



CIN: L24100GJ1984PLC111413

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Ph. No. : 079-26742739, Email ID: [mail@medicointercontinental.com](mailto:mail@medicointercontinental.com) Website: [www.medicointercontinental.com](http://www.medicointercontinental.com)

## POSTAL BALLOT NOTICE

### **[Pursuant to Section 110 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014]**

Dear Shareholder(s),

**NOTICE** is hereby given that, pursuant to the provisions of Section 108, 110 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Rules 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification(s) or enactment thereof for the time being in force) ("the Rules"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), Secretarial Standard - II on General Meetings ("SS-II") issued by the Institute of the Company Secretaries of India and any other applicable laws and regulations, for seeking consent of the shareholders of Medico Intercontinental Limited ("the Company"), to pass the proposed resolutions mentioned in this notice, as an **Ordinary / Special Resolutions through Postal Ballot by way of remote electronic voting (remote e-voting) only.**

Pursuant to the General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 3/2022 dated May 5, 2022 and 11/2022 dated December 28, 2022 issued by the Ministry of Corporate Affairs ("MCA") (hereinafter collectively referred to as ("MCA Circulars"), Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12 May 2020 read with other relevant circulars including Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated 7 October 2023 issued by SEBI (collectively referred to as "SEBI Circulars"), further allowed companies to conduct EGMs through VC or OAVM or transact items through postal ballot till 30.09.2024, **therefore, shareholders are required to communicate their assent or dissent through the remote e-voting system only.** The Companies are allowed to take all decisions requiring shareholders' approval, other than items of ordinary business or business where any person has a right to be heard, through the mechanism of Postal ballot / remote e-voting in accordance with the provisions of the Act and rules made thereunder, without holding a General Meeting that requires physical presence of shareholders at a common venue.

It has also been mentioned that the Company will send Postal Ballot Notice by e-mail to all its Shareholders, who have registered their e-mail addresses with the Company, their Registrar and Share Transfer Agent (RTA) or Depository Participants and secure their vote **through the remote E-voting system.** Thus, this Postal Ballot is accordingly being initiated in compliance with the requirements of the above MCA Circulars.

In compliance with the aforesaid MCA Circulars, hard copy of Postal Ballot Notice along with Postal Ballot Form and pre-paid business reply envelope will not be sent to the shareholders for this Postal Ballot and this Notice of the Postal Ballot is being sent only through electronic mode to those Shareholders whose names appear in the Register of Members / List of Beneficial Owners as received from Registrar and Share Transfer Agent, National Securities Depository Limited (NSDL) / Central Depository Services (India) Limited (CDSL) as on Friday, 10<sup>th</sup> May, 2024 (Cut-off date) and who have

registered their e-mail addresses, in respect of electronic holdings, with the Depositories through the concerned Depository Participants and in respect of physical holdings with the Company's Registrar and Share Transfer Agent (RTA), i.e., Purva Shareregistry (India) Private Limited. Shareholders are required to communicate their assent or dissent through the remote e-voting system only. In respect of those Shareholders who have not registered their e-mail ids, the Company has provided the mechanism in this notice to register their e-mail ids.

The Board of Directors of the Company has appointed Mr. Yash Mehta, Proprietor of M/s. Yash Mehta & Associates, Practicing Company Secretary, (Membership No. FCS 12143), as the Scrutinizer for conducting the postal ballot / e-voting process in a fair and transparent manner.

Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and Section 108 and other applicable provisions of the Act read with the Rules, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level. The reasons for not enclosing the Postal Ballot form have already been explained in the foregoing paras. Members (whether holding shares in demat form or in physical form) are requested to cast their votes by remote E-voting. The Company has engaged the services of Central Depository Services (India) Ltd. ("CDSL"), for the purpose of providing remote e-voting facility to all its Members.

Members (whether holding shares in demat form or in physical form) desiring to exercise their vote are requested to carefully follow the instructions in the Notes under the Section 'Voting through electronic means' in this Notice and cast their votes not later than 5:00 p.m. on Thursday, June 13, 2024.

The Scrutinizer will submit his report to any Directors or Company Secretary of the Company as authorized by the Board after the completion of the scrutiny of the postal ballots. The result of postal ballot shall be declared on Saturday, June 15, 2024 and will be communicated to the Stock Exchanges, Depository, Registrar and Share Transfer Agent and shall also be displayed on the Company's website at [www.medicointercontinental.com](http://www.medicointercontinental.com) and on CDSL website viz. [www.evotingindia.com](http://www.evotingindia.com).

The explanatory statement pertaining to the said resolution, pursuant to Section 102(1) of the Act setting out all material facts is appended herewith for your consideration. You are requested to record your assent or dissent by means of remote **E- Voting system only**, provided by the Company.

#### **SPECIAL BUSINESSES:**

##### **Item No. 1**

#### **APPOINTMENT OF MR. PARSHWA KAUSHAL SHAH (DIN: 07400081) AS THE NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY:**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152, 161, Schedule IV and other applicable provisions of the Companies Act, 2013 (“the Act”) read with the Rules framed thereunder, and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“the LODR Regulations”) (including any statutory modification or re-enactment(s) thereof for the time being in force), the Articles of Association of the Company, approvals and recommendation of the Nomination and Remuneration Committee and that of the Board of Directors, Mr. Parshwa Kaushal Shah (DIN: 07400081), who was appointed as an Additional Director in the capacity of an Independent Director with effect from 10<sup>th</sup> May, 2024 who meets the criteria for independence under Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the LODR Regulations and in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the Act, be and is hereby appointed as an Independent Director of the Company for a period of 5 (five) years till 10<sup>th</sup> May, 2029, and that he shall not be liable to retire by rotation.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers to any committee of directors with power to further delegate to or any other Officer(s) / Authorized Representative(s) of the Company to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

## **Item No. 2**

### **INCREASE THE AUTHORISED SHARE CAPITAL AND CONSEQUENT ALTERATION OF CAPITAL CLAUSE OF THE MEMORANDUM OF ASSOCIATION (MOA) OF THE COMPANY:**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 13, 61, 64 and other applicable provisions of the Companies Act, 2013, if any, read with the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the provisions of Articles of Association of the Company and based on the recommendation of Board of Directors, the consent of the Members be and is hereby accorded for increase in Authorised Share Capital of the Company from Rs. 10,00,00,000/- (Rupees Ten Crores only) divided into 1,00,00,000 (One Crore) Equity Shares of Rs. 10/- each to Rs. 20,00,00,000/- (Rupees Twenty Crores only) divided into 2,00,00,000 (Two Crores) Equity Shares of Rs. 10/- each by creation of additional 1,00,00,000 (One Crore) Equity Shares of Rs. 10/- ranking pari passu in all respect with the existing Equity Shares of the Company as per the Memorandum and Articles of Association of the Company.”

**“RESOLVED FURTHER THAT** pursuant to Section 13 and all other applicable provisions, if any, of the Companies Act, 2013 read with Rules framed thereunder, consent of the Members of the Company be and is hereby accorded, for alteration of Clause V of the Memorandum of Association of the Company be altered and substituted as under:-

*“V. The Authorised 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/- [Rupees Ten only] 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** for the purpose of giving effect to the above resolution, the Board of Directors of the Company (“the Board”), including any Committee of the Board or person authorised by the Board, be and is hereby authorised to do all such acts, deeds, matters and things including but not limited to filing of necessary forms/documents with the appropriate authorities and to execute all such deeds, documents, instruments and writings as it may in its sole and absolute discretion deem necessary or expedient and to settle any question, difficulty or doubt that may arise in regard thereto.”

