

NOTICE

Notice is hereby given that the 35th Annual General Meeting of the Members of Medico Intercontinental Limited (formerly known as Intercontinental Leasing and Finance Company Limited) will be held on Saturday, 21st September, 2019 at 3.00 p.m. at ONYX Banquet Venue, Hotel Intercontinental Marine Drive, 135, Marine Drive, Mumbai – 400020, Maharashtra to transact the following business:

Ordinary Business:

1. To receive, consider and adopt the Audited Financial Statements (Standalone & Consolidated) for the financial year ended 31st March, 2019 together with the Reports of Board of Directors and Auditors thereon.
2. To appoint Director in place of Mrs. Tanvi Shah (DIN: 08192047), who retires by rotation and being eligible offers herself for reappointment.
3. To Appoint M/s. V. Goswami & Co., Chartered Accountants, Ahmedabad, as Statutory Auditor of the Company.

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, approval of the members of the Company be and is hereby accorded for appointment of M/s. V. Goswami & Co, Chartered Accountants (Firm Registration Number: 128769W), as Statutory Auditors of the Company to hold office until the conclusion of the fortieth (40th) Annual General Meeting (AGM) of the Company to be held in the year 2024, 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.”

“**RESOLVED FURTHER THAT** Mr. Samir Shah, Managing Director of the Company be and is hereby authorized for and on behalf of the Company to do all such acts, deeds, things and matters necessary and incidental to implement the aforesaid resolution and to file form w.r.t such appointment with Ministry of Corporate Affairs.”

SPECIAL BUSINESSES:

4. **REGULARISATION OF MS. SWATI VIKRAMKUMAR SHAH AS NON-EXECUTIVE DIRECTOR OF THE COMPANY**

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 152, 160, 161 of the Companies Act, 2013 and other applicable provisions (including any modification or re-enactment thereof), if any, of the Companies Act, 2013, Ms. Swati Vikramkumar Shah (DIN: 08420884) who was appointed as an Additional Non-Executive Director in the meeting of the Board of Directors held on 29th May, 2019 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 her candidature for the office of the Director be and is hereby appointed as director of the Company liable to retire by rotation.”

5. **APPROVAL OF LOANS, INVESTMENTS, GUARANTEE OR SECURITY UNDER SECTION 185 OF THE COMPANIES ACT, 2013:**

To consider and if thought fit, to pass with or without modifications, the following resolution as **Special Resolution**:

“**RESOLVED THAT** pursuant to Section 185 and all other applicable provisions of the Companies Act, 2013 and rules made thereunder as amended from time to time, the consent of the Members of the Company be and is hereby accorded to authorize Board of Directors of the Company (hereinafter referred to as the Board, which term shall be deemed to include, unless the context otherwise required, any committee of the Board or any director or officer(s) authorized by the Board to exercise the powers conferred on the Board under this resolution) to advance any loan including any loan represented by a book debt, or give any guarantee or provide any security in connection with any loan taken by any entity which is a subsidiary or associate or joint venture of the Company, (in which any director is deemed to be interested) upto an aggregate sum

of Rs. 30 crores (Rupees Thirty Crores only) in their absolute discretion deem beneficial and in the interest of the Company, provided that such loans are utilized by the borrowing company for its principal business activities.”

“**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, any of the Board of Directors of the Company be and are hereby authorised, on behalf of the Company, to do all acts, deeds, matters and things in their absolute discretion as deem necessary, proper and expedient or incidental and to sign and execute all necessary documents, applications and returns, in the interest of the Company.”

6. 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), and in supersession of the earlier resolution passed with regard to investment activity of the Company in Extraordinary General Meeting held on March 23, 2019, 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. 30 Crores (Rupees Thirty Crores 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.”

7. APPROVAL FOR ENTERING INTO RELATED PARTY TRANSACTIONS:

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

“**RESOLVED THAT** pursuant to provisions of Section 188 and any other applicable provisions, if any, of the Companies Act, 2013 read with the Rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in supersession of the earlier resolution passed in the Extraordinary General Meeting held on March 23, 2019 and the provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended from time to time), consent of the members of the Company be and is hereby accorded for entering into the following related party transaction(s) to the extent of the maximum amounts in any financial year, as provided below:

