

NOTICE

Notice is hereby given that the **41st Annual General Meeting** of the Members of **Medico Intercontinental Limited** will be held on Tuesday, 30th September, 2025 at 02:00 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, 2025 together with the Reports of Board of Directors and Auditors thereon.
2. To appoint Director in place of Mrs. Tanvi Samirbhai Shah (DIN: 08192047), who retires by rotation and being eligible offers herself for reappointment.

SPECIAL BUSINESSES:

3. **APPOINTMENT OF M/S. AGARWAL & MEHTA COMPANY SECRETARIES LLP, AS THE SECRETARIAL AUDITOR OF THE COMPANY FOR A TERM OF FIVE CONSECUTIVE YEARS FROM THE FINANCIAL YEAR 2025-2026 TO THE FINANCIAL YEAR 2029-30:**

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

“RESOLVED THAT pursuant to the provisions of Sections 204 of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and the Regulation 24A(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), M/s. Agarwal & Mehta Company Secretaries LLP (LLPIN: AAN-6741 and ICSI UNIQUE CODE NO. : L2018GJ004600) be and are hereby appointed as Secretarial Auditors of the Company, for a term of five (5) consecutive years, to hold office of the Secretarial Auditor for the Financial Year 2025-26 upto Financial Year 2029-30, on such remuneration, as recommended by the Audit Committee and as may be mutually agreed between the Board of Directors of the Company and the Secretarial Auditors, from time to time.”

“RESOLVED FURTHER THAT any of the Director, the Chief Financial Officer and the Company Secretary of the Company, be and are hereby severally authorized to take such steps and do all such acts, deeds, matters and things as may be considered necessary, proper and expedient to give effect to this Resolution.”

4. **INCREASE IN BORROWING LIMITS FROM RS. 20 CRORES TO RS. 100 CRORES OR THE AGGREGATE OF THE PAID-UP CAPITAL AND FREE RESERVES OF THE COMPANY, WHICHEVER IS HIGHER:**

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

“RESOLVED THAT in supersession of the earlier resolutions passed by the shareholders of the Company, and pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, as amended from time to time, and the Articles of Association of the Company, the consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include any committee thereof) for borrowing, from time to time, any sum or sums of monies which together with the monies already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company’s bankers in the ordinary course of business) may exceed the aggregate of the paid up capital of the Company and its free reserves provided that the total amount so borrowed by the Board shall not at any time exceed to Rs. 100 crores or the aggregate of the paid up capital and free reserves of the Company, whichever is higher.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things, to execute all such documents, instruments and writings as may be required to give effect to this Resolution.”

5. **CREATION OF CHARGES ON THE MOVABLE AND IMMOVABLE PROPERTIES OF THE COMPANY, BOTH PRESENT AND FUTURE, IN RESPECT OF BORROWINGS:**

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

“RESOLVED THAT in supersession of the earlier resolutions passed by shareholders of the Company and pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act,

2013, as amended from time to time, consent of the Company be and is hereby given to the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any committee thereof) to create such charges, mortgages and hypothecations in addition to the existing charges, mortgages and hypothecations created by the Company, on such movable and immovable properties, both present and future, and in such manner as the Board may deem fit, together with power to take over the substantial assets of the Company in certain events in favour of banks / financial institutions, other investing agencies and trustees for the holders of debentures/ bonds/ other instruments to secure rupee/ foreign currency loans and/or the issue of debentures whether partly/ fully convertible or non-convertible and/or securities linked to Ordinary Shares/ 'A' Ordinary Shares and/ or rupee/ foreign currency convertible bonds and/ or foreign currency bonds and/or bonds with share warrants attached (hereinafter collectively referred to as "Loans") provided that the total amount of Loans together with interest thereon, additional interest, compound interest, liquidated damages, commitment charges, premium on pre-payment or on redemption, costs, charges, expenses and all other monies payable by the Company in respect of the said Loans for which the charge is to be created, shall not, at any time exceed Rs. 100 crores or the aggregate of the paid up capital and free reserves of the Company, whichever is higher."

"RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things, to execute all such documents, instruments and writings as may be required to give effect to this Resolution."