**Item No. 3**

**APPROVAL FOR ENTERING INTO RELATED PARTY TRANSACTIONS:**

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

“**RESOLVED THAT** pursuant to provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015, and pursuant to omnibus approval granted by Members of Audit Committee, and in supersession of earlier resolutions passed in this regard, approval of the members of the Company be and is hereby accorded for the related party transactions to be entered by the Company and/or by its Wholly Owned Subsidiaries / Joint Venture with the below mentioned related parties in any financial year:

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 information relevant or important for the members to take decision on the proposed resolution
Medico Healthcare	Transactions related to purchase, sale, rent paid, commission received and	Mr. Samir Shah, Mr. Dilipkumar Shah and Mrs. Tanvi	Mr. Samir Shah and Mr. Dilipkumar Shah are partners in	As per the terms of the respective contracts or arrangements entered	Upto Rs. 10 Crores	None

	commission paid and other financial services	Shah	Medico Healthcare.  Mrs. Tanvi Shah is wife of Mr. Samir Shah.	into or to be entered into from time to time.		
Ritz Pharma	Transactions related to purchase, sale, rent paid, commission received and commission paid and other financial services	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.	Upto Rs. 5 Crores	None
Flora Marketing	Transactions related to purchase, sale, rent paid, commission received and commission paid and other financial services	Mrs. Tanvi Shah, Mr. Dilip Shah and Mr. Samir Shah	Mrs. Tanvi Shah is the Proprietor of Flora Marketing.  Mr. Samir Shah is husband of Mrs. Tanvi Shah.  Mr. Dilip Shah is father in law 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.	Upto Rs. 3 Crores	None
Oxford Pharma	Transactions related to purchase and sale of goods, Purchase of plant & machinery and land & building and any other transactions	Mr. Samir Shah, Mr. Dilip 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.	Upto Rs. 75 Crores	None

	related to business of the Company and other financial services		Mr. Dilip Shah is father of Mr. Samir Shah.			
Kingston Infracon	Transactions related to commission paid, commission income and other services including but not limited to Sales promotion, Staff welfare and other transactions related to business of the Company and other financial services	Mr. Samir Shah, Mr. Dilipkumar Shah and Mrs. Tanvi Shah	Mr. Samir Shah and Mr. Dilipkumar Shah are Partners of Kingston Infracon.  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.	Upto Rs. 5 Crores	None
Kingston Cafe	Transactions related to commission paid, commission income and other services including but not limited to Sales promotion, Staff welfare and other transactions related to business of the Company and other financial services	Mr. Samir Shah, Mr. Dilipkumar Shah and Mrs. Tanvi Shah	Mr. Samir Shah is Proprietor of Kingston Café.  Mrs. Tanvi Shah is wife of Mr. Samir Shah.  Mr. Dilipkumar Shah is father 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.	Upto Rs. 5 Crores	None
Kingston Club & Spa Private Limited	Transactions related to commission paid, commission	Mr. Samir Shah, Mr. Dilip Shah and Mrs.	Mr. Samir Shah & Mr. Dilip Shah are Directors of	As per the terms of the respective contracts or arrangement	Upto Rs. 5 Crores	None

	income and other services including but not limited to Sales promotion, Staff welfare and other transactions related to business of the Company and other financial services	Tanvi Shah	the Company.  Mrs. Tanvi Shah is wife of Mr. Samir Shah.	s entered into or to be entered into from time to time.		
Medico Medserve India Private Limited	Transactions related to purchase, sale, commission received, commission paid, loan taken, loan given, interest paid, interest received, rent paid, rent received and other financial services	Mr. Samir Shah, Mr. Dilip Shah and Mrs. Tanvi Shah	Mr. Samir Shah & Mr. Dilip Shah are Directors / KMP 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.	Upto Rs. 3 Crores	None
Mr. Samir Shah	Transactions related to Remuneration, Interest paid, Loan taken, rent paid and other perquisites and purchase and sale of Land, building, plant and machinery etc for official use, Dividend, and other financial services	Mrs. Tanvi Shah and Mr. Dilip Shah	Mr. Samir Shah is Managing Director of the Company and Director of all the WOS of the Company.  Mrs. Tanvi Shah is wife of Mr. Samir Shah.  Mr. Dilip Shah is	As per the terms of the respective contracts or arrangements entered into or to be entered into from time to time.	Upto Rs. 30 Crores.	None

			father of Mr. Samir Shah.			
Mr. Dilipkumar Shah	Transactions related to Remuneration, Interest paid, Loan taken, rent paid and other perquisites, Dividend, and other financial services	Mr. Samir Shah and Mrs. Tanvi Shah	Mr. Dilipkumar Shah is father of Mr. Samir Shah and CEO of the Company.  Mr. Dilipkumar Shah is Director of WOS of the Company.  Mrs. Tanvi Shah is Daughter in law of Mr. Dilipkumar Shah.	As per the terms of the respective contracts or arrangements entered into or to be entered into from time to time.	Upto Rs. 5 Crores.	None
Mr. Ronak Shah	Transactions related to Remuneration, Interest exp, loan taken and other perquisites and other financial services	Common Director	Mr. Ronak Shah is Director of WOS of the Company.	As per the terms of the respective contracts or arrangements entered into or to be entered into from time to time	Upto Rs. 5 Crores	None
Mr. Sharadbhai Shah	Transactions related to Remuneration, Interest exp, Loan taken and other perquisites and other financial services	Mr. Jay Shah	Mr. Sharad Shah is Director of WOS of the Company and father of Mr. Jay Shah, CFO of the Company	As per the terms of the respective contracts or arrangements entered into or to be entered into from time to time	Upto Rs. 5 Crores	None
Mrs. Panna Shah	Transactions related to Salary paid	Mr. Jay Shah	Mrs. Panna Shah is wife of Mr.	As per the terms of the respective	Upto Rs. 1	None



	and other financial services		Sharadbhai Shah.  Mrs. Panna Shah is Mother of Mr. Jay Shah, CFO of the Company.	contracts or arrangements entered into or to be entered into from time to time.	crore	
Mr. Jay Shah	Transactions related to Remuneration, loan taken, given, interest paid and received, commission paid and purchase and sale of Land, building, etc for official use, Dividend, and other financial services	Mr. Samir Shah	Mr. Jay Shah is the CFO (KMP) of the Company.	As per the terms of the respective contracts or arrangement s entered into or to be entered into from time to time.	Upto Rs. 10 Crores	None
Mrs. Khushboo Shah	Transactions related to Remuneration, Loan taken and loan Given, interest paid and interest received and other financial services	Common Director	Mrs. Khushboo Shah is Director of WOS of the Company and wife of Mr. Ronak Shah.	As per the terms of the respective contracts or arrangement s entered into or to be entered into from time to time.	Upto Rs. 1 Crores	None
Kings Legacy	Transactions related to commission paid, commission income and other services including but not limited to Sales promotion,	Mr. Samir Shah, Mr. Dilip Shah, Mrs. Tanvi Shah, Mr. Jay Shah, Mrs. Swati Shah	Mr. Samir Shah, Mr. Ronak Shah and Mr. Sharad Shah are Partners of Kings Legacy.  Mrs. Tanvi	As per the terms of the respective contracts or arrangement s entered into or to be entered into from time to time.	Upto Rs. 5 Crores	None