Name of the Related Party	Nature of Transactions as per Section 188 of the Companies Act, 2013	Name of the Director or KMP who is related, if any	Nature of Relationship	Material terms and particulars of the Contract or arrangement	Monetary Value (in Rs.)	Any other relevant important for the information for members to take decision on the proposed resolution
Medico Healthcare	Transactions related to purchase, sale, rent income, rent exp, commission received and commission paid	Mr. Samir Shah, Mr. Dilipkumar Shah and Mrs. Tanvi Shah	Mr. Samir Shah and Mr. Dilipkumar Shah are partners in Medico Healthcare. Mrs. Tanvi Shah is wife of Mr. Samir Shah	As per the terms of the respective contracts or arrangements entered into or to be entered into from time to time in the ordinary course of business and on arm's length basis	Upto Rs.10 Crores	None
Ritz Pharma	Transactions related to purchase, sale, rent income, rent exp, commission received and commission paid	Mr. Samir Shah, Mr. Dilipkumar Shah and Mrs. Tanvi Shah	Mr. Samir Shah and Mr. Dilipkumar Shah are partners in Ritz Pharma. Mrs. Tanvi Shah is wife of Mr. Samir Shah.	As per the terms of the respective contracts or arrangements entered into or to be entered into from time to time in the ordinary course of business and on arm's length basis	Upto Rs.5 Crores	None
Flora Marketing	Transactions related to purchase, sale, rent income, rent exp, commission received and commission paid	Mrs. Tanvi Shah and Mr. Samir Shah	Mrs. Tanvi Shah is the Proprietor of Flora Marketing. Mr. Samir Shah is husband of Mrs. Tanvi Shah.	As per the terms of the respective contracts or arrangements entered into or to be entered into from time to time in the ordinary course of business and on arm's length basis	Upto Rs.3 Crores	None
Oxford Pharma	Transactions related to purchase and sale	Mr. Samir Shah and Mrs. Tanvi Shah	Mr. Samir Shah is a Partner in Oxford Pharma. Mrs. Tanvi Shah is wife of Mr. Samir Shah	As per the terms of the respective contracts or arrangements entered into or to be entered into from time to time into or to be entered in the ordinary course of business and on arm's length basis	Upto Rs.20 Crores	None
Kingston Infracon	Transactions related to commission paid, commission income and other services	Mr. Samir Shah, Mr. Dilipkumar Shah and Mrs. Tanvi Shah	Mr. Samir Shah and Mr. Dilipkumar Shah are Partners of Kingston Infracon and Mrs. Tanvi Shah is wife of Mr. Samir Shah	As per the terms of the respective contracts or arrangements entered into or to be entered into from time to time in the ordinary course of business and on arm's length basis	Upto Rs. 5 Crores	None

Name of the Related Party	Nature of Transactions as per Section 188 of the Companies Act, 2013	Name of the Director or KMP who is related, if any	Nature of Relationship	Material terms and particulars of the Contract or arrangement	Monetary Value (in Rs.)	Any other relevant important for the information for members to take decision on the proposed resolution
Kingston Cafe	Transactions related to commission paid, commission income and other services	Mr. Samir Shah	Mr. Samir Shah is Proprietor of Kingston Cafe and Mrs. Tanvi Shah is wife of Mr. Samir Shah	As per the terms of the respective contracts or arrangements entered into or to be entered into from time to time in the ordinary course of business and on arm's length basis	Upto Rs.5 Crores	None
Kingston Club & Spa Private Limited	Transactions related to commission paid, commission income and other services	Mr. Samir Shah, Mr. Dilip Shah and Mrs. Tanvi Shah	Mr. Samir Shah & Mr. Dilip Shah are Directors of the Company. Mrs. Tanvi Shah is wife of Mr. Samir Shah	As per the terms of the respective contracts or arrangements entered into or to be entered into from time to time in the ordinary course of business and on arm's length basis	Upto Rs.5 Crores	None
Medico Medserve India Private Limited	Transactions related to purchase, sale, commission received, commission paid, loan taken, loan given	Mr. Samir Shah, Mr. Dilip Shah and Mrs. Tanvi Shah	Mr. Samir Shah & Mr. Dilip Shah are Directors of the Company. Mrs. Tanvi Shah is wife of Mr. Samir Shah	As per the terms of the respective contracts or arrangements entered into or to be entered into from time to time in the ordinary course of business and on arm's length basis	Upto Rs. 3 Crores	None
Mr. Samir Shah	Transactions related to Remuneration, Interest paid, Loan taken, rent income and other perquisites	Mrs. Tanvi Shah and Mr. Dilip Shah	Mr. Samir Shah is Managing Director of the Company. Mr. Dilipkumar Shah is father of Mr. Samir Shah. Mrs. Tanvi Shah is wife of Mr. Samir Shah	As per the terms of the respective contracts or arrangements entered into or to be entered into from time to time in the ordinary course of business and on arm's length basis	Upto Rs.20 Crores	None
Mr. Dilip Shah	Transactions related to Remuneration, Interest paid, Loan taken, rent income and other perquisites	Mr. Samir Shah and Mrs. Tanvi Shah	Mr. Dilip Shah is father of Mr. Samir Shah and CEO of the Company. Mrs. Tanvi Shah is wife of Mr. Samir Shah	As per the terms of the respective contracts or arrangements entered into or to be entered into from time to time in the ordinary course of business and on arm's length basis	Upto Rs. 5 Crores	None