6. APPROVE INCREASE IN PAYMENT OF REMUNERATION OF MR. SAMIR SHAH, MANAGING DIRECTOR OF THE COMPANY:

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

"RESOLVED THAT pursuant to the provisions of Section 197 read with Part I and Section I of Part II of Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof), applicable clauses of the Articles of Association of the Company and subject to such consent(s), approval(s) and permission(s) as may be necessary in this regard and subject to such conditions as may be imposed by any authority while granting such consent(s), approval(s) and permission(s) and as agreed to by the Board of Directors (hereinafter referred to as the "Board", which term shall, unless repugnant to the context or meaning thereof, be deemed to include any committee thereof and any person authorized by the Board in this behalf), consent of the members of the Company be and is hereby accorded for increase in payment of remuneration to Mr. Samir D Shah [DIN: 03350268], Managing Director of the Company, on the terms and conditions including remuneration as mentioned below:

S.No.	Particulars
1.	Salary: Upto Rs. 20,00,000/- monthly w.e.f., 1st April, 2025
2.	Other perquisites: In addition to salary, he shall be entitled to perquisites and allowances like HRA, medical reimbursement, travelling allowances, club fees and other payments in the nature of perquisites and allowances as agreed by the Board of Directors, subject to overall ceiling of remuneration stipulated in sections 2(78) and 197 read with Schedule V of the Act.

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

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

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

7. APPROVAL OF INCREASE IN LIMITS FOR THE LOANS, INVESTMENTS, GUARANTEE OR SECURITY UNDER SECTION 185 OF THE COMPANIES ACT, 2013:

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

“RESOLVED THAT pursuant to Section 185 and all other applicable provisions of the Companies Act, 2013 and rules made thereunder as amended from time to time and in supersession of the earlier resolutions passed in this regard, the consent of the Members of the Company be and is hereby accorded to authorize Board of Directors of the Company (hereinafter referred to as the Board, which term shall be deemed to include, unless the context otherwise required, any committee of the Board or any director or officer(s) authorized by the Board to exercise the powers conferred on the Board under this resolution) to advance any loan including any loan represented by a book debt, or give any guarantee or provide any security in connection with any loan taken by any entity which is a subsidiary or associate or joint venture of the Company, (in which any director is deemed to be interested) upto an aggregate sum of Rs. 100 crores (Rupees Hundred Crores only), in their absolute discretion deem beneficial and in the interest of the Company, provided that such loans are utilized by the borrowing company for its principal business activities, in any financial year.”

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

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

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

“RESOLVED THAT pursuant to the provisions of section 186 and other applicable provisions, if any, of the Companies Act, 2013 and subject to necessary approvals, if any and to the extent required including that of the lenders of the Company (if any), and in supersession of the earlier resolutions passed in this regard, the consent of the company be and is hereby accorded to the Board of Directors of the company (hereinafter referred to as the “Board”, which term shall be deemed to include person(s) authorized and/or committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution) to make investment(s) and/or give loan(s) in the form of inter-corporate deposit(s) and/or short term credit(s) and/or secured/unsecured loan(s) to and/or give guarantee (s) and/or provide any security(ies) in connection with any loan(s) made to any other person by or by any other person to any subsidiaries, joint ventures, associate companies and/or any other body(ies) corporate as the Board may deem fit in the interest of the Company exceeding the limits permissible in terms of the section 186 of the Companies Act, 2013 i.e. sixty percent of its paid up share capital, free reserves and securities premium account or one hundred percent of its free reserves and securities premium account, whichever is more; provided however that the investment(s) made and /or loan(s) granted and/or guarantee(s) and security(ies) provided, other than the investment(s) made and/or loan(s) granted and/or guarantee(s) and security(ies) provided, other than the investment(s) made and/or loan(s) granted and/or guarantee(s) and security(ies) provided and/or as are exempted in terms of section 186 of the Companies Act, 2013 read with rules made thereunder, shall not exceed Rs. 100 Crores (Rupees Hundred Crores only) in any financial year.