	Staff welfare and other transactions related to business of the Company and other financial services		<p>Shah is wife of Mr. Samir Shah.</p> <p>Mr. Dilip Shah is father of Mr. Samir Shah.</p> <p>Mr. Sharad Shah is father of Mr. Jay Shah.</p> <p>Mrs. Khushboo Shah is Director of WOS of the Company and wife of Mr. Ronak Shah.</p> <p>Mrs. Swati Shah is Non-Executive Director of the Company and wife of Mr. Jay Shah.</p>			
Kings Marvela LLP	Transactions related to commission paid, commission income and other services including but not limited to Sales promotion, Staff welfare	Mr. Samir Shah, Mr. Dilip Shah, Mrs. Tanvi Shah.	<p>Mr. Samir Shah and Mr. Dilip Shah are Designated Partners in the LLP.</p> <p>Mrs. Tanvi Shah is wife of Mr. Samir Shah.</p>	As per the terms of the respective contracts or arrangements entered into or to be entered into from time to time.	Upto Rs. 5 Crores	None

	and other transactions related to business of the Company and other financial services					
Ritz Formulations Private Limited (RFPL)	Transactions related to purchase, sale, commission received, commission paid, loan taken, loan given, interest exp and income and other financial services	Common Director	RFPL is wholly owned subsidiary of the Company.	As per the terms of the respective contracts or arrangements entered into or to be entered into from time to time.	Upto Rs. 20 Crores	None
Sungrace Pharma Private Limited (SPPL)	Transactions related to purchase, sale, commission received, commission paid, loan taken, loan given, interest exp and income, other financial services	Common Director	SPPL is wholly owned subsidiary of the Company.	As per the terms of the respective contracts or arrangements entered into or to be entered into from time to time.	Upto Rs. 20 Crores	None
Evagrace Pharma Private Limited (EPPL)	Transactions related to purchase, sale, commission received, commission paid, loan taken, loan given, interest exp and income, other financial services	Common Director	EPPL is wholly owned subsidiary of the Company.	As per the terms of the respective contracts or arrangements entered into or to be entered into from time to time.	Upto Rs. 10 Crores	None
Azillian Healthcare Private Limited	Transactions related to purchase, sale, commission	Common Director	AHPL is wholly owned subsidiary	As per the terms of the respective contracts or	Upto Rs. 20 Crores	None

(AHPL)	received, commission paid, loan taken, loan given, interest exp and income, other financial services and Dividend income		of the Company.	arrangements entered into or to be entered into from time to time.		
Tanvi S Shah	Transactions related to remuneration, other financial services, commission paid and received, rent paid and received, interest paid and received	Mr. Samir Shah and Mr. Dilip Shah	Mrs. Tanvi Shah is wife of Mr. Samir Shah, Non-Executive Chairperson of the Company and Director of Wholly Owned Subsidiaries	As per the terms of the respective contracts or arrangements entered into or to be entered into from time to time.	Upto Rs. 10 Crores	None
Diya Samir Shah	Transactions related to remuneration, other financial services, commission paid and received, rent paid and received, interest paid and received	Mr. Samir Shah, Mr. Dilip Shah and Mrs. Tanvi Shah	Daughter of Mr. Samir Shah, Managing Director of the Company and Mrs. Tanvi Shah, Non-Executive Chairperson of the Company.	As per the terms of the respective contracts or arrangements entered into or to be entered into from time to time.	Upto Rs. 5 Crores	None
Sungrace Pharma	Transactions related to purchase, sale, rent paid, commission received and commission paid and other financial services	Mr. Ronak Shah, Director of WOS of the Company	Mr. Ronak Shah is proprietor of Sungrace Pharma.	As per the terms of the respective contracts or arrangements entered into or to be entered into from time to time.	Upto Rs. 3 Crores	None

Mr. Krushant Parekh	Transactions related to Remuneration, Interest paid, commission paid, sales incentive paid and other financial services	Mr. Krushant Parekh, Director of EPPL, WOS of the Company	Mr. Krushant Parekh is Director of Evagrace Pharma Private Limited, Wholly owned Subsidiary of the Company	As per the terms of the respective contracts or arrangements entered into or to be entered into from time to time.	Upto Rs. 50 Lakhs	None
Mr. Pavankumar Rambaran Varma	Transactions related to Remuneration, Interest paid, commission paid, sales incentive paid and other financial services	Mr. Pavankumar R Varma, Director of EPPL, WOS of the Company	Mr. Pavankumar Varma is Director of Evagrace Pharma Private Limited, Wholly owned Subsidiary of the Company	As per the terms of the respective contracts or arrangements entered into or to be entered into from time to time.	Upto Rs. 50 Lakhs	None
Mr. Yogendra G Rathod	Transactions related to Remuneration, Interest paid, commission paid, sales incentive paid and other financial services	Mr. Yogendra G Rathod, Director of EPPL, WOS of the Company	Mr. Yogendra G Rathod is Director of Evagrace Pharma Private Limited, Wholly owned Subsidiary of the Company	As per the terms of the respective contracts or arrangements entered into or to be entered into from time to time.	Upto Rs. 50 Lakhs	None
Mrs. Vidhi Krushant Parekh	Transactions related to Salary, Interest paid, commission paid, sales incentive paid and other financial	Mr. Krushant Parekh	Mrs. Vidhi Krushant Parekh is wife of Mr. Krushant Parekh who is Director of Evagrace Pharma	As per the terms of the respective contracts or arrangements entered into or to be entered into from time to	Upto Rs. 50 Lakhs	None

	services		Private Limited	time.		
Mrs. Anju Pavankumar Varma	Transactions related to Salary, Interest paid, commission paid, sales incentive paid and other financial services	Mr. Pavankumar Varma	Mrs. Anju Pavankumar Varma is wife of Mr. Pavankumar Varma who is Director of Evagrace Pharma Private Limited	As per the terms of the respective contracts or arrangements entered into or to be entered into from time to time.	Upto Rs. 50 Lakhs	None
Mrs. Krishna Yogendra Rathod	Transactions related to Salary, Interest paid, commission paid, sales incentive paid and other financial services	Mr. Yogendra Rathod	Mrs. Krishna Rathod is wife of Mr. Yogendra Rathod who is Director of Evagrace Pharma Private Limited	As per the terms of the respective contracts or arrangements entered into or to be entered into from time to time.	Upto Rs. 50 Lakhs	None
M/s. LYF Pharma Distributor	Transactions related to purchase and sale of Goods and other financial services	Mr. Krushant Parekh, Mr. Pavankumar Varma and Mr. Yogendra Rathod	Mr. Krushant Parekh, Mr. Pavankumar Varma and Mr. Yogendra Rathod, Directors of Evagrace Pharma Private Limited, are partners in LYF Pharma Distributor	As per the terms of the respective contracts or arrangements entered into or to be entered into from time to time.	Upto Rs. 3 Crores	None
Medico Lab	Transactions related to purchase, sale, Commission paid, Commission	Common Ownership	Medico Intercontinental Limited is holding 50% stake	As per the terms of the respective contracts or arrangements entered	Upto Rs. 100 Crores	None

