2013 from Mr. Dinesh Shah.

Mr. Dinesh Shah is not disqualified from being appointed as a Director in terms of section 164 of the Companies Act, 2013. Hence, it is proposed to appoint Mr. Dinesh Shah as a Non-Executive Independent Director of the Company for a period of five years effective from 14th August, 2017.

The Board recommends the resolution at item no. 8 for the approval of the shareholders.

Mr. Dinesh Shah is not related to any directors/KMP of the Company.

Except Mr. Dinesh Shah, none of the other Directors/ KMP of the Company are in any way concerned or interested in the resolution.

Item no. 11:

Name Change of the Company from “Intercontinental Leasing and Finance Limited” to “Medico Intercontinental Limited”. The Board of Directors of the Company in its meeting held on 14th Day of August, 2018 decided to change the name of the Company from “Intercontinental Leasing and Finance Limited” to “Medico Intercontinental Limited” as a rebranding strategy. The Directors believe that the change in the name of the Company which is being undertaken as part of corporate rebranding would make the name of the Company simple, sharp and focused.

Since the resolution under consideration, for the approval of the members of the Company does not affect or relates to any other company in terms of the provisions of Section 102(2) of the Companies Act, accordingly requirement of giving shareholding of the promoter, director, manager and other key managerial personnel of the Company in that other Company is not applicable.

None of the other Directors/ KMP of the Company are in any way concerned or interested in the resolution.

Your Directors recommend the resolution for your approval as a Special Resolution.

Item No. 12:

The existing Articles of Association is in line with the erstwhile Companies Act, 1956, which are thus no longer in full conformity with the Companies Act, 2013 (New Act). The New Act is notified and substantive sections of the Act which deal with the general working of the Company are operational. As a result, several articles of the existing Articles of Association of the company require alteration / deletions. Given this position, it is considered expedient to wholly replace the existing Articles of Association by a new set of Articles.

It is thus expedient to adopt new set of Articles of Association (primarily based on Table F set out under the Companies Act, 2013) in place of the existing Articles of Association of the Company instead of amending the Articles of Association by alteration/incorporation of provisions of the Companies Act, 2013. Hence, the Board of Directors in their meeting held on 6th September, 2018 decided to adopt new set of Articles in place of existing Articles of Association of the Company and seek shareholder’s approval for the same.

In terms of section 5 and 14 of the Companies Act, 2013, the consent of the members by way of special required for adoption of new set of Articles of Association of the Company.

A copy of the proposed set of the new Articles of Association of the Company would be available for inspection for the members at the Registered Office of the Company during office hours on all working days, except Saturday between 11:00 a.m. to 6:00 p.m.

None of the Directors, Key Managerial Personnel of the Company and their relatives are concerned or interested in the said resolution.

Item No. 13:

In terms of section 186 of the Companies Act, 2013, no company shall directly or indirectly:

- a. Give any loan to any person or other body corporate;
- b. Give guarantee, or provide security, in connection with a loan to any other body corporate or person; and
- c. Acquire, by way of subscription, purchase or otherwise the securities of any other body corporate,

exceeding sixty percent of its paid up share capital, free reserves and securities premium account, or one hundred percent of its free reserves and securities premium account, whichever is more unless authorised by a special resolution passed in a general meeting of the members of the company.

The Company in routine course of business and/or for furtherance of its business including venturing into the new business, either on its own accord and/or through joint venture, and/or for organic/inorganic business opportunities may consider investing in equity shares and/or preference shares and/or any other equity linked instruments and/or any other instruments and / or by way of extending loans in the form of inter-corporate deposits or otherwise in various body(ies) corporate and / or give guarantee or provide security in connection with a loan to any other body corporate or person or persons, as the Board may deem fit, which may exceed the limits prescribed under Section 186 of the Companies Act, 2013.

In light of the same, it is felt desirable to obtain consent of the Company in terms of the provisions of Section 186 of the Companies Act, 2013 to make investment(s) and / or give loan(s) and / or provide guarantee(s) and / or security(ies) beyond the prescribed limits and to an extent of Rs. 10 Crores.