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

9. APPROVAL FOR ENTERING INTO RELATED PARTY TRANSACTIONS:

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

“RESOLVED THAT pursuant to provisions of Section 188 and any other applicable provisions, if any, of the Companies Act, 2013 read with the Rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in supersession of the earlier resolutions passed in this regard and the provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended from time to time), consent of the members of the Company be and is hereby accorded for the related party transactions to be entered by the Company and/or by its Subsidiary / Wholly Owned Subsidiaries / Joint Venture with the below mentioned related parties to the extent of the maximum amounts in any financial year, as provided below:

Name of the Related Party	Nature of Transactions as per Section 188 of the Companies Act, 2013	Name of the Director or KMP who is related, if any	Nature of Relationship	Material terms and particulars of the Contract or arrangement	Monetary Value (in Rs.)	Any other 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 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 Medico Healthcare. Mrs. Tanvi Shah is wife of Mr. Samir Shah.	As per the terms of the respective contracts or arrangements entered into or to be entered into from time to time.	Upto Rs. 10 Crores	None
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 related to business of the Company and other financial services	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. Mr. Dilip 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. 75 Crores	None

Name of the Related Party	Nature of Transactions as per Section 188 of the Companies Act, 2013	Name of the Director or KMP who is related, if any	Nature of Relationship	Material terms and particulars of the Contract or arrangement	Monetary Value (in Rs.)	Any other information relevant or important for the members to take decision on the proposed resolution
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 Café	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

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
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 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. 30 Crores.	None
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

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
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, Interest, 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, 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, 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 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.	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

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
			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.			
Kings Marvela LLP	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, Mrs. Tanvi Shah.	Mr. Samir Shah and Mr. Dilip Shah are Designated Partners in the LLP. 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
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

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
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	Mr. Samir Shah and Mrs. Tanvi Shah are parents of Ms. Diya Shah and Mr. Dilip Shah is Grandfather of Ms. Diya 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
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	Director of 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

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
Mr. Pavankumar Rambaran Varma	Transactions related to Remuneration, Interest paid, commission paid, sales incentive paid and other financial services	Director of 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	Director of 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 services	Relative of Director of WOS of the Company	Mrs. Vidhi Krushant Parekh is wife of Mr. Krushant Parekh 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. Anju Pavankumar Varma	Transactions related to Salary, Interest paid, commission paid, sales incentive paid and other financial services	Relative of Director of WOS of the Company	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	Relative of Director of WOS of the Company	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

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
M/s. LYF Pharma Distributor	Transactions related to purchase and sale of Goods and other financial services	Relative of Director of WOS of the Company	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	Joint Venture of the Company	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	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, and other financial services	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

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
Ishit Sandip Shah	Transactions related to Salary, Interest paid, commission paid, sales incentive paid and other financial services	Medico Lab	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	Medico Lab	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	Medico Lab	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	Medico Lab	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
Calborn Lifescience Private Limited	Transactions related to purchase, sale, commission received, commission paid, loan taken, loan given, interest exp and income, other financial services	Subsidiary of the Company	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 Crores	None

Name of the Related Party	Nature of Transactions as per Section 188 of the Companies Act, 2013	Name of the Director or KMP who is related, if any	Nature of Relationship	Material terms and particulars of the Contract or arrangement	Monetary Value (in Rs.)	Any other information relevant or important for the members to take decision on the proposed resolution
Nileshkumar Dhruvprasad Patel	Transactions related to Remuneration, Interest paid, commission paid, sales incentive paid and other financial services	Director of Subsidiary of the Company	Director of Calborn Lifescience Private Limited, 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
Pareshkumar Jayantilal Patel	Transactions related to Remuneration, Interest paid, commission paid, sales incentive paid and other financial services	Director of Subsidiary of the Company	Director of Calborn Lifescience Private Limited, 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
Hemal N Patel	Transactions related to Remuneration, Interest paid, commission paid, sales incentive paid and other financial services	Calborn Lifescience Private Limited	Employee of Calborn Lifescience Private Limited, 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
				TOTAL	Upto 692.00 Crores	

“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.”