	Received, Rent Paid, Rent Receivable, Purchase and Sale of Land and Building, Purchase and Sale of Plant & Machinery etc for official use, and other financial services		in the partnership firm therefore it is a joint venture of the Company.	into or to be entered into from time to time.		
Pharm Deal	Transactions related to purchase, sale, Commission paid, Commission Received, Rent Paid, Rent Receivable, Purchase and Sale of Land & Building, Purchase and Sale of Plant & Machinery etc for official use, and other financial services	Mr. Apurva Shah, Partner of Medico Lab	One of the Partner of Medico Lab is a partner in Pharm Deal; therefore it is indirectly related to the Company	As per the terms of the respective contracts or arrangements entered into or to be entered into from time to time.	Upto Rs. 100 Crores	None
Ruby Ailcare Services Private Limited	Transactions related to purchase, sale, Commission paid, Commission Received, Rent Paid, Rent Receivable, Purchase and Sale of Land & Building, Purchase and Sale of Plant & Machinery etc for official use,	Mr. Apurva Shah, Partner of Medico Lab	Other Partners of Medico Lab are Directors in Ruby Ailcare Services Private Limited; therefore it is indirectly related to the Company.	As per the terms of the respective contracts or arrangements entered into or to be entered into from time to time.	Upto Rs. 100 Crores	None

	and other financial services					
Ishit Sandip Shah	Transactions related to Salary, Interest paid, commission paid, sales incentive paid and other financial services	Ishit S Shah	Partner of Medico Lab, Joint Venture of the Company	As per the terms of the respective contracts or arrangements entered into or to be entered into from time to time.	Upto Rs. 10 Crores	None
Apurva Sudhir Shah	Transactions related to Salary, Interest paid, commission paid, sales incentive paid and other financial services	Apurva S Shah	Partner of Medico Lab, Joint Venture of the Company	As per the terms of the respective contracts or arrangements entered into or to be entered into from time to time.	Upto Rs. 10 Crores	None
Sandip Bhogilal Shah	Transactions related to Salary, Interest paid, commission paid, sales incentive paid and other financial services	Mr. Ishit Shah	Father of Mr. Ishit Shah, Partner of Medico Lab, Joint Venture of the Company	As per the terms of the respective contracts or arrangements entered into or to be entered into from time to time.	Upto Rs. 10 Crores	None
Sudhir I Shah	Transactions related to Salary, Interest paid, commission paid, sales incentive paid and other financial services	Mr. Apurva Shah	Father of Mr. Apurva Shah, Partner of Medico Lab, Joint Venture of the Company	As per the terms of the respective contracts or arrangements entered into or to be entered into from time to time.	Upto Rs. 10 Crores	None
<b>TOTAL</b>					<b>Upto 612.00 Crores</b>	

**“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.”

Date: 10<sup>th</sup> May, 2024  
Place: Ahmedabad

By Order of the Board of Directors  
**Medico Intercontinental Limited**

Registered Office:  
1-5<sup>th</sup> Floor, Adit Raj Arcade, Nr. Karma  
Shreshtha Tower, 100 Ft Rd, Satellite,  
Ahmedabad – 380015, Gujarat.  
CIN : L24100GJ1984PLC111413

Sd/-  
**Puneeta Sharma**  
**Company Secretary**  
**Membership No. A42989**

**NOTES:**

- i. The Statement pursuant to Section 102 of the Companies Act, 2013 (the ‘Act’), in relation to Special Business is being provided herewith.
- ii. In terms of the General Circular No. 11/2022 issued by the Ministry of Corporate Affairs, Government of India (the “MCA Circulars”) dated 28.12.2022 have further allowed companies to conduct EGMs through VC or OAVM or transact items through postal ballot till 30.09.2024, **therefore, shareholders are required to communicate their assent or dissent through the remote e-voting system only.** As the remote e-voting does not require a person to attend the meeting physically, the Shareholders are strongly advised to use the remote e-voting procedure by themselves and not through any other person / proxies. **Vote by post shall be treated as invalid.**
- iii. Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020 and Pursuant to the provisions of Section 108 and other applicable provisions, if any, of the Companies Act, 2013 and applicable rules, if any, as amended and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is required to provide remote e-voting facility to its Shareholders, facility to exercise their right to vote on resolution mentioned in the notice, by electronic means through electronic voting services arranged by Central Depository Services (India) Limited (‘CDSL’) **instead of physical mode.**
- iv. In compliance with the aforesaid MCA Circulars, this notice of the Postal Ballot is being sent only through electronic mode to those Shareholders whose names appear in the Register of Members / List of Beneficial Owners as received from Registrar and Share Transfer Agent, National Securities Depository Limited (NSDL) / Central Depository Services (India) Limited (CDSL) as on Friday, May 10, 2024, (Cut-off date) and who have registered their e-mail addresses with the Company / RTA / Depositories.
- v. Shareholders may note that the Notice will also be available on the Company’s website at [www.medicointercontinental.com](http://www.medicointercontinental.com) and websites of the Stock Exchange i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) and on website of the e-voting agency - Central Depository Services (India) Limited (‘CDSL’) at [www.evotingindia.com](http://www.evotingindia.com).

- vi. Shareholders whose name appearing on the Register of Members / List of Beneficial Owners as on Friday, May 10, 2024, (Cut-off date) shall be eligible for remote e-voting. A person who is not Shareholder on Cut-off date should treat this notice for information purpose only. It is however, clarified that all Shareholders of the Company as on the Cut-off date, including those Shareholders who may not have received this Notice due to non- registration of their e-mail IDs with the Company/ RTA/ Depositories, shall be entitled to vote in relation to the resolution specified in this Notice in accordance with the process specified hereinafter.
- vii. Remote E-voting will commence from Tuesday, May 14, 2024 (9.00 A.M. IST) to Thursday, June 13, 2024 (5.00 P.M. IST). The remote e-voting shall not be allowed beyond the said date and time and the remote e-voting module shall be disabled thereafter..
- viii. Shareholders who are holding shares of the Company as on Friday, May 10, 2024, (Cut-off date) and who have not registered their e-mail addresses with the Company/RTA/Depositories, are requested to kindly register their e-mail IDs by following the below procedure, in order to **get the notice of Postal Ballot by electronic means and vote there at**.

<b>Physical holding</b>	Please provide necessary detail 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 Company/RTA email id.
<b>Demat holding</b>	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 Company/RTA email id.

- ix. Institutional / Corporate Shareholders are requested to send a scanned copy (PDF / JPEG format) of the Board Resolution authorising its representatives to vote, pursuant to Section 113 of the Act, to the Company at [mail@medicointercontinental.com](mailto:mail@medicointercontinental.com).
- x. All the documents referred to in this Notice, will also be available for electronic inspection, without any fee by the Shareholders, from the date of circulation of this Notice upto the last date specified for the remote e-voting i.e. Thursday, June 13, 2024. Members seeking to inspect can send an e- mail to the Company at [mail@medicointercontinental.com](mailto:mail@medicointercontinental.com).
- xi. Resolution, if passed by the Shareholders through Postal ballot will be deemed to have been duly passed on the last date specified for the remote e-voting i.e. Thursday, June 13, 2024, in terms of Secretarial Standard-II on General Meetings (“SS-II”) issued by the Institute of Company Secretaries of India.
- xii. In case you have any queries/issues/grievances connected with remote e-voting for Postal Ballot, you may refer the Frequently Asked Questions (“FAQs”) and e- voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or at [mail@medicointercontinental.com](mailto:mail@medicointercontinental.com)

**THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING:**

- Step 1** : Access through Depositories CDSL/NSDL remote e-Voting system in case of individual shareholders holding shares in demat mode.

