

NOTICE

Notice is hereby given that the 36th Annual General Meeting of the Members of Medico Intercontinental Limited (*formerly known as Intercontinental Leasing and Finance Company Limited*) will be held on Thursday, 3rd September, 2020 at 03:00 P.M. through Video Conferencing (VC) / Other Audio Visual Means (OAVM) 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, 2020 together with the Reports of Board of Directors and Auditors thereon.
2. To appoint Director in place of Mrs. Swati Vikramkumar Shah (DIN: 08420884), who retires by rotation and being eligible offers herself for reappointment.

SPECIAL BUSINESSES:

3. **REGULARISATION OF MR. HIREN RAVINDRABHAI SHAH AS AN INDEPENDENT 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, Mr. Hiren Ravindrabhai Shah (DIN: 08793267) who was appointed as an Additional Independent Director in the meeting of the Board of Directors held on 4th August, 2020 and whose term expires at this 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."

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

4. **INCREASE AUTHORIZED SHARE CAPITAL OF THE COMPANY AND CONSEQUENT ALTERATION IN THE CLAUSE V OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY**

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

"RESOLVED THAT pursuant to the provisions of section 13, 61 and 64 and rules made there under and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force), the Authorized Share Capital of the Company be and is hereby increased from Rs. 10,00,00,000/- (Rupees Ten Crores only) divided into 1,00,00,000 (One Crore) Equity Shares of Rs. 10/- (Rupees Ten only) each to Rs. 20,00,00,000/- (Rupees Twenty Crores only) divided into 2,00,00,000 (Two Crores) Equity Shares of Rs. 10/- (Rupees Ten only) each by creation of additional 1,00,00,000 (One Crore) Equity Shares of Rs. 10/- (Rupees Ten only) each ranking pari passu in all the respect with the existing equity shares of the Company.

RESOLVED FURTHER THAT Clause V of the Memorandum of Association of the Company be altered and substituted as under:

"V. The Authorized Share Capital of the Company is Rs. 20,00,00,000/- (Rupees Twenty Crores only) divided into 2,00,00,000 (Two Crores) Equity Shares of Rs. 10/- each, with the power to increase or reduce the capital of the Company and divide the shares in the Capital for the time being into several classes and attach thereto respectively such preferential, deferred, qualified or special rights, privileges

or conditions as may be determined by or in accordance with the Articles of Association of the Company for the time being and to determine, vary, modify, amalgamate or abrogate any such rights, privileges or conditions in such manner as may be permitted by the Companies Act, 2013 or by the Articles of Association of the Company for the time being.”

RESOLVED FURTHER THAT the Board of Directors (hereinafter referred to as the “Board”, which terms shall deem to include any of its duly constituted committee) or any officer/executive/representative and/or any other person so authorized by the Board be and is hereby authorized on behalf of the Company to do all such acts, deeds and things and execute all such documents and to do all such acts, deeds, matters and things, as may be necessary, proper or expedient without being required to any further consent or approval of the Company or otherwise to the end and intent that they shall be deemed to have given all necessary approval thereto expressly by the authority of this resolution, for the purpose of giving effect to this resolution.”

5. ISSUE OF WARRANTS ON PREFERENTIAL BASIS

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

“RESOLVED THAT pursuant to the provisions of Section 23, 42, 62 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 and such others rules and regulations made thereunder (including any amendments, statutory modification(s) and/or re-enactment thereof for the time being in force) (the “Act”), the provisions of the Memorandum and Articles of Association of the Company and any other rules, regulations, guidelines, notifications, circulars and clarifications issued by the Government of India, Ministry of Corporate Affairs, Reserve Bank of India, Securities and Exchange Board of India (“SEBI”), including the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time (“SEBI Listing Regulations”), SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended or re-enacted from time to time (“SEBI (ICDR) Regulations”) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (“SEBI Takeover Regulations”) and subject to necessary approvals, permissions, sanctions and consents, if any and as may be required from the Competition Commission of India (“CCI”) and any other relevant governmental authorities including from BSE Limited and Calcutta Stock Exchange (collectively the “Stock Exchanges”) and subject to such other approvals, permissions, sanctions and consents as may be necessary under all other statutes, rules, regulations, guidelines, notifications, circulars and clarifications as may be applicable and on such terms and conditions (including any alterations, modifications, corrections, changes and variations, if any, that may be stipulated while granting such approvals, permissions, sanctions and consents as the case may be required) by any other regulatory authorities which may be agreed to and/or accepted by the Board of Directors of the Company (hereinafter referred to as “Board” which term shall be deemed to include any duly constituted / to be constituted Committee of Directors thereof to exercise its powers including powers conferred under this resolution) and subject to any other alterations, modifications, conditions, corrections, changes and variations that may be decided by the Board in its absolute discretion, the consent of the Members of the Company be and is hereby accorded to the Board to create, offer, issue and allot at an appropriate time, in one or more tranches in aggregate and upto 67,51,000 (Sixty Seven Lakhs Fifty One Thousand Only) equity warrants (“Equity Warrants”) at a price of Rs. 31/- (Rupees Thirty One only) per warrant, each convertible into or exchangeable for One (1) equity share of face value of Rs. 10/- each (“the Equity Shares”) at a premium of Rs. 21/- (Rupees Twenty One Only) per share aggregating to Rs. 20,92,81,000/- (Rupees Twenty Crores Ninety Two Lakhs Eighty One Thousand Only) to below mentioned proposed allottee(s), for cash and in such form and manner and in accordance with the provisions of SEBI (ICDR) Regulations and SEBI Takeover Regulations or other applicable laws and on such terms and conditions as the Board may, in its absolute discretion think fit and without requiring any further approval or consent from the Members.