**By order of the Board of Directors
For Medico Intercontinental Limited**

**Place : Ahmedabad
Date : August 14, 2025**

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

Notes:

1. The AGM will be held on Tuesday, 30th September, 2025 at 02:00 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, January 13, 2021, December 8, 2021, December 14, 2021, May 5, 2022, December 28, 2022 and September 19, 2024 respectively, ("MCA Circulars") allowing, inter-alia, conducting of AGMs through Video Conferencing / Other Audio-Visual Means ("VC / OAVM") facility on or before September 30, 2025, in accordance with the requirements provided in paragraphs 3 and 4 of the MCA General Circular No. 20/2020. The Securities and Exchange Board of India ("SEBI") also vide its Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020; Circular No. SEBI/HO/CFD/ CMD2/CIR/P/2022/62 dated May 13, 2022; and Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023 ("SEBI Circulars") and Circular No. SEBI/HO/DDHS/DDHS-PoD-1/P/CIR/2025/83 dated June 05, 2025 has provided certain relaxations from compliance with certain provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"). In compliance with these Circulars, provisions of the Act and Listing Regulations, the 41st AGM of the Company is being conducted through VC / OAVM facility, without the physical presence of Members at a common venue. The deemed venue for the 41st AGM shall be the Registered Office of the Company.
2. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM 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. As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020, Circular No. 20/2020 dated May 05, 2020, Circular No. 09/2023 dated 25th September, 2023, Circular No. 09/2024 dated September 19, 2024, the forthcoming AGM will thus be held through video conferencing (VC) or other audio-visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM. In terms of the said Circulars, the 41st 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. 30 and available at the Company's website www.medicointercontinental.com
5. A statement pursuant to Section 102 of the Companies Act, 2013 in respect of Ordinary and Special businesses under item no. 3 to 9 set out above to be transacted at the meeting is annexed hereto and form part of this Notice.
6. 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/>
7. 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.
8. 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
9. The Register of Members and Share Transfer Books of the Company will remain closed from Wednesday, 24th September, 2025 to Tuesday, 30th September, 2025 (both days inclusive) in terms of provisions of Section 91 of the Companies Act, 2013.
10. Pursuant to the provisions of the Act and the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 and Amendment Rules 2017 notified by the Ministry of Corporate Affairs, the Company is required to transfer all shares in respect of which dividend has not been paid or

claimed by the Members for seven consecutive years or more in the name of Investor Education and Protection Fund (IEPF) Suspense Account. As the Company has declared and paid dividend first time in the financial year i.e., F.Y. 2022-23, therefore details related to these provisions are not applicable to the Company.

11. 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.
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. 30.
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 along with 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. 29th August, 2025 will receive Annual Report for the financial year 2024-25 through electronic mode.
18. Members are requested to address all the correspondence to the Registrar and Share Transfer Agents, Purva Sharegistry (India) Private Limited, Unit: 9, Shiv Shakti Industrial Estate, J.R. Boricha Marg, Opp., Lower Parel (East), Mumbai-400011.
19. 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.
20. 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, May 05, 2020, September 25, 2023 and September 19, 2024, 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.
21. 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.
22. 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**.

23. 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, MCA Circular No. 20/2020 dated May 05, 2020 and MCA Circular No. 09/2023 dated September 25, 2023 and MCA Circular No. 09/2024 dated September 19, 2024.
24. Members may also note that the Notice of the 41st AGM and the Annual Report 2024-25 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**.
25. As per the SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020; Circular No. SEBI/HO/CFD/ CMD2/CIR/P/2022/62 dated May 13, 2022; and Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023 ("SEBI Circulars") and Circular No. SEBI/HO/DDHS/DDHS-PoD-1/P/CIR/2025/83 dated June 05, 2025 read with MCA General Circular 20/2020 dated 05th May, 2020, MCA General Circular 09/2023 dated 25th September, 2023 and MCA Circular No. 09/2024 dated September 19, 2024; the Annual Report will be sent through electronic mode to those Members whose email IDs are registered with the Registrar and Share Transfer Agent of the Company/ Depository participant.
26. 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 Sharegistry (India) Private Limited, Unit: 9, Shiv Shakti Industrial Estate, J.R. Boricha Marg, Opp., Lower Parel (East), Mumbai-400011.
27. The Annual Report 2024-25, the Notice of the 41st AGM and instructions for e-voting, are being sent by electronic mode to all the members whose email addresses are registered with the Company / Depository Participant(s), unless a member has requested for a physical copy of the documents. For members who have not registered their email addresses and requested for a physical copy of the documents, the said documents are being sent by the permitted mode.
28. 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.
29. The facility for voting through electronic voting system shall also be made available during the time of 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.
30. **THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING AND E-VOTING DURING AGM AND JOINING MEETING THROUGH VC/OAVM ARE AS UNDER:**