**Step 2** : Access through CDSL remote e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (i) The voting period begins on from Tuesday, May 14, 2024 (9.00 A.M. IST) to Thursday, June 13, 2024 (5.00 P.M. IST). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut off date i.e. Friday, May 10, 2024, (Cut-off date) 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) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

**Step 1** : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- (iv) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to above said SEBI Circular, Login method for e-Voting for **Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual	1) Users who have opted for CDSL Easi / Easiest facility, can login

<p>Shareholders holding securities in Demat mode with <b>CDSL Depository</b></p>	<p>through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab.</p> <ol style="list-style-type: none"> <li>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</li> <li>3) If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from an e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>
<p>Individual Shareholders holding securities in demat mode with <b>NSDL Depository</b></p>	<ol style="list-style-type: none"> <li>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period.</li> <li>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "Register Online for IDeAS" "Portal" or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account</li> </ol>

	number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.
Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants (DP)</b>	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL**

<b>Login type</b>	<b>Helpdesk details</b>
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cDSLindia.com">helpdesk.evoting@cDSLindia.com</a> or contact at toll free no. 1800 22 55 33
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30

**Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.**

- (v) Login method for Remote e-Voting for **Physical shareholders and shareholders other than individual holding in Demat form.**
- 1) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
  - 2) Click on “Shareholders” module.
  - 3) 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.
  - 4) Next enter the Image Verification as displayed and Click on Login.
  - 5) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.
  - 6) If you are a first-time user follow the steps given below:

	<b>For Physical shareholders and other than individual shareholders holding shares in Demat.</b>
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.</li> </ul>
Dividend Bank Details <b>OR</b> 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. <ul style="list-style-type: none"> <li>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.</li> </ul>

- (vi) After entering these details appropriately, click on “SUBMIT” tab.
- (vii) 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.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant <MEDICO INTERCONTINENTAL LIMITED> on which you choose to vote.
- (x) On the voting page, you will see “**Resolutions**” 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.
- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xii) 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.
- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xv) 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.
- (xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvii) **Additional Facility for Non – Individual Shareholders and Custodians – For Remote Voting only.**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://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](mailto: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 will be mapped automatically & can be delink in case of any wrong mapping.
- It is Mandatory that, 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 mandatory 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; [mail@medicointercontinental.com](mailto:mail@medicointercontinental.com), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

### **PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NUMBERS ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES**

**1. 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 Company/RTA email id.

**2. For Demat shareholders** - Please update your email id & mobile no. with your respective Depository Participant (DP)

**3. For Individual Demat shareholders** – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding remote e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at toll free no. 1800 22 55 33

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call at toll free no. 1800 22 55 33.

Date: 10<sup>th</sup> May, 2024

Place: Ahmedabad

By Order of the Board of Directors

**Medico Intercontinental Limited**

Registered Office:

1-5<sup>th</sup> Floor, Adit Raj Arcade, Nr. Karma Shreshtha Tower, 100 Ft Rd, Satellite, Ahmedabad – 380015, Gujarat.

CIN : L24100GJ1984PLC111413

Sd/-

**Puneeta Sharma**

**Company Secretary**

**Membership No. A42989**

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## EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF COMPANIES ACT, 2013

### Item No. 1

Pursuant to Section 161 of the Companies Act, 2013, and other applicable provisions, the Board, at its meeting held on 10<sup>th</sup> May, 2024, appointed Mr. Parshwa Kaushal Shah (DIN: 07400081) (“Parshwa”) as an Additional Director in the capacity of Independent Director of the Company for a term of five (5) years with effect from 10<sup>th</sup> May, 2024 to 10<sup>th</sup> May, 2029 (both days inclusive) subject to the approval of the shareholders through a special resolution.

The Company has received all statutory disclosures / declarations, including:

- (i) Consent in writing to act as director in Form DIR-2, pursuant to Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014 (“the Appointment Rules”),
- (ii) Intimation in Form DIR 8 in terms of the Appointment Rules to the effect that he is not disqualified under sub-section (2) of Section 164 of the Act,
- (iii) Declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Act and under LODR Regulations,
- (iv) Declaration pursuant to BSE Circular No. LIST/COMP/14/2018-19 dated June 20, 2018, and NSE Circular No. NSE/ CML/2018/24 dated June 20, 2018 that he has not been debarred from holding office of a Director by virtue of any order passed by the SEBI or any other such authority,
- (v) Confirmation that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge duties as an Independent Director of the Company;
- (vi) A notice in writing by a member proposing his candidature under Section 160(1) of the Act,
- (vii) Confirmation that he is in compliance with Rules 6(1) and 6(2) of the Appointment Rules, with respect to his registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs, and
- (viii) Confirmation that he had not been a partner of a firm that had transactions during the last three financial years with Medico Intercontinental Limited or its subsidiaries amounting to 10 (ten) percent or more of its gross turnover.

The Nomination and Remuneration Committee (“NRC”) had previously finalized the desired attributes for the selection of the Independent Director(s) such as experience, expertise and independence etc. Basis on those attributes, the NRC recommended the candidature of Mr. Parshwa Kaushal Shah.

In the opinion of the Board, Parshwa fulfils the conditions for independence specified in the Act, the Rules made thereunder and the LODR Regulations and such other laws / regulations for the time being in force, to the extent applicable to the Company and he is independent of the Management. The Board noted that Parshwa’s background and experience are aligned to the role and capabilities identified by the NRC and that he is eligible for appointment as an Independent Director. The Board was satisfied that the appointment is justified due to the following reasons:

- He has deep knowledge and expertise in business operations, risk management, strategy, governance, marketing, environment, sustainability and human resource management.



- He has been successfully running the business of his own since past many years.
- He is an engineer of electronics and communication and having expertise in said field.

The resolution seeks the approval of members for the appointment of Parshwa as an Independent Director of the Company from 10<sup>th</sup> May, 2024 to 10<sup>th</sup> May, 2029 (both days inclusive) pursuant to Sections 149, 152 and other applicable provisions of the Act and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof) and he shall not be liable to retire by rotation.

The profile and specific areas of expertise and other relevant information as required under the LODR Regulations and SS-2 are provided in additional information section of this Notice.

In compliance with the provisions of Section 149 read with Schedule IV to the Act and Regulation 17 of the LODR Regulations, the approval of the members is sought for the appointment of Parshwa as an Independent Director of the Company, as a special resolution as set out above.

No Director, Key Managerial Personnel (KMP) or their relatives except Parshwa, to whom the resolution relates, is interested in or concerned, financially or otherwise, in passing the proposed resolution as set out in Item no. 1.

The Board recommends the special resolution as set out in Item no. 1 of this notice for the approval of members.

## **Item No. 2**

The Current Authorized Share Capital stand at Rs. 10,00,00,000/- (Rupees Ten Crores Only) divided into 1,00,00,000 (One Crore) 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 through Postal Ballot by way of Special Resolution.

Accordingly, the Board recommends the resolutions set forth in Item No. 2 to be passed as a Special Resolution by the members through Postal Ballot.