List of Proposed Allottee (s):

Name of the Proposed Allottee (s)	Address	Class or classes of person(s)	No. of convertible warrants to be allotted
Samir Shah	3, Varsha Bungalows, Nr. Dhananjay Cross Road, Satellite, Ahmedabad - 380015	Promoter	3246500
Dilipkumar Bhogilal Shah	3, Varsha Bungalows, Nr. Dhananjay Cross Road, Satellite, Ahmedabad - 380015	Promoter	876603
Vimlesh Champaklal Bhandari	103, Avani Palace, Nr. Jain Merchant Society, Jain Merchant, Paldi, Ahmedabad - 380007	Non-Promoter	174900
Shilpa V Bhandari	103, Avani Palace, Nr. Jain Merchant Society, Jain Merchant, Paldi, Ahmedabad - 380007	Non-Promoter	174900
Mitul Jagdishchandra Shah	75, Uganda Society, Gurukul Road, Opp. Infront of Uganda Hall, Memnagar, Ahmedabad - 380052	Non-Promoter	124900
Jagdishchandra Shah HUF	75, Uganda Co Op H Society Ltd, Opp Uganda Hall, Near Bapukrupa Soc, Gurukul Road, Memnagar, Ahmedabad - 380052	Non-Promoter	124900
Ritaben Jagdishchandra Shah	75, Uganda Society, Opp Uganda Hall, Gate No 7, Gurukul, Memnagar, Ahmedabad - 380052	Non-Promoter	124900
Mikita Tejas Shah	75, Uganda Co Op H Society Ltd, Opp Bapukrupa Society, Memnagar, Ahmedabad - 380052	Non-Promoter	124900
Amar Jaiswal	A-15, Marutinandan Vihar, Near Suncity, Ahmedabad, Gujarat - 380058	Non-Promoter	428497
Ashish Jaiswal	A-15, Marutinandan Vihar, Near Suncity, Ahmedabad, Gujarat - 380058	Non-Promoter	450000
Chandrakala Amar Jaiswal	A-15, Marutinandan Vihar, Near Suncity, Ahmedabad, Gujarat - 380058	Non-Promoter	450000
Dalima Ashish Jaiswal	A-15, Marutinandan Vihar, Near Suncity,	Non-Promoter	450000

	Ahmedabad, Gujarat - 380058		
TOTAL			67,51,000

RESOLVED FURTHER THAT the “Relevant Date” in accordance with SEBI (ICDR) Regulations would be 4th August, 2020, the date 30 days prior to the date of this AGM, shall be considered as the Relevant Date for the purpose of abovementioned issue of Equity Warrants convertible into Equity Shares.

RESOLVED FURTHER THAT without prejudice to the generality of the above, the issue of Equity Warrants shall be subject to following terms:

- a) The proposed Equity Warrants shall be issued and allotted by the Company to Proposed Allottee within a period of Fifteen (15) days from the date of passing of this resolution provided that where the issue and allotment of the proposed Equity Warrants is pending on account of pendency of any approval for such issue and allotment by any regulatory authority or the Central Government, the issue and allotment shall be completed within a period of Fifteen (15) days from the date of receipt of last of such approvals;
- b) Each Equity Warrant is convertible into One (1) Equity Share and the conversion can be exercised by warrant holder(s) at any time during the period of Eighteen (18) months from the date of allotment of Equity Warrants, in one or more tranches, as the case may be and on such other terms and conditions as applicable;
- c) The Equity Warrants proposed to be issued shall be subject to appropriate adjustment, if during the interim period, the Company makes any issue of equity shares by way of capitalization of profits or reserves, upon demerger / realignment, rights issue or undertakes consolidation / sub-division / re-classification of equity shares or such other similar events or circumstances requiring adjustments as permitted under SEBI (ICDR) Regulations and all other applicable regulations from time to time;
- d) Equity Warrant subscription price equivalent to 25% of the issue price will be payable at the time of subscription of Equity Warrants, as prescribed by the SEBI (ICDR) Regulations, which would be adjusted by the Company and appropriated against the issue price of the Equity Shares. Equity Warrant exercise price equivalent to the 75% of the issue price of the equity shares shall be payable by the warrant holder(s) at the time of exercising conversion of Equity Warrants;
- e) The warrant holder(s) shall be entitled to exercise the option of exercising any or all of the Equity Warrants in one or more tranches by way of a written notice which shall be given to the Company, specifying the number of Equity Warrants proposed to exercise along with the aggregate amount payable thereon, prior to or at the time of conversion. The Company shall accordingly, without any further approval from the Members of the Company, issue and allot the corresponding number of Equity Shares and perform such actions as required to credit the Equity Shares to the depository account and entering the name of allottee in the records of the Company as the registered owner of such Equity Shares;
- f) The Equity Shares to be so allotted on exercise of Equity Warrants shall be in dematerialized form and shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank pari-passu in all respects including dividend, with the existing equity shares of the Company;
- g) In the event the warrant holder(s) does not exercise the Equity Warrants within Eighteen (18) months from the date of allotment of the Equity Warrants, then such Equity Warrants shall lapse and the amount paid shall stand forfeited by the Company;