Name of the Related Party	Nature of Transactions as per Section 188 of the Companies Act, 2013	Name of the Director or KMP who is related, if any	Nature of Relationship	Material terms and particulars of the Contract or arrangement	Monetary Value (in Rs.)	Any other relevant important for the information for members to take decision on the proposed resolution
Mr. Ronak Shah	Transactions related to Remuneration, Interest income, Interest exp, rent income, Loan given, loan taken and other perquisites	Mr. Samir Shah	Mr. Ronak Shah is cousin brother of Mr. Samir Shah	As per the terms of the respective contracts or arrangements entered into or to be entered into from time to time in the ordinary course of business and on arm's length basis	Upto Rs.3 Crores	None
Mr. Sharadbhai Shah	Transactions related to Remuneration, Interest income, Interest exp, rent income, Loan given, loan taken and other perquisites	Mr. Samir Shah	Mr. Sharad Shah is real uncle of Mr. Samir Shah	As per the terms of the respective contracts or arrangements entered into or to be entered into from time to time in the ordinary course of business and on arm's length basis	Upto Rs.3 Crores	None
Mrs. Panna Shah	Remuneration paid	Mr. Samir Shah	Mrs. Panna Shah is wife of Mr. Sharadbhai Shah	As per the terms of the respective contracts or arrangements entered into or to be entered into from time to time in the ordinary course of business and on arm's length basis	Upto Rs.50 lakhs	None
Mr. Jay Shah	Remuneration paid	Mr. Samir Shah	Mr. Jay Shah is Cousin brother of Mr. Samir Shah, Managing Director of the Company.	As per the terms of the respective contracts or arrangements entered into or to be entered into from time to time in the ordinary course of business and on arm's length basis	Upto Rs.10 Lakhs	None
Mrs. Khushboo Shah	Transactions related to Remuneration, Interest, Rent Income, Loan taken and loan Given	Mr. Samir Shah	Mrs. Khushboo Shah is wife of Mr. Ronak Shah Brother of Mr. Samir Shah	As per the terms of the respective contracts or arrangements entered into or to be entered into from time to time in the ordinary course of business and on arm's length basis	Upto Rs.1 Crores	None

“RESOLVED FURTHER THAT the Board of Directors of the Company (the “Board”, which term shall be deemed to include its “Committee of Directors”), be and is hereby authorized to do or cause to be done all such acts, matters, deeds and things and to settle any questions, difficulties or doubts that may arise with regard to any transactions.”

**For and on behalf of the Board
Medico Intercontinental Limited
(formerly known as Intercontinental Leasing and Finance Company Limited)**

**Place : Mumbai
Date : 21/08/2019**

**Sd/-
Samir Shah
Managing Director
DIN: 03350268**

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 7 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 DBS Business Center, 213, Raheja Chambers, 2nd Floor, Free Press Journal Road, Nariman Point, Mumbai – 400021, 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 14th September, 2019 to 21st September, 2019 (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., Lower Parel (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 2018-19, the Notice of the 35th 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 35th AGM and the Annual Report 2018-19 will be available on the Company's website www.medicointercontinental.com. 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: - mail@medicointercontinental.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. Yash Mehta, Proprietor of M/s. Yash Mehta & Associates, 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 18th September, 2019 (9:00 am) and ends on 20th September, 2019 (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 14th September, 2019, 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:

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

Step 2: Cast your vote electronically on NSDL e-Voting system.

Details on Step 1 is mentioned below:

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholders’ section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical		Your User ID is:
a)	For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b)	For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c)	For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 111529 then user ID is 111529001***

5. Your password details are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
 - c) How to retrieve your ‘initial password’?
 - (i) If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you

from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

- (ii) If your email ID is not registered, your 'initial password' is communicated to you on your postal address.
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) Physical User Reset Password? (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Details on Step 2 is given below:

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

- 1 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. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to yash.ymassociates@gmail.com with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.