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

Step 2: Access through CDSL 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 Saturday, 27th September, 2025 at 9:00 A.M. and ends on Monday, 29th September, 2025 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 Tuesday, 23rd September, 2025 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 and joining virtual meetings **for Individual shareholders holding securities in Demat mode is given below:**

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	1) Users who have opted for CDSL's Easi / Easiest facility, can login 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 www.cdslindia.com and click on login icon & My Easi New (Token) Tab.
	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 & 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.
	3) If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & My Easi New (Token) Tab and then click on registration option.
	4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL Depository	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: https://eservices.nsdl.com 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"

Type of shareholders	Login Method
	<p>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 or joining virtual meeting & voting during the meeting.</p>
	<p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p>
	<p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. 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 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 or joining virtual meeting & voting during the meeting</p>
	<p>4) For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. 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 re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	<p>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 or joining virtual meeting & voting during the meeting.</p>

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

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at 022 - 4886 7000 and 022 - 2499 7000

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 e-Voting and joining virtual meeting for **Physical shareholders and shareholders other than individual holding in Demat form.**

- The shareholders should log on to the e-voting website www.evotingindia.com.
- Click on "Shareholders" module.
- Now enter your User ID
 - For CDSL: 16 digits beneficiary ID,
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- Next enter the Image Verification as displayed and Click on Login.
- 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.
- If you are a first-time user follow the steps given below:

	For Shareholders holding shares in Demat Form other than Individual 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) <ul style="list-style-type: none"> 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.
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. <ul style="list-style-type: none"> 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).

- After entering these details appropriately, click on "SUBMIT" tab.
- 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.
- For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- Click on the EVSN for the relevant <Medico Intercontinental Limited> on which you choose to vote.

- x. 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.
- 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** 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 will be mapped automatically & can be delinked 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 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.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for Remote e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. 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.

7. 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.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. 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.
10. 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.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. 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 RTA of the Company at **support@purvashare.com**.
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 attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to **helpdesk.evoting@cdslindia.com** or contact at toll free no. 1800 21 09911.

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** or call toll free no. 1800 21 09911.

31. 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 favor 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.
32. The Result declared along with the Scrutinizers' Report shall be placed on the Company's website on or before 2nd October, 2025 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**

Sd/-

Puneeta Sharma

Company Secretary

Membership No.: A42989

Place : Ahmedabad

Date : August 14, 2025

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 No. 3 to 9 of the accompanying Notice.

Item No. 3:

In accordance with Section 204 of the Companies Act 2013, read with the rules framed thereunder, and Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), every listed entity is required to undertake Secretarial Audit by a Peer Reviewed Secretarial Auditor who shall be appointed by the Members of the Company, on the recommendation of the Board of Directors, for a period of five consecutive years.

Based on the recommendation of the Audit Committee, the Board, at its Meeting held on May 30, 2025, subject to the approval of the Members of the Company, approved appointment of M/s. Agarwal & Mehta Company Secretaries LLP (LLPIN: AAN-6741 and ICSI UNIQUE CODE NO.: L2018GJ004600) as the Secretarial Auditors of the Company, for a term of five (5) consecutive years, to hold office of the Secretarial Auditor from the Financial Year 2025-26 upto Financial Year 2029-30.

M/s. Agarwal & Mehta Company Secretaries LLP is an LLP led by two partners, who are experienced and qualified Company Secretaries. Both the Partners are having rich experience in delivering comprehensive professional services across Corporate Laws, SEBI Regulations and FEMA Regulations. The firm is Peer Reviewed by the Institute of the Company Secretaries of India.