- h) The Equity Warrants issued and allotted will be transferable within the Promoter Group subject to compliance of applicable provisions and subject to such other approvals as may be necessary from time to time;
- i) The Equity Shares arising from the exercise of the Equity Warrants will be listed on Stock Exchanges where the equity shares of the Company are listed, subject to the receipt of necessary regulatory permissions and approvals as the case may be and shall *inter-alia* be governed by the regulations and guidelines issued by SEBI or any other statutory authority;
- j) The Equity Warrants and the Equity Shares being allotted pursuant to exercise of such Equity Warrants shall be subject to a lock-in for such period as specified under applicable provisions of SEBI (ICDR) Regulations.

RESOLVED FURTHER THAT the Board be and is hereby authorized to issue and allot such number of Equity Shares of the Company as may be required to be issued and allotted upon exercise of the option by the warrant holder(s).

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as the Board may, in its absolute discretion, deem necessary or desirable for such purpose, including without limitation to vary, modify or alter any of the relevant terms and conditions, including size of the preferential issue, the number of equity shares to be allotted, finalizing the terms of agreement(s) and other related document(s), if any, to be executed including amendments thereto, provide any clarifications related to offer, issue and allotment of Equity Warrants and Equity Shares, listing of Equity Shares on Stock Exchanges and authorize to preparation, execution and entering into arrangement / agreements, offer letter, letter of allotment, all writings, instruments and such other documents (including documents in connection with appointment of agencies, intermediaries and advisors), utilization of proceeds of issue and further to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion deem fit, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution and the decision of the Board shall be final and conclusive.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any Committee of the Board or any Director(s) or Officer(s) or authorized signatory/ies of the Company and generally to do all such acts, deeds and things as may be required in connection with the aforesaid resolution including execution of any documents on behalf of the Company and to represent the Company before any governmental or regulatory authorities and to appoint/engage any registrar, depositories, professionals, advisors, bankers, consultants and advocates and to finalize their fees/charges and also to enter into and execute all such arrangements, agreements, memoranda, documents etc. with such agencies and further authorized to make requisite filing with concerned regulatory/government authorities / depository(ies), Stock Exchanges and/or any other regulatory authorities to give effect to this resolution and further to take all others steps which may be incidental, consequential, relevant or ancillary in this connection.

RESOLVED FURTHER THAT all action(s) taken by the Board or Committee(s) thereof, any Director(s) or Officer(s) or any other authorized signatory/ies of the Company in connection with any matter(s) referred to or contemplated in the foregoing resolution be and are hereby approved, ratified and confirmed in all respects.”

By order of the Board of Directors
For Medico Intercontinental Limited
(formerly known as Intercontinental Leasing and Finance Company Limited)

Place: Ahmedabad
Date: 04/08/2020

Sd/-
Puneeta Sharma
Company Secretary

Notes:

1. The AGM will be held on Thursday, 3rd September, 2020 at 03:00 P.M. through Video Conferencing (VC) / Other Audio Visual Means (OAVM) in compliance with the applicable provision of the Companies Act, 2013 read with MCA General Circular no. 14/2020, dated 08th April, 2020, MCA General Circular no. 17/2020, dated 13th April, 2020 and MCA General Circular No. 20/2020 dated 05th May, 2020.
2. Pursuant to the General Circular No. 14/2020 dated 08th April, 2020 issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, Body Corporates are entitled to appoint authorized representatives to attend the AGM through VC / OAVM and participate there at and cast their votes through e-voting.
3. Body Corporates whose Authorized Representatives are intending to attend the meeting through VC/OAVM are requested to send to the Company on their email ID mail@medicointercontinental.com a duly certified copy of the Board Resolution authorizing their representative(s) to attend and vote on their behalf at the Annual General Meeting, pursuant to Section 113 of the Companies Act, 2013.
4. In view of massive outbreak of the Covid-19 pandemic, social distancing is a norm to be followed, the Government of India, Ministry of Corporate Affairs allowed conducting Annual General Meeting through video conferencing (VC) or other audio visual means (OAVM) and dispensed personal present of the members at the meeting. Accordingly, the Ministry of Corporate Affairs issued Circular No. 14/2020 dated April 08, 2020, Circular No. 17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020, prescribing the procedures and manner of conducting the Annual General Meeting through VC/OAVM. In terms of the said Circulars, the 36th Annual General Meeting (AGM) of the members be held through video conferencing (VC) or other audio visual means (OAVM). Hence, members can attend and participate in the AGM through VC/OAVM only. The detailed procedure for participating in the meeting through VC/OAVM is annexed below in Serial No. 25 and available at the Company's website www.medicointercontinental.com
5. Those Shareholders (Physical or Demat) whose email IDs are not registered can get their email ID registered on the website of our RTA i.e., <https://www.purvashare.com/>
6. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
7. As the Annual General Meeting of the Company is held through Video Conferencing/OAVM, we therefore request the members to submit questions in advance relating to the business specified in this Notice of AGM on the Email ID mail@medicointercontinental.com
8. The Register of Members and Share Transfer Books of the Company will remain closed from 29th August, 2020 to 3rd September, 2020 (both days inclusive) in terms of provisions of Section 91 of the Companies Act, 2013.
9. 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.
10. A statement pursuant to Section 102 of the Companies Act, 2013 in respect of special business under item nos. 3 to 5 set out above to be transacted at the meeting is annexed hereto and form part of this Notice.

11. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are therefore requested to submit the PAN to their Depository Participants with whom they are maintaining their Demat accounts. Members holding shares in physical form can submit their PAN details to the Registrar and Share Transfer Agent, Purva Shareregistry (India) Private Limited, Unit: 9, Shiv Shakti Industrial Estate, J.R. Boricha Marg, Opp., Lower Parel (East), Mumbai-400011.
12. Members seeking any information with regard to the Accounts are requested to send an email to mail@medicointercontinental.com, 14 days in advance before the date of the meeting to enable the management to keep full information ready at the meeting.
13. Members who wish to inspect the Register of Directors and Key Managerial Personnel and their shareholding maintained under section 170 of Companies Act, 2013 and Register of Contracts or arrangements in which directors are interested maintained under section 189 of the Companies Act, 2013 and Relevant documents referred to in this Notice of AGM and explanatory statement on the date of AGM in electronic mode can send an email to mail@medicointercontinental.com
14. The business set out in the Notice will be transacted through electronic voting system and the Company is providing facility for voting by electronic means. Instructions and other information relating to e-voting are given in the Notice under Note no. 25.
15. 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.
16. The Annual Report alongwith the Notice of AGM will be placed on the Company's website on www.medicointercontinental.com
17. Members of the Company holding shares either in physical form or in Dematerialized forms as on Benpos date i.e. 7th August, 2020 will receive Annual Report for the financial year 2019-20 through electronic mode.
18. As per the MCA General Circular 20/2020 dated 05th May, 2020, the Annual Report will be sent through electronic mode to only those Members whose email IDs are registered with the Registrar and Share Transfer Agent of the Company/ Depository participant.
19. Members are requested to address all the correspondence to the Registrar and Share Transfer Agents, Purva Shareregistry (India) Private Limited, Unit: 9, Shiv Shakti Industrial Estate, J.R. Boricha Marg, Opp., Lower Parel (East), Mumbai-400011.
20. Members are requested to quote their Folio No. or DP ID / Client ID, in case shares are in physical / dematerialized form, as the case may be, in all correspondence with the Company / Registrar and Share Transfer Agent.
21. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.

22. Members may also note that the Notice of the 36th AGM and the Annual Report 2019-20 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 e-communication, or have any other queries, may write to us at: - mail@medicointercontinental.com.
23. 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.
24. 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.
25. **For Remote e-voting and e-voting during AGM**
- The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to atleast 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
 - In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.medicointercontinental.com. The Notice can also be accessed from the websites of the Stock Exchange i.e. BSE Limited at www.bseindia.com. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. www.evotingindia.com.
 - The AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.
 - **THE INTRUCTIONS FOR SHAREHOLDRES FOR REMOTE E-VOTING ARE AS UNDER:**
 - i. The voting period begins on 31st August, 2020 at 9:00 A.M. and ends on 2nd September, 2020 at 5:00 P.M. During this period, shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 28th August, 2020 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
 - ii. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
 - iii. The shareholders should log on to the e-voting website www.evotingindia.com.
 - iv. Click on "Shareholders" module.
 - v. Now enter your User ID

- a. For CDSL: 16 digits beneficiary ID,
- b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
- c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

OR

Alternatively, if you are registered for CDSL's **EASI/EASIEST** e-services, you can log-in at <https://www.cdslindia.com> from **Login - Myeasi** using your login credentials. Once you successfully log-in to CDSL's **EASI/EASIEST** e-services, click on **e-Voting** option and proceed directly to cast your vote electronically.

- vi. Next enter the Image Verification as displayed and Click on Login.
- vii. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- viii. If you are a first time user follow the steps given below:

For Shareholders holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. • If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

- ix. After entering these details appropriately, click on "SUBMIT" tab.
- x. Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- xi. For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- xii. Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- xiii. On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- xiv. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

- xv. After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- xvi. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xvii. You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- xviii. If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xix. Shareholders can also cast their vote using CDSL's mobile app "**m-Voting**". The m-Voting app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app while Remote Voting on your mobile.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:

- i. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to RTA of the Company at support@purvashare.com.
- ii. For Demat shareholders - please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to support@purvashare.com.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

- i. Shareholder will be provided with a facility to attend the AGM through VC/OAVM through the CDSL e-Voting system. Shareholders may access the same at <https://www.evotingindia.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN of Company will be displayed.
- ii. Shareholders are encouraged to join the Meeting through Laptops / I-Pads for better experience.
- iii. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- iv. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

- v. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast **14 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at mail@medicointercontinental.com. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **14 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at mail@medicointercontinental.com. These queries will be replied to by the company suitably by email.
- vi. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING DURING THE AGM ARE AS UNDER:-

- i. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
 - ii. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
 - iii. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.
 - iv. Shareholders who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
- xx. Note for Non – Individual Shareholders and Custodians**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; yash.ymassociates@gmail.com or mail@medicointercontinental.com

respectively, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

If you have any queries or issues regarding attending AGM & e-Voting from the e-Voting System, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com or contact Mr. Nitin Kunder (022- 23058738) or Mr. Mehboob Lakhani (022-23058543) or Mr. Rakesh Dalvi (022-23058542).