None of the Directors, Key Managerial Personnel or their relatives are concerned or interested, financially or otherwise, in the resolutions set forth in Item No. 2 of the Notice except to the extent of their shareholding in the Company.

### Item No. 3

Regulation 23(4) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“SEBI Listing Regulations”) provides that all material related party transactions and subsequent material modifications as defined by the Audit Committee under sub-regulation (2) of Regulation 23 shall require prior approval of the shareholders through resolution and no related party shall vote to approve such resolutions whether the entity is a related party to the particular transaction or not. A transaction with a related party shall be considered material, if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds Rs. 1,000 crores or 10% of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity, whichever is lower.

Regulation 2(1)(zc) of SEBI Listing Regulations defines “related party transaction” to mean a transaction involving a transfer of resources, services or obligations between (i) a listed entity or any of its subsidiaries on one hand and a related party of the listed entity or any of its subsidiaries on the other hand or (ii) a listed entity or any of its subsidiaries on one hand, and any other person or entity on the other hand, the purpose and effect of which is to benefit a related party of the listed entity or any of its subsidiaries, with effect from April 1, 2023, regardless of whether a price is charged and a “transaction” with a related party shall be construed to include a single transaction or a group of transactions in a contract.

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. 3 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 information relevant or important for the members to take decision on the proposed resolution
Medico	Transactions related to	Mr. Samir Shah, Mr.	Mr. Samir Shah and	As per the terms of the	Upto Rs. 10	None

Healthcare	purchase, sale, rent paid, commission received and commission paid and other financial services	Dilipkumar Shah and Mrs. Tanvi Shah	Mr. Dilipkumar Shah are partners in Medico Healthcare.  Mrs. Tanvi Shah is wife of Mr. Samir Shah.	respective contracts or arrangements entered into or to be entered into from time to time.	Crores	
Ritz Pharma	Transactions related to purchase, sale, rent paid, commission received and commission paid and other financial services	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.	Upto Rs. 5 Crores	None
Flora Marketing	Transactions related to purchase, sale, rent paid, commission received and commission paid and other financial services	Mrs. Tanvi Shah, Mr. Dilip Shah and Mr. Samir Shah	Mrs. Tanvi Shah is the Proprietor of Flora Marketing.  Mr. Samir Shah is husband of Mrs. Tanvi Shah.  Mr. Dilip Shah is father in law 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.	Upto Rs. 3 Crores	None
Oxford Pharma	Transactions related to purchase and sale of goods, Purchase of plant & machinery and	Mr. Samir Shah, Mr. Dilip Shah and Mrs. Tanvi Shah	Mr. Samir Shah is a Partner in Oxford Pharma.  Mrs. Tanvi	As per the terms of the respective contracts or arrangements entered into or to be	Upto Rs. 75 Crores	None

	land & building and any other transactions related to business of the Company and other financial services		Shah is wife of Mr. Samir Shah.  Mr. Dilip Shah is father of Mr. Samir Shah.	entered into from time to time.		
Kingston Infracon	Transactions related to commission paid, commission income and other services including but not limited to Sales promotion, Staff welfare and other transactions related to business of the Company and other financial services	Mr. Samir Shah, Mr. Dilipkumar Shah and Mrs. Tanvi Shah	Mr. Samir Shah and Mr. Dilipkumar Shah are Partners of Kingston Infracon.  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.	Upto Rs. 5 Crores	None
Kingston Cafe	Transactions related to commission paid, commission income and other services including but not limited to Sales promotion, Staff welfare and other transactions related to business of the Company and other financial services	Mr. Samir Shah, Mr. Dilipkumar Shah and Mrs. Tanvi Shah	Mr. Samir Shah is Proprietor of Kingston Café.  Mrs. Tanvi Shah is wife of Mr. Samir Shah.  Mr. Dilipkumar Shah is father 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.	Upto Rs. 5 Crores	None

Kingston Club & Spa Private Limited	Transactions related to commission paid, commission income and other services including but not limited to Sales promotion, Staff welfare and other transactions related to business of the Company and other financial 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.	Upto Rs. 5 Crores	None
Medico Medserve India Private Limited	Transactions related to purchase, sale, commission received, commission paid, loan taken, loan given, interest paid, interest received, rent paid, rent received and other financial services	Mr. Samir Shah, Mr. Dilip Shah and Mrs. Tanvi Shah	Mr. Samir Shah & Mr. Dilip Shah are Directors / KMP 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.	Upto Rs. 3 Crores	None
Mr. Samir Shah	Transactions related to Remuneration, Interest paid, Loan taken, rent paid and other perquisites and purchase and sale of Land, building, plant and machinery etc for official use,	Mrs. Tanvi Shah and Mr. Dilip Shah	Mr. Samir Shah is Managing Director of the Company and Director of all the WOS of the Company.  Mrs. Tanvi Shah is wife	As per the terms of the respective contracts or arrangements entered into or to be entered into from time to time.	Upto Rs. 30 Crores.	None

	Dividend, and other financial services		of Mr. Samir Shah.  Mr. Dilip Shah is father of Mr. Samir Shah.			
Mr. Dilipkumar Shah	Transactions related to Remuneration, Interest paid, Loan taken, rent paid and other perquisites, Dividend, and other financial services	Mr. Samir Shah and Mrs. Tanvi Shah	Mr. Dilipkumar Shah is father of Mr. Samir Shah and CEO of the Company.  Mr. Dilipkumar Shah is Director of WOS of the Company.  Mrs. Tanvi Shah is Daughter in law of Mr. Dilipkumar Shah.	As per the terms of the respective contracts or arrangements entered into or to be entered into from time to time.	Upto Rs. 5 Crores.	None
Mr. Ronak Shah	Transactions related to Remuneration, Interest exp, loan taken and other perquisites and other financial services	Common Director	Mr. Ronak Shah is Director of WOS of the Company.	As per the terms of the respective contracts or arrangements entered into or to be entered into from time to time	Upto Rs. 5 Crores	None
Mr. Sharadbhai Shah	Transactions related to Remuneration, Interest exp, Loan taken and other perquisites and other	Mr. Jay Shah	Mr. Sharad Shah is Director of WOS of the Company and father of Mr. Jay Shah, CFO	As per the terms of the respective contracts or arrangements entered into or to be entered into	Upto Rs. 5 Crores	None

	financial services		of the Company	from time to time		
Mrs. Panna Shah	Transactions related to Salary paid and other financial services	Mr. Jay Shah	Mrs. Panna Shah is wife of Mr. Sharadbhai Shah.  Mrs. Panna Shah is Mother of Mr. Jay Shah, CFO of the Company.	As per the terms of the respective contracts or arrangements entered into or to be entered into from time to time.	Upto Rs. 1 crore	None
Mr. Jay Shah	Transactions related to Remuneration, loan taken, given, interest paid and received, commission paid and purchase and sale of Land, building, etc for official use, Dividend, and other financial services	Mr. Samir Shah	Mr. Jay Shah is the CFO (KMP) of the Company.	As per the terms of the respective contracts or arrangements entered into or to be entered into from time to time.	Upto Rs. 10 Crores	None
Mrs. Khushboo Shah	Transactions related to Remuneration, Loan taken and loan Given, interest paid and interest received and other financial services	Common Director	Mrs. Khushboo Shah is Director of WOS of the Company and wife of Mr. Ronak Shah.	As per the terms of the respective contracts or arrangements entered into or to be entered into from time to time.	Upto Rs. 1 Crores	None
Kings Legacy	Transactions related to commission paid,	Mr. Samir Shah, Mr. Dilip Shah, Mrs. Tanvi	Mr. Samir Shah, Mr. Ronak Shah and Mr.	As per the terms of the respective contracts or	Upto Rs. 5 Crores	None