3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nSDL.com or call on toll free no.: 1800-222-990 or send a request at evoting@nSDL.co.in
- VI. 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).
- VII. 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 14th September, 2019.
- VIII. 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. 14th September, 2019, 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.
- IX. 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.
- X. 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.
- XI. 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.
- XII. 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.
- XIII. The Result declared along with the Scrutinizers' Report shall be placed on the Company's website on 23rd September, 2019 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
Medico Intercontinental Limited
(formerly known as Intercontinental Leasing and Finance Company Limited)**

Place : Mumbai
Date : 21/08/2019

Sd/-
Samir Shah
Managing Director
DIN: 03350268

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 7 of the accompanying Notice.

ITEM NO. 4:

Ms. Swati Vikramkumar Shah, who was appointed as Non-Executive Additional Director of the Company in the Board meeting held on 29th May, 2019 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.

Ms. Swati Vikramkumar 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. Swati Vikramkumar Shah as a Non-Executive Director of the Company.

The Board recommends the resolution at item no. 4 for the approval of the shareholders.

Ms. Swati Vikramkumar Shah is related to directors/KMP of the Company.

None of the Directors/ KMP of the Company are in any way concerned or interested in the resolution except to the extent of their shareholding in the Company.

ITEM NO. 5:

The Company is expected to render support for the business requirements of other companies in the group, from time to time. However, owing to certain restrictive provisions contained in the Section 185 of the Companies Act, 2013 and subject to amendments as may be notified from time to time, the Company with the approval of members by way of Special Resolution, would be in a position to provide financial assistance by way of loan to other entities in the group or give guarantee or provide security in respect of loans taken by such entities, for their principal business activities.

The members may note that Board of Directors would carefully evaluate proposals and provide such loan, guarantee or security proposals through deployment of funds out of internal resources / accruals and / or any other appropriate sources, from time to time, only for principal business activities of the group entities.

Hence, in order to enable the Company to advance loan to Subsidiaries / Associates / joint ventures/ other companies/ firms in which directors are interested directly or indirectly under Section 185 of the Companies Act, 2013 required approval of members by Special Resolution.

The Board of Directors recommend the special resolution for approval of the Members of the Company.

None of the Directors, Key managerial personnel and their relatives are concerned or interested in the aforesaid resolution except to the extent of their shareholding in the Company.

ITEM NO. 6:

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 members of the Company at the Extraordinary General Meeting held on March 23, 2018 had passed a resolution authorizing the Board of Directors of the Company to give guarantee, loans and make investments of securities of body corporate from time to time, up to Rs. 20 Crores.

The Company is diversifying into the pharmaceutical sector and hence it is considered necessary to increase the limits from Rs. 20 Crores to Rs. 30 Crores to facilitate any opportunities for inorganic growth and make other strategic investments.

The Board of Directors recommend the resolution for the approval of members of the Company as a Special Resolution.

None of the Directors or Key Managerial Personnel or any of their relatives is, in anyway, concerned or interested in the above resolution.

ITEM NO. 7:

The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (LODR Regulations) provides for obtaining approval of members for entering into material related party transactions as provided therein.

Further, in terms of the provisions of section 188 (1) of the Companies Act, 2013 read with the rules framed thereunder, for entering into related party transactions where the transaction value exceeds the thresholds prescribed, prior approval of members by way of an Ordinary Resolution is required.

Accordingly, in terms of the provisions of the LODR Regulations and the Companies Act, 2013, approval of the members of the Company is being sought by way of an Ordinary Resolution set out at Item No. 6 of this Notice.

Pursuant to the requirements prescribed under the Companies (Meetings of the Board and its Powers) Rules, 2014, as amended from time to time, the details in relation to the transactions with related parties, is as under:

Name of the Related Party	Nature of Transactions as per Section 188 of the Companies Act, 2013	Name of the Director or KMP who is related, if any	Nature of Relationship	Material terms and particulars of the Contract or arrangement	Monetary Value (in Rs.)	Any other relevant important for the information for members to take decision on the proposed resolution
Medico Healthcare	Transactions related to purchase, sale, rent income, rent exp, commission received and commission paid	Mr. Samir Shah, Mr. Dilipkumar Shah and Mrs. Tanvi Shah	Mr. Samir Shah and Mr. Dilipkumar Shah are partners in Medico Healthcare. Mrs. Tanvi Shah is wife of Mr. Samir Shah	As per the terms of the respective contracts or arrangements entered into or to be entered into from time to time in the ordinary course of business and on arm's length basis	Upto Rs.10 Crores	None
Ritz Pharma	Transactions related to purchase, sale, rent income, rent exp, commission received and commission paid	Mr. Samir Shah, Mr. Dilipkumar Shah and Mrs. Tanvi Shah	Mr. Samir Shah and Mr. Dilipkumar Shah are partners in Ritz Pharma. Mrs. Tanvi Shah is wife of Mr. Samir Shah.	As per the terms of the respective contracts or arrangements entered into or to be entered into from time to time in the ordinary course of business and on arm's length basis	Upto Rs.5 Crores	None
Flora Marketing	Transactions related to purchase, sale, rent income, rent exp, commission received and commission paid	Mrs. Tanvi Shah and Mr. Samir Shah	Mrs. Tanvi Shah is the Proprietor of Flora Marketing. Mr. Samir Shah is husband of Mrs. Tanvi Shah.	As per the terms of the respective contracts or arrangements entered into or to be entered into from time to time in the ordinary course of business and on arm's length basis	Upto Rs.3 Crores	None

Name of the Related Party	Nature of Transactions as per Section 188 of the Companies Act, 2013	Name of the Director or KMP who is related, if any	Nature of Relationship	Material terms and particulars of the Contract or arrangement	Monetary Value (in Rs.)	Any other relevant important for the information for members to take decision on the proposed resolution
Oxford Pharma	Transactions related to purchase and sale	Mr. Samir Shah and Mrs. Tanvi Shah	Mr. Samir Shah is a Partner in Oxford Pharma. Mrs. Tanvi Shah is wife of Mr. Samir Shah	As per the terms of the respective contracts or arrangements entered into or to be entered into from time to time into or to be entered in the ordinary course of business and on arm's length basis	Upto Rs.20 Crores	None
Kingston Infracon	Transactions related to commission paid, commission income and other services	Mr. Samir Shah, Mr. Dilipkumar Shah and Mrs. Tanvi Shah	Mr. Samir Shah and Mr. Dilipkumar Shah are Partners of Kingston Infracon and Mrs. Tanvi Shah is wife of Mr. Samir Shah	As per the terms of the respective contracts or arrangements entered into or to be entered into from time to time in the ordinary course of business and on arm's length basis	Upto Rs. 5 Crores	None
Kingston Cafe	Transactions related to commission paid, commission income and other services	Mr. Samir Shah	Mr. Samir Shah is Proprietor of Kingston Cafe and Mrs. Tanvi Shah is wife of Mr. Samir Shah	As per the terms of the respective contracts or arrangements entered into or to be entered into from time to time in the ordinary course of business and on arm's length basis	Upto Rs.5 Crores	None
Kingston Club & Spa Private Limited	Transactions related to commission paid, commission income and other services	Mr. Samir Shah, Mr. Dilip Shah and Mrs. Tanvi Shah	Mr. Samir Shah & Mr. Dilip Shah are Directors of the Company. Mrs. Tanvi Shah is wife of Mr. Samir Shah	As per the terms of the respective contracts or arrangements entered into or to be entered into from time to time in the ordinary course of business and on arm's length basis	Upto Rs.5 Crores	None
Medico Medserve India Private Limited	Transactions related to purchase, sale, commission received, commission paid, loan taken, loan given	Mr. Samir Shah, Mr. Dilip Shah and Mrs. Tanvi Shah	Mr. Samir Shah & Mr. Dilip Shah are Directors of the Company. Mrs. Tanvi Shah is wife of Mr. Samir Shah	As per the terms of the respective contracts or arrangements entered into or to be entered into from time to time in the ordinary course of business and on arm's length basis	Upto Rs. 3 Crores	None