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futorex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.

26. 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.
27. The Result declared along with the Scrutinizers' Report shall be placed on the Company's website on 5th September, 2020 and on the website of CDSL 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.

By order of the Board of Directors
For Medico Intercontinental Limited
(formerly known as Intercontinental Leasing and Finance Company Limited)

Place: Ahmedabad
Date: 04/08/2020

Sd/-
Puneeta Sharma
Company Secretary

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. 3 to 5 of the accompanying Notice.

Item No. 3:

Mr. Hiren Ravindrabhai Shah, who was appointed as an Additional Independent Director of the Company in the Board meeting held on 4th August, 2020 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 an Independent Director.

Mr. Hiren Ravindrabhai Shah is not disqualified from being appointed as a Director in terms of section 164 of the Companies Act, 2013 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 SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (LODR Regulations). In the opinion of the Board,

he fulfills the conditions specified in the Act and the rules made thereunder and also under the LODR Regulations for appointment as an Independent Director of the Company. Hence, it is proposed to appoint Mr. Hiren Ravindrabhai Shah as an Independent Director of the Company.

The Board recommends the resolution at item no. 3 for the approval of the members of the Company as an Ordinary Resolution.

None of the Directors/ KMP of the Company is in any way concerned or interested in the above resolution.

Item No. 4:

The Current Authorized Share Capital stands at Rs. 10,00,00,000/- (Rupees Ten Crores only) divided into 1,00,00,000 (One Crores) Equity Shares of Rs. 10/- (Rupee Ten only) each. It is proposed to increase the Authorized Share Capital of the Company to Rs. 20,00,00,000/- (Rupees Twenty Crores only) divided in 2,00,00,000 (Two Crores) Equity Shares of Rs. 10/- (Rupees Ten only) each by creation of additional 1,00,00,000 (One Crore) Equity Shares and accordingly alter the Capital Clause of the Memorandum of Association of the Company.

Section 13 of the Companies Act, 2013 requires a Special Resolution for the alteration of the Memorandum of Association of the Company.

Pursuant to section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, consent of the members of the Company is sought by way of Special Resolution.

The Board of Directors recommends the resolution at Item No. 4 for the approval of members of the Company as a Special Resolution.

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

Item No. 5:

As per Sections 62(1)(c), 42 and other applicable provisions, if any, of the Companies Act, 2013, as amended and the rules made thereunder (the "Act") and other applicable provisions, if any, and Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("ICDR Regulations") and such approvals, consents, permissions and sanctions as may be necessary or required from regulatory or other appropriate authorities, approval of the Members of the Company by way of special resolution is required for issue & allotment of Convertible Warrants on preferential basis to proposed allottee(s) belonging to promoters' group / Non-promoters' group.

The Company is in the process of improving market share and enhancing shareholders' value, implementation of these would require infusion of additional funds in the Company. Further to strengthen the financial position, to meet the funding requirements including but not limited to working capital requirements, business expansion and for general corporate purpose & to augment the financial resources of the Company the management has proposed the preferential issue of convertible warrants. The proceeds of the proposed issue may be utilized for any of the aforesaid purposes to the extent permitted by law. The Company has accordingly proposed the preferential issue of its securities and as a reflection of the confidence that the promoters have in the future of the Company, the proposed allottee(s) belonging to promoters' group and non promoters' group of the Company have agreed to subscribe to and infuse further capital to strengthen its financial position and net worth.

To meet the funding requirements the Company proposes to issue an aggregate of up to 67,51,000 (Sixty Seven Lakhs Fifty One Thousand Only) Convertible Warrants on a preferential basis Convertible into equivalent number of equity shares of the Company of Face value of Rs. 10/- each (hereinafter referred to as "Warrants") at anytime within a period of 18 months from the date of allotment at an exercise price of Rs.

31/- (Rupees Thirty One Only) (including a premium of Rs. 21/- (Rupees Twenty One Only) per equity share ("Exercise Price" or such adjusted numbers for any bonus, stock splits or consolidation, reduction or other reorganization of the capital structure of the company) the proposed allottee(s) belonging to promoter's group / non promoters' group of the Company, as detailed hereunder, in such manner and on such terms and conditions as may be determined by the Board in its absolute discretion;

The convertible price of the Warrants is not lower than the price computed in accordance with Regulation 164 of the Securities and Exchange Board of India (Issuance of Capital and Disclosure Requirements) Regulations, 2018 ("SEBI ICDR Regulations").