In view of the aforesaid provisions, you are requested to grant your consent to the special resolution as set out at Item No. 11 of the accompanying Notice.

None of the Directors, Key Managerial Personnel of the Company and their relatives are concerned or interested in the said resolution.

Item No. 14:

Keeping in view, the Company's existing and future financial requirements to support its business operations, the Company may need additional funds. For this purpose, the Company may require finance from various banks or financial institutions and/or lending institutions or bodies' corporates or other persons. Such borrowing may exceed the borrowing limits as prescribed under section 180 (1) (c) of the Companies Act, 2013.

Pursuant to section 180 (1) (c) of the Companies Act, 2013, the Board of Directors cannot borrow more than aggregate of the paid up capital and the free reserves of the company at any one time except with the consent of the members of the company in a general meeting. Hence, it is proposed to increase the maximum borrowing limits up to Rs. 10,00,00,000/- (Rupees Ten Crores only).

In order to facilitate securing the borrowing made by the company, it would be necessary to create charge on the assets or whole of the undertaking of the company. As the documents to be executed between the lenders and the Company may contain provisions to sell or lease substantial assets of the Company in certain events, it is necessary to pass a Special Resolution under section 180 (1) (a) of the act, for creation of charges/mortgages/hypothecations.

The Board recommends the resolution no. 12 of the Notice for approval of the Shareholders by a Special Resolution.

None of the Directors, Key Managerial Personnel of the Company and their relatives are concerned or interested in the said resolution.

**For and on behalf of the Board
Intercontinental Leasing & Finance Company Limited**

Sd/-

**Place: Mumbai
Date: 06/09/2018**

**Ravi Kharwad
Director
DIN: 02079606**

Details of Director Seeking Appointment/ Re-appointment at the Annual General Meeting

Name of the Director	Ravi Kharwad	Samir Shah	Amar Jaiswal
DIN	02079606	03350268	01755240
Nationality	Indian	Indian	Indian
Date of Appointment on Board	01/12/2013	14/08/2018	14/08/2018
Qualification	MBA in Finance	Bachelors of Pharmacy and Graduate in business administration	Bachelors in Science
Shareholding in company	2011	7,50,000	-
List of Directorships held in other Companies (excluding foreign, private and Section 8 Companies)	-	-	1
Memberships of Audit and Stakeholders' Relationship Committees across Public Companies	-	-	-
Remuneration paid or sought to be paid	-	-	-
Relationship with other Directors/KMP	None	Husband of Mrs. Tanvi Shah	None

Name of the Director	Mitul Shah	Tanvi Shah	Dinesh Shah
DIN	07106318	08192047	00345641
Nationality	Indian	Indian	Indian
Date of Appointment on Board	14/08/2018	14/08/2018	14/08/2018
Qualification	Chartered Accountant	Diploma in Architectural Assistantship	Bachelors in Science
Shareholding in company	-	-	-
List of Directorships held in other Companies (excluding foreign, private and Section 8 Companies)	-	-	-
Memberships of Audit and Stakeholders' Relationship Committees across Public Companies	-	-	-
Remuneration paid or sought to be paid	-	-	-
Relationship with other Directors/KMP	None	Wife of Mr. Samir Shah	None

Name of the Director	Sandip Gupta	Vijay Shah
DIN	00404783	00747226
Nationality	Indian	Indian
Date of Appointment on Board	29/09/2018	29/09/2018
Qualification	B.Sc., P.G. Diploma with Business Management	Bachelor in Commerce
Shareholding in company	-	-
List of Directorships held in other Companies (excluding foreign, private and Section 8 Companies)	-	2
Memberships of Audit and Stakeholders' Relationship Committees across Public Companies	-	-
Remuneration paid or sought to be paid	-	-
Relationship with other Directors/KMP	None	None

**For and on behalf of the Board
Intercontinental Leasing & Finance Company Limited
Sd/-**

**Place: Mumbai
Date: 06/09/2018**

**Ravi Kharwad
Director
DIN: 02079606**