Name of the Related Party	Nature of Transactions as per Section 188 of the Companies Act, 2013	Name of the Director or KMP who is related, if any	Nature of Relationship	Material terms and particulars of the Contract or arrangement	Monetary Value (in Rs.)	Any other relevant information for members to take decision on the proposed resolution
Mr. Samir Shah	Transactions related to Remuneration, Interest paid, Loan taken, rent income and other perquisites	Mrs. Tanvi Shah and Mr. Dilip Shah	Mr. Samir Shah is Managing Director of the Company. Mr. Dilipkumar Shah is father of Mr. Samir Shah. Mrs. Tanvi Shah is wife of Mr. Samir Shah	As per the terms of the respective contracts or arrangements entered into or to be entered into from time to time in the ordinary course of business and on arm's length basis	Upto Rs.20 Crores	None
Mr. Dilip Shah	Transactions related to Remuneration, Interest paid, Loan taken, rent income and other perquisites	Mr. Samir Shah and Mrs. Tanvi Shah	Mr. Dilip Shah is father of Mr. Samir Shah and CEO of the Company. Mrs. Tanvi Shah is wife of Mr. Samir Shah	As per the terms of the respective contracts or arrangements entered into or to be entered into from time to time in the ordinary course of business and on arm's length basis	Upto Rs. 5 Crores	None
Mr. Ronak Shah	Transactions related to Remuneration, Interest income, Interest exp, rent income, Loan given, loan taken and other perquisites	Mr. Samir Shah	Mr. Ronak Shah is cousin brother of Mr. Samir Shah	As per the terms of the respective contracts or arrangements entered into or to be entered into from time to time in the ordinary course of business and on arm's length basis	Upto Rs.3 Crores	None
Mr. Sharadbhai Shah	Transactions related to Remuneration, Interest income, Interest exp, rent income, Loan given, loan taken and other perquisites	Mr. Samir Shah	Mr. Sharad Shah is real uncle of Mr. Samir Shah	As per the terms of the respective contracts or arrangements entered into or to be entered into from time to time in the ordinary course of business and on arm's length basis	Upto Rs.3 Crores	None
Mrs. Panna Shah	Remuneration paid	Mr. Samir Shah	Mrs. Panna Shah is wife of Mr. Sharadbhai Shah	As per the terms of the respective contracts or arrangements entered into or to be entered into from time to time in the ordinary course of business and on arm's length basis	Upto Rs.50 lakhs	None

Name of the Related Party	Nature of Transactions as per Section 188 of the Companies Act, 2013	Name of the Director or KMP who is related, if any	Nature of Relationship	Material terms and particulars of the Contract or arrangement	Monetary Value (in Rs.)	Any other relevant information for the members to take decision on the proposed resolution
Mr. Jay Shah	Remuneration paid	Mr. Samir Shah	Mr. Jay Shah is Cousin brother of Mr. Samir Shah, Managing Director of the Company.	As per the terms of the respective contracts or arrangements entered into or to be entered into from time to time in the ordinary course arm's length basis	Upto Rs.10 Lakhs	None
Mrs. Khushboo Shah	Transactions related to Remuneration, Interest, Rent Income, Loan taken and loan Given	Mr. Samir Shah	Mrs. Khushboo Shah is wife of Mr. Ronak Shah Brother of Mr. Samir Shah	As per the terms of the respective contracts or arrangements entered into or to be entered into from time to time in the ordinary course of business and on arm's length basis	Upto Rs.1 Crores	None

The Board of Directors recommend the resolution for the approval of members of the Company as an Ordinary Resolution. None of the Directors or Key Managerial Personnel or any of their relatives is, in anyway, concerned or interested in the above resolution, save and except to the extent of their ownership and management rights, if any, in the entity mentioned in the said resolution.

**For and on behalf of the Board
Medico Intercontinental Limited
(formerly known as Intercontinental Leasing and Finance Company Limited)**

**Place : Mumbai
Date : 21/08/2019**

**Sd/-
Samir Shah
Managing Director
DIN: 03350268**

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

Name of the Director	Tanvi Shah	Swati Vikramkumar Shah
DIN	08192047	08420884
Nationality	Indian	Indian
Date of Appointment on Board	14/08/2018	29/05/2019
Qualification	Diploma in Architectural Assistantship	LLM and Pursuing PhD in Law.
Shareholding in company	-	-
List of Directorships held in other Companies (excluding foreign, private and Section 8 Companies)	Azillian Healthcare Private Limited	Medico Medserve India Private Limited
Memberships of Audit and Stakeholders' Relationship Committees across Public Companies	Members of Stakeholders Relationship Committee of Medico Intercontinental Limited	-
Remuneration paid or sought to be paid	-	-
Relationship with other Directors/KMP	Wife of Mr. Samir Shah	Cousin Sister in law of Mr. Samir Shah

**For and on behalf of the Board
Medico Intercontinental Limited
(formerly known as Intercontinental Leasing and Finance Company Limited)**

**Place : Mumbai
Date : 21/08/2019**

**Sd/-
Samir Shah
Managing Director
DIN: 03350268**