Necessary information or details as required in respect of the proposed issue of Convertible Warrants in terms of applicable provisions of the Act read with related Rules thereto and SEBI (ICDR) Regulations are as under:

I. The Object of the preferential issue of Warrants Convertible: Your Company is in the process of improving market share and enhancing shareholders' value, implementation of these would require infusion of additional funds in the Company. Further to strengthen the financial position, to meet the funding requirements including but not limited to working capital requirements, business expansion and for general corporate purpose & to augment the financial resources of the Company the management has proposed the preferential issue of convertible warrants.

II. Maximum Number of Securities to be issued:

The Company proposes to issue upto 67,51,000 (Sixty Seven Lakhs Fifty One Thousand Only) Convertible warrants of face value of Rs. 10/- each at a price of Rs 31/- (Rupees Thirty One Only) including a premium of Rs. 21/- (Rupees Twenty One Only) per warrant aggregating to Rs. 20,92,81,000/- (Rupees Twenty Crores Ninety Two Lakhs Eighty One Thousand only).

III. The price or price band at/within which the allotment is proposed: The proposed issue will be made at Rs. 31/- (Rupees Thirty One Only) inclusive of face value of Rs. 10/- (Rupees Ten Only) each and a Premium of Rs. 21/- (Rupees Twenty One Only) aggregating to Rs. 20,92,81,000/- (Rupees Twenty Crores Ninety Two Lakhs Eighty One Thousand only) to proposed allottee(s).

IV. Basis on which the price has been arrived:

Due to serious challenges faced by the corporate sector in the wake of developments related to COVID-19, and due to numerous representations received by SEBI from various stakeholders for temporarily liberalizing regulations relating to raising of capital from securities market. SEBI has in its Board Meeting held on June 25, 2020 decided to provide an additional option to the existing pricing methodology for preferential issuance as under:

- In case of frequently traded shares, the price of the equity shares to be allotted pursuant to the preferential issue shall not be less than higher of the following:
 - a. the average of the weekly high and low of the volume weighted average price of the related equity shares quoted on the recognized stock exchange during the twelve weeks preceding the relevant date; or
 - b. the average of the weekly high and low of the volume weighted average prices of the related equity shares quoted on a recognized stock exchange during the two weeks preceding the relevant date.
- The specified securities allotted on preferential basis using the above pricing formula shall be locked-in for a period of three years.

Further, the existing pricing guideline for preferential issue, for frequently traded shares, as prescribed under Regulation 164(1) of the ICDR Regulations shall also continue to remain in force. The issuer may choose any one of the formula.

In view of the above additional option and as per the equity shares of Company are listed on BSE Limited and are frequently traded in accordance with SEBI (ICDR) Regulations, the price at which Equity Warrants shall be allotted shall not be less than higher of the following:

- a. Average of the weekly high and low of the volume weighted average price of the equity shares of the Company quoted on the Stock Exchange, during the Twelve (12) weeks preceding the Relevant Date; or
- b. Average of the weekly high and low of the volume weighted average price of the equity shares of the Company quoted on the Stock Exchange, during the Two (2) weeks preceding the Relevant Date.

The pricing of the Convertible Warrants to be allotted on preferential basis is Rs. 31/- (Rupees Thirty One Only) per Warrant convertible into equivalent number of Equity Share of face value of Rs. 10/- each, which is not lower than the price determined in accordance with applicable provisions of SEBI (ICDR) Regulations. The price determined in accordance with applicable provisions of SEBI (ICDR) Regulations and as per abovementioned pricing formula comes at Rs. 30.04/- (Rupees Thirty and Four Paise Only)

V. Relevant date with reference to which the price has been arrived at: The “Relevant Date” as per the ICDR Regulations for determining the minimum price for the preferential issue of Convertible Warrants is 4th August, 2020, being 30 days prior to the date of the Annual General Meeting i.e. 3rd September, 2020.

VI. The class or classes of persons to whom allotment is proposed to be made:

Name of the Proposed Allottee (s)	Address	Class or classes of person(s)	No. of convertible warrants to be allotted
Samir Shah	3, Varsha Bunglows, Nr. Dhananjay Cross Road, Satellite, Ahmedabad – 380015	Promoter	3246500
Dilipkumar Bhogilal Shah	3, Varsha Bunglows, Nr. Dhananjay Cross Road, Satellite, Ahmedabad – 380015	Promoter	876603
Vimlesh Champaklal Bhandari	103, Avani Palace, Nr. Jain Merchant Society, Jain Merchant, Paldi, Ahmedabad – 380007	Non-Promoter	174900
Shilpa V Bhandari	103, Avani Palace, Nr. Jain Merchant Society, Jain Merchant, Paldi, Ahmedabad – 380007	Non-Promoter	174900
Mitul Jagdishchandra Shah	75, Uganda Society, Gurukul Road, Opp. Infront of Uganda Hall, Memnagar, Ahmedabad – 380052	Non-Promoter	124900
Jagdishchandra Shah HUF	75, Uganda Co Op H Society Ltd, Opp Uganda	Non-Promoter	124900