M/s. Agarwal & Mehta Company Secretaries LLP had consented to their appointment as the Secretarial Auditors of the Company and have confirmed that they fulfill the criteria as specified in Clause (a) of regulation 24A (1A) of the SEBI Listing Regulations and have not incurred any of disqualifications as specified by the Securities and Exchange Board of India.

The proposed remuneration to be paid to M/s. Agarwal & Mehta, is Rs. 2,02,500/- (Rupees Two Lakhs Two Thousand Five Hundred only) plus out of pocket expenses and applicable taxes for the F.Y. 2025-26. For the subsequent years, the Board of Directors will decide the remuneration based on recommendations of Audit Committee. There is no material change in the fees payable to M/s. Agarwal & Mehta from that paid to the previous Secretarial Auditor.

Accordingly, consent of the Members is sought for approval of the aforesaid appointment of the Secretarial Auditors.

The Board recommends the approval of the Members for appointment of Secretarial Auditors and passing of the Special Resolution set out at Item No. 3 of this Notice.

None of the Directors or Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in this Resolution.

Item No. 4:

Under the provisions of Section 180(1)(c) of the Act, Board of Directors of a Company could, with the consent of the shareholders obtained by a Special Resolution, borrow monies, apart from temporary loans obtained from the Company's Bankers in the ordinary course of business, in excess of the aggregate of paid-up capital and free reserves of the Company. Therefore, it is necessary to obtain approval of the shareholders by means of a Special Resolution, to enable the Board of Directors of the Company to borrow moneys, apart from temporary loans obtained from the Company's Bankers in the ordinary course of business, in excess of the paid up capital and free reserves of the Company.

The shareholders of the Company, through earlier resolutions had accorded their consent to the Board of Directors for borrowing up to Rs. 20 crores or the aggregate of the paid up capital and free reserves of the Company, whichever is higher, in any financial year.

It is proposed to increase the borrowing limits to enable the Directors to borrow monies, provided that the total amount so borrowed by the Board shall not at any time exceed Rs. 100 Crores or the aggregate of the paid up capital and free reserves of the Company, whichever is higher, in any financial year. The Company shall ensure that the debt equity ratio of the Company, at all times, will be within prudent limits. It is necessary to obtain fresh approval of the shareholders by means of a Special Resolution.

The Board recommends the Resolution at Item No. 4 of the Notice for approval of the shareholders by a Special Resolution.

None of the Directors and key managerial personnel of the Company or their respective relatives are concerned or interested in the Resolution mentioned at Item No. 4 of the Notice.

Item No. 5:

Under the provisions of Section 180 (1)(a) of the Act, the Board of Directors of a Company could, with the consent of the shareholders obtained by a Special Resolution, create charge/ mortgage/ hypothecation on the Company's assets, both present and future, in favour of the lenders/ trustees for the holders of debentures/ bonds, to secure the repayment of monies borrowed by the Company (including temporary loans obtained from the Company's Bankers in the ordinary course of business).

The shareholders of the Company, through earlier resolutions had accorded their consent to the Board of Directors for creation of charges/mortgages/hypothecations for an amount not exceeding Rs. 20 Crores or the aggregate of the paid up capital and free reserves of the Company, whichever is higher, in any financial year.

Therefore, approval of the shareholders by means of a Special Resolution is sought, to enable the Board of Directors of the Company to create charge/ mortgage/ hypothecation on the Company's assets, both present and future, in favour of the lenders/ trustees for the holders of debentures/ bonds, to secure the repayment of monies borrowed by the Company (including temporary loans obtained from the Company's Bankers in the ordinary course of business) under Section 180 (1) (a) of the Act for creation of charges/mortgages/hypothecations for an amount not exceeding Rs. 100 crores or the aggregate of the paid up capital and free reserves of the Company, whichever is higher, in any financial year.

The proposed borrowings of the Company may, if necessary, be secured by way of charge/ mortgage/ hypothecation on the Company's assets in favour of the lenders/ holders of securities / trustees for the holders of the said securities as mentioned in the Resolution at Item No. 5.