	commission income and other services including but not limited to Sales promotion, Staff welfare and other transactions related to business of the Company and other financial services	Shah, Mr. Jay Shah, Mrs. Swati Shah	Sharad Shah are Partners of Kings Legacy.  Mrs. Tanvi Shah is wife of Mr. Samir Shah.  Mr. Dilip Shah is father of Mr. Samir Shah.  Mr. Sharad Shah is father of Mr. Jay Shah.  Mrs. Khushboo Shah is Director of WOS of the Company and wife of Mr. Ronak Shah.  Mrs. Swati Shah is Non-Executive Director of the Company and wife of Mr. Jay Shah.	arrangement s entered into or to be entered into from time to time.		
Kings Marvela LLP	Transactions related to commission paid, commission	Mr. Samir Shah, Mr. Dilip Shah, Mrs. Tanvi	Mr. Samir Shah and Mr. Dilip Shah are Designated	As per the terms of the respective contracts or arrangement	Upto Rs. 5 Crores	None



	income and other services including but not limited to Sales promotion, Staff welfare and other transactions related to business of the Company and other financial services	Shah.	Partners in the LLP.  Mrs. Tanvi Shah is wife of Mr. Samir Shah.	s entered into or to be entered into from time to time.		
Ritz Formulations Private Limited (RFPL)	Transactions related to purchase, sale, commission received, commission paid, loan taken, loan given, interest exp and income and other financial services	Common Director	RFPL is wholly owned subsidiary of the Company.	As per the terms of the respective contracts or arrangements entered into or to be entered into from time to time.	Upto Rs. 20 Crores	None
Sungrace Pharma Private Limited (SPPL)	Transactions related to purchase, sale, commission received, commission paid, loan taken, loan given, interest exp and income, other financial services	Common Director	SPPL is wholly owned subsidiary of the Company.	As per the terms of the respective contracts or arrangements entered into or to be entered into from time to time.	Upto Rs. 20 Crores	None
Evagrace Pharma Private Limited (EPPL)	Transactions related to purchase, sale, commission received, commission paid, loan taken, loan given, interest exp and	Common Director	EPPL is wholly owned subsidiary of the Company.	As per the terms of the respective contracts or arrangements entered into or to be entered into from time to	Upto Rs. 10 Crores	None

	income, other financial services			time.		
Azillian Healthcare Private Limited (AHPL)	Transactions related to purchase, sale, commission received, commission paid, loan taken, loan given, interest exp and income, other financial services and Dividend income	Common Director	AHPL is wholly owned subsidiary of the Company.	As per the terms of the respective contracts or arrangements entered into or to be entered into from time to time.	Upto Rs. 20 Crores	None
Tanvi S Shah	Transactions related to remuneration, other financial services, commission paid and received, rent paid and received, interest paid and received	Mr. Samir Shah and Mr. Dilip Shah	Mrs. Tanvi Shah is wife of Mr. Samir Shah, Non-Executive Chairperson of the Company and Director of Wholly Owned Subsidiaries	As per the terms of the respective contracts or arrangements entered into or to be entered into from time to time.	Upto Rs. 10 Crores	None
Diya Samir Shah	Transactions related to remuneration, other financial services, commission paid and received, rent paid and received, interest paid and received	Mr. Samir Shah, Mr. Dilip Shah and Mrs. Tanvi Shah	Daughter of Mr. Samir Shah, Managing Director of the Company and Mrs. Tanvi Shah, Non-Executive Chairperson of the Company.	As per the terms of the respective contracts or arrangements entered into or to be entered into from time to time.	Upto Rs. 5 Crores	None
Sungrace Pharma	Transactions related to purchase, sale, rent paid,	Mr. Ronak Shah, Director of WOS of the	Mr. Ronak Shah is proprietor of Sungrace	As per the terms of the respective contracts or	Upto Rs. 3 Crores	None

	commission received and commission paid and other financial services	Company	Pharma.	arrangements entered into or to be entered into from time to time.		
Mr. Krushant Parekh	Transactions related to Remuneration, Interest paid, commission paid, sales incentive paid and other financial services	Mr. Krushant Parekh, Director of EPPL, WOS of the Company	Mr. Krushant Parekh is Director of Evagrace Pharma Private Limited, Wholly owned Subsidiary of the Company	As per the terms of the respective contracts or arrangements entered into or to be entered into from time to time.	Upto Rs. 50 Lakhs	None
Mr. Pavankumar Rambaran Varma	Transactions related to Remuneration, Interest paid, commission paid, sales incentive paid and other financial services	Mr. Pavankumar R Varma, Director of EPPL, WOS of the Company	Mr. Pavankumar Varma is Director of Evagrace Pharma Private Limited, Wholly owned Subsidiary of the Company	As per the terms of the respective contracts or arrangements entered into or to be entered into from time to time.	Upto Rs. 50 Lakhs	None
Mr. Yogendra G Rathod	Transactions related to Remuneration, Interest paid, commission paid, sales incentive paid and other financial services	Mr. Yogendra G Rathod, Director of EPPL, WOS of the Company	Mr. Yogendra G Rathod is Director of Evagrace Pharma Private Limited, Wholly owned Subsidiary of the Company	As per the terms of the respective contracts or arrangements entered into or to be entered into from time to time.	Upto Rs. 50 Lakhs	None
Mrs. Vidhi Krushant	Transactions related to Salary,	Mr. Krushant	Mrs. Vidhi Krushant Parekh is	As per the terms of the respective	Upto Rs. 50	None

Parekh	Interest paid, commission paid, sales incentive paid and other financial services	Parekh	wife of Mr. Krushant Parekh who is Director of Evagrace Pharma Private Limited	contracts or arrangements entered into or to be entered into from time to time.	Lakhs	
Mrs. Anju Pavankumar Varma	Transactions related to Salary, Interest paid, commission paid, sales incentive paid and other financial services	Mr. Pavankumar Varma	Mrs. Anju Pavankumar Varma is wife of Mr. Pavankumar Varma who is Director of Evagrace Pharma Private Limited	As per the terms of the respective contracts or arrangements entered into or to be entered into from time to time.	Upto Rs. 50 Lakhs	None
Mrs. Krishna Yogendra Rathod	Transactions related to Salary, Interest paid, commission paid, sales incentive paid and other financial services	Mr. Yogendra Rathod	Mrs. Krishna Rathod is wife of Mr. Yogendra Rathod who is Director of Evagrace Pharma Private Limited	As per the terms of the respective contracts or arrangements entered into or to be entered into from time to time.	Upto Rs. 50 Lakhs	None
M/s. LYF Pharma Distributor	Transactions related to purchase and sale of Goods and other financial services	Mr. Krushant Parekh, Mr. Pavankumar Varma and Mr. Yogendra Rathod	Mr. Krushant Parekh, Mr. Pavankumar Varma and Mr. Yogendra Rathod, Directors of Evagrace Pharma Private Limited, are partners in LYF Pharma Distributor	As per the terms of the respective contracts or arrangements entered into or to be entered into from time to time.	Upto Rs. 3 Crores	None