	Hall, Near Bapukrupa Soc, Gurukul Road, Memnagar, Ahmedabad - 380052		
Ritaben Jagdishchandra Shah	75, Uganda Society, Opp Uganda Hall, Gate No 7, Gurukul, Memnagar, Ahmedabad - 380052	Non-Promoter	124900
Mikita Tejas Shah	75, Uganda Co Op H Society Ltd, Opp Bapukrupa Society, Memnagar, Ahmedabad - 380052	Non-Promoter	124900
Amar Jaiswal	A-15, Marutinandan Vihar, Near Suncity, Ahmedabad, Gujarat - 380058	Non-Promoter	428497
Ashish Jaiswal	A-15, Marutinandan Vihar, Near Suncity, Ahmedabad, Gujarat - 380058	Non-Promoter	450000
Chandrakala Amar Jaiswal	A-15, Marutinandan Vihar, Near Suncity, Ahmedabad, Gujarat - 380058	Non-Promoter	450000
Dalima Ashish Jaiswal	A-15, Marutinandan Vihar, Near Suncity, Ahmedabad, Gujarat - 380058	Non-Promoter	450000
TOTAL			67,51,000

VII. Intention/Proposal of promoters, directors or key managerial personnel to subscribe to the offer: The Promoters/Directors/ Key Managerial Personnel of the Company have conveyed to the Company in writing of their respective intention that due to Covid-19 Pandemic, all the businesses are severely affected, therefore, to support the business from this pandemic, promoters are subscribing to the offer being proposed under special resolution under Item no. 5 of the notice for shareholders' approval at this meeting.

VIII. The proposed time frame within which the allotment shall be completed: The Warrants are proposed to be allotted within 15 days of the passing of the Special Resolution in the Annual General Meeting.

Provided that where the allotment is pending on account of pendency of any approval of such allotment by any regulatory authority or the Central Government, the allotment shall be completed within 15 days from the date of such approval.

IX. The names of the proposed allottee(s) and the percentage of post preferential offer warrants that may be held by them:

Proposed Allottee (s)	Prior holding		New Convertible warrants to be allotted	Post holding (assuming all the warrants are covered)	
	No. of Shares held	% of Shareholding		No. of Shares held	% of Shareholding

Samir Shah	1353500	41.66%	3246500	4600000	46.00%
Dilipkumar Bhogilal Shah	423397	13.03%	876603	1300000	13.00%
Vimlesh Champaklal Bhandari	28000	0.86%	174900	202900	2.03%
Shilpa V Bhandari	28000	0.86%	174900	202900	2.03%
Mitul Jagdishchandra Shah	30000	0.92%	124900	154900	1.55%
Jagdishchandra Shah HUF	47475	1.46%	124900	172375	1.72%
Ritaben Jagdishchandra Shah	20650	0.64%	124900	145550	1.46%
Mikita Tejas Shah	25000	0.77%	124900	149900	1.50%
Amar Jaiswal	0	0	428497	428497	4.28%
Ashish Jaiswal	0	0	450000	450000	4.50%
Chandrakala Amar Jaiswal	20000	0.62%	450000	470000	4.70%
Dalima Ashish Jaiswal	20000	0.62%	450000	470000	4.70%

- X. The change in control, if any, in the Company that would occur consequent to preferential offer:** There will not be any change in the composition of the Board of Directors and control of the Company on account of the proposed preferential allotment however there will be a corresponding change in the shareholding pattern as well as voting rights consequent to the preferential allotment.
- XI. The number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price:**
During the year, the Company has not made any allotment on preferential basis.
- XII. The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:** Not Applicable as the allotment shall be made against cash.
- XIII. Lock in period:** i) The Warrants and the equity shares to be allotted pursuant to exercise of entitlement attached to Warrants shall be subject to 'lock-in' as per the ICDR Regulations. The Warrants so issued and allotted as above shall be subject to lock-in for a period of three years from the date of allotment in accordance with SEBI ICDR Regulations. Such locked in equity shares may however be transferred to and amongst the Promoters / Promoter Group subject to the provisions of ICDR Regulations.
ii) The entire pre-preferential allotment shareholding, if any, of the proposed allottee(s) shall be locked in from the Relevant Date up to a period of six months from the date of allotment of warrants as per Regulation 167(6) of the ICDR Regulations, 2018.
- XIV. The shareholding pattern of the Company before and after the preferential issue:**

Equity Share Capital

No.	Category	Pre Issue				Post Issue			
		No.	of	%	of	No.	of	%	of

		Shares Held	Shareholding	Shares Held	Shareholding
A	Promoters Holding:				
A1	Indian:				
1.	Individuals / HUF	1776897	54.69%	5900000	59.00%
2.	Bodies Corporate	-	-	-	-
3.	Financial Institutions/Banks	-	-	-	-
4.	Trust	-	-	-	-
5.	Others	-	-	-	-
	Sub Total (A1)	1776897	54.69%	5900000	59.00%
A2	Foreign Promoters	-	-	-	-
	Sub Total (A2)	1776897	54.69%	5900000	59.00%
	TOTAL A (A1+A2)	1776897	54.69%	5900000	59.00%
B	Non-Promoters holding:				
B1	Institutions				
	Financial Institutions / Banks	-	-	-	-
	Sub Total (B1)	-	-	-	-
B2	Non-Institution:				
	Bodies Corporate	11382	0.35%	11382	0.11%
	Individuals	985136	30.32%	3488133	34.88%
	Clearing Members	2982	0.09%	2982	0.03%
	HUF	337780	10.40%	462680	4.63%
	LLP	134823	4.15%	134823	1.35%
	Indian Public	-	-	-	-
	Others (Including NRIs)	-	-	-	-
	Sub Total (B2)	1472103	45.31%	4100000	41.00%
	TOTAL B (B1+B2)	1472103	45.31%	4100000	41.00%
	GRAND TOTAL (A+B)	3249000	100.00%	10000000	100.00%

XV. Identity of Proposed Allottee (including natural persons who are the ultimate beneficial owners of equity shares proposed to be allotted and/or who ultimately control), the percentage (%) of Post Preferential Issue Capital that may be held by them and Change in Control, if any, consequent to the Preferential Issue:

Proposed Allottee(s)	Category	Name of the natural persons who are the ultimate beneficial owners	Prior Holding		New Convertible warrants to be allotted	Post holding (assuming all the warrants are converted)	
			No. of Shares Held	% of shareholding		No. of Shares Held	% of shareholding
Samir Shah	Promoter	Samir Shah	1353500	41.66%	3246500	4600000	46.00%
Dilipkumar Bhogilal Shah	Promoter	Dilipkumar Bhogilal Shah	423397	13.03%	876603	1300000	13.00%
Vimlesh Champaklal Bhandari	Non - Promoter	Vimlesh Champaklal Bhandari	28000	0.86%	174900	202900	2.03%
Shilpa V Bhandari	Non - Promoter	Shilpa V Bhandari	28000	0.86%	174900	202900	2.03%

Mitul Jagdishchandra Shah	Non Promoter	Mitul Jagdishchandra Shah	30000	0.92%	124900	154900	1.55%
Jagdishchandra Shah HUF	Non Promoter	Jagdishchandra Shah HUF	47475	1.46%	124900	172375	1.72%
Ritaben Jagdishchandra Shah	Non Promoter	Ritaben Jagdishchandra Shah	20650	0.64%	124900	145550	1.46%
Mikita Tejas Shah	Non Promoter	Mikita Tejas Shah	25000	0.77%	124900	149900	1.50%
Amar Jaiswal	Non Promoter	Amar Jaiswal	0	0	428497	428497	4.28%
Ashish Jaiswal	Non Promoter	Ashish Jaiswal	0	0	450000	450000	4.50%
Chandrakala Amar Jaiswal	Non Promoter	Chandrakala Amar Jaiswal	20000	0.62%	450000	470000	4.70%
Dalima Ashish Jaiswal	Non Promoter	Dalima Ashish Jaiswal	20000	0.62%	450000	470000	4.70%

XVI. Listing:

The Company will make an application to BSE Limited at which the existing shares are already listed, for listing of the equity shares being issued on conversion of Convertible Warrants. Such Equity Shares, once allotted, shall rank pari passu with the existing equity shares of the Company in all respects, including dividend.

XVII. Auditors' Certificate

The Certificate being issued by M/s. V Goswami & Co, Chartered Accountants, Ahmedabad, Statutory Auditors of the Company certifying that the preferential issue is being made in accordance with the requirements contained in the SEBI (ICDR) Regulations and the same shall be available for inspection as per the instructions provided in the Note No. 13 of this Notice.

XVIII. Other Disclosures/Undertaking

i. It is hereby confirmed that neither the Company nor its Directors and to the Company's Knowledge any of its Promoters is a wilful defaulter;

ii. The Proposed Allottee(s) has not sold any equity shares during the six months preceding the Relevant Date;

iii. The Company shall re-compute the price of the Convertible Warrants in terms of the provision of the SEBI (Issue of Capital & Disclosure Requirements) Regulations, 2018 where it is required to do so;

iv. If the amount payable on account of the re-computation of price is not paid within the time stipulated in SEBI (Issue of Capital & Disclosure Requirements) Regulations, 2018, the Convertible Warrants shall continue to be locked-in till the time such amount is paid by the allottees.

The approval of the Members by way of Special Resolution is required in terms of the applicable provisions of Sections 23, 42 and 62 of the Act read with applicable rules thereto and relevant provisions of the SEBI (ICDR) Regulations and accordingly the approval of the Members of the Company is being sought.

None of Directors / Key Managerial Persons (KMP) or their relatives is interested in any way in the resolutions mentioned above except their Shareholdings in the Company.

By order of the Board of Directors
For Medico Intercontinental Limited
(formerly known as Intercontinental Leasing and Finance Company Limited)

Place: Ahmedabad
Date: 04/08/2020

Sd/-
Puneeta Sharma
Company Secretary

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

Disclosure required under Regulation 36 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard - 2 in respect of Directors seeking appointment / reappointment:

Name of the Director	Swati Vikramkumar Shah	Hiren Ravindrabhai Shah
DIN	08420884	08793267
Nationality	Indian	Indian
Date of Appointment on Board	29/05/2019	04/08/2020
Qualification	LLM and Pursuing PhD in Law	M.Sc in Department of Bio-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	Cousin Sister in law of Mr. Samir Shah	NA

By order of the Board of Directors
For Medico Intercontinental Limited
(formerly known as Intercontinental Leasing and Finance Company Limited)

Place: Ahmedabad
Date: 04/08/2020

Sd/-
Puneeta Sharma
Company Secretary