Medico Lab	Transactions related to purchase, sale, Commission paid, Commission Received, Rent Paid, Rent Receivable, Purchase and Sale of Land and Building, Purchase and Sale of Plant & Machinery etc for official use, and other financial services	Common Ownership	Medico Intercontinental Limited is holding 50% stake in the partnership firm therefore it is a joint venture of the Company.	As per the terms of the respective contracts or arrangements entered into or to be entered into from time to time.	Upto Rs. 100 Crores	None
Pharm Deal	Transactions related to purchase, sale, Commission paid, Commission Received, Rent Paid, Rent Receivable, Purchase and Sale of Land & Building, Purchase and Sale of Plant & Machinery etc for official use, and other financial services	Mr. Apurva Shah, Partner of Medico Lab	One of the Partner of Medico Lab is a partner in Pharm Deal; therefore it is indirectly related to the Company	As per the terms of the respective contracts or arrangements entered into or to be entered into from time to time.	Upto Rs. 100 Crores	None
Ruby Ailcare Services Private Limited	Transactions related to purchase, sale, Commission paid, Commission Received, Rent Paid, Rent Receivable, Purchase and	Mr. Apurva Shah, Partner of Medico Lab	Other Partners of Medico Lab are Directors in Ruby Ailcare Services Private Limited;	As per the terms of the respective contracts or arrangements entered into or to be entered into from time to	Upto Rs. 100 Crores	None

	Sale of Land & Building, Purchase and Sale of Plant & Machinery etc for official use, and other financial services		therefore it is indirectly related to the Company.	time.		
Ishit Sandip Shah	Transactions related to Salary, Interest paid, commission paid, sales incentive paid and other financial services	Ishit S Shah	Partner of Medico Lab, Joint Venture of the Company	As per the terms of the respective contracts or arrangements entered into or to be entered into from time to time.	Upto Rs. 10 Crores	None
Apurva Sudhir Shah	Transactions related to Salary, Interest paid, commission paid, sales incentive paid and other financial services	Apurva S Shah	Partner of Medico Lab, Joint Venture of the Company	As per the terms of the respective contracts or arrangements entered into or to be entered into from time to time.	Upto Rs. 10 Crores	None
Sandip Bhogilal Shah	Transactions related to Salary, Interest paid, commission paid, sales incentive paid and other financial services	Mr. Ishit Shah	Father of Mr. Ishit Shah, Partner of Medico Lab, Joint Venture of the Company	As per the terms of the respective contracts or arrangements entered into or to be entered into from time to time.	Upto Rs. 10 Crores	None
Sudhir I Shah	Transactions related to Salary, Interest paid, commission paid, sales incentive paid and other financial	Mr. Apurva Shah	Father of Mr. Apurva Shah, Partner of Medico Lab, Joint Venture of the	As per the terms of the respective contracts or arrangements entered into or to be entered into from time to	Upto Rs. 10 Crores	None

	services		Company	time.		
<b>TOTAL</b>					<b>Upto 612.00 Crores</b>	

The value of such transaction(s) (individually or taken together with previous transactions) for each of the proposed related parties in the table provided above, during any Financial Year, may exceed Rs. 1,000 crores or 10% the annual consolidated turnover of the Company as per the last audited financial statements of the Company, whichever is lower, and hence, approval of the shareholders of the Company by way of an ordinary resolution is being sought.

The Audit Committee of the Company and the Board of Directors, have, based on relevant details provided by the management, at their meetings held on 10<sup>th</sup> May, 2024, reviewed and approved the said transaction(s).

The Board accordingly recommends the resolutions set out at Item Nos. 3 of this Notice for approval by the Members by way of 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.

Date: 10<sup>th</sup> May, 2024

Place: Ahmedabad

By Order of the Board of Directors

**Medico Intercontinental Limited**

Registered Office:

1-5<sup>th</sup> Floor, Adit Raj Arcade, Nr. Karma  
Shreshtha Tower, 100 Ft Rd, Satellite,  
Ahmedabad – 380015, Gujarat.

CIN : L24100GJ1984PLC111413

Sd/-

**Puneeta Sharma**

**Company Secretary**

**Membership No. A42989**

**Details of Directors Seeking Appointment/Reappointment**

(Pursuant to Regulation 36(3) of the SEBI (LODR) Regulations, 2015 and in terms of the Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India requires certain additional disclosures with respect to Directors seeking appointment/re-appointment at the ensuing General Meeting which is mentioned below)

<b>Name of Director</b>	<b>Mr. Parshwa Kaushal Shah</b>
<b>DIN</b>	07400081
<b>Date of Birth</b>	27-12-1991
<b>Age</b>	32 years
<b>Date of Appointment</b>	10-05-2024
<b>Terms and conditions of Appointment</b>	For the period of 5 years w.e.f. 10 <sup>th</sup> May, 2024 to 10 <sup>th</sup> May, 2029 (Both days inclusive)
<b>Disclosure of relationship between Directors inter-se</b>	Not Applicable
<b>Disclosure of relationship of Directors with Manager and KMP of the Company</b>	None
<b>Functional Expertise &amp; Experience</b>	Experience in Sales, Strategy Marketing, HR and general management.
<b>Education Qualification(s)</b>	Engineer
<b>Date of first appointment on Board, last drawn remuneration and number of Board meetings attended</b>	It is proposed to appoint Parshwa as Director for his first term on the Board and hence, these details are not applicable.
<b>Board Position Held</b>	NA
<b>Listed Entities from which Parshwa has resigned as Director in past 3 years</b>	NIL
<b>Names of listed entities in which person holds Directorship and the membership of the committees of the Board</b>	NA
<b>Chairman / Directorship in other Companies</b>	NA
<b>Chairman/Member of Committee in other Companies</b>	NA
<b>Shareholding held in the Company</b>	NIL
<b>Skills and capabilities required for the role and the manner in which the proposed person meets such requirements</b>	Refer to the Item no. 1 of the explanatory statement.
<b>Justification for appointment of Independent Director</b>	Mr. Parshwa Kaushal Shah is an Engineer by profession and holds diploma in Electronics & Communication from Gujarat Technological University and having vast experience in the relevant field. He is also successfully running business of his own since past many years. He is



	having in-depth knowledge and having an ability to guide in several crucial matters to the Board of the Company.
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**Information at glance:**

<b>Particulars</b>	<b>Notes</b>
Cut-off date to determine eligible members to vote on the Resolutions	Friday, 10 <sup>th</sup> May, 2024
Voting start time and date	9:00 a.m. IST, Tuesday, 14 <sup>th</sup> May, 2024
Voting end time and date	5:00 p.m. IST, Thursday, 13 <sup>th</sup> June, 2024
Date on which the resolution is deemed to be passed	Last date of voting i.e. Thursday, 13 <sup>th</sup> June, 2024
Name, address and contact details of Registrar and Share Transfer Agent.	Purva Sharegistry (India) Private Limited Unit: 9, Shiv Shakti Industrial Estate, J.R. Boricha Marg, Opp., Lower Parel (East), Mumbai-400011 Email: <a href="mailto:support@purvashare.com">support@purvashare.com</a>
Name, address and contact details of e-voting service provider	Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 Email: <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> Contact: 1800 22 55 33
CDSL e-voting website address	<a href="http://www.evotingindia.com">www.evotingindia.com</a>