As the documents to be executed between the lenders/security holders/ trustees for the holders of the said securities and the Company may contain provisions to take over substantial assets of the Company in certain events, it is necessary to pass a special resolution under Section 180(1)(a) of the Act, for creation of charges/mortgages/ hypothecations for an amount not exceeding Rs. 100 crores or the aggregate of the paid up capital and free reserves of the Company, whichever is higher, in any financial year.

The Board recommends the Resolution at Item No. 5 of the Notice for approval of the shareholders by a Special Resolution.

None of the Directors and key managerial personnel of the Company or their respective relatives are concerned or interested in the Resolution mentioned at Item No. 5 of the Notice.

Item No. 6

Mr. Samir D Shah was re-appointed as Managing Director of the Company by the Board of Directors as recommended by the Nomination and Remuneration Committee in their meetings held on May 29, 2023, w.e.f. August 15, 2023 for a period of 5 years. The same was subsequently approved by the members at the AGM held on September 30, 2023.

Further considering the Company's performance, the progress made and targets achieved by the Company and as per the recommendation of the Nomination and Remuneration Committee, the Board of Directors at its meeting held on August 14, 2025 approved revision of remuneration of Mr. Samir D Shah, Managing Director with effect from April 1, 2025.

As per the requirements of Section 197 of the Companies Act, 2013 and Schedule V of the said Act, member's approval by way of special resolution is required for payment of remuneration in excess of limits prescribed under the Companies Act, 2013.

Members of the Nomination and Remuneration Committee of the Company have recommended Board for revision in payment of remuneration to Mr. Samir D Shah, Managing Director of the Company, as detailed in the resolution.

Mr. Samir Dilipkumar Shah is willing to provide his services as Managing Director of the Company at remuneration as detailed in the resolution.

The Managing Director shall not be paid any sitting fees for attending the Meeting of the Board of Directors or Committees thereof.

Mr. Samir D Shah, Mrs. Tanvi Shah and Mr. Dilipkumar Shah being the relative, may be deemed to be interested

in this resolution to the extent of his remuneration which Mr. Samir D Shah is entitled to receive as Managing Director.

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

None of the Directors and their relatives are concerned or interested, financially or otherwise, in the said resolution save and except to the extent of their ownership and management rights, if any, in the entity mentioned in the said resolution.

Item No. 7

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

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

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

The members of the Company at the Annual General Meeting held on September 30, 2021 had passed a resolution authorizing the Board of Directors of the Company to give guarantee, loans and make investments of securities of body corporate as per Section 185 of the Companies Act, 2013 from time to time, up to Rs. 40 Crores.

The Company is considered necessary to increase the limits from Rs. 40 Crores to Rs. 100 Crores, in any financial year, to facilitate any opportunities for inorganic growth and make other strategic investments.

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

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

Item No. 8

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

- a. Give any loan to any person or other body corporate;
- b. Give guarantee, or provide security, in connection with a loan to any other body corporate or person; and
- c. Acquire, by way of subscription, purchase or otherwise the securities of any other body corporate, exceeding sixty percent of its paid-up share capital, free reserves and securities premium account, or one hundred percent of its free reserves and securities premium account, whichever is more unless authorized by a special resolution passed in a general meeting of the members of the company.

The members of the Company at the Annual General Meeting held on September 30, 2021 had passed a resolution authorizing the Board of Directors of the Company to give guarantee, loans and make investments of securities of body corporate from time to time, up to Rs. 40 Crores.

The Company is considered necessary to increase the limits from Rs. 40 Crores to Rs. 100 Crores, in any financial year, to facilitate any opportunities for inorganic growth and make other strategic investments.

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

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

Item No. 9

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

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

Accordingly, in terms of the provisions of the LODR Regulations and the Companies Act, 2013, approval of the members of the Company is being sought by way of an Ordinary Resolution set out at Item No. 9 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 Healthcare	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 Medico Healthcare. Mrs. Tanvi Shah is wife of Mr. Samir Shah.	As per the terms of the respective contracts or arrangements entered into or to be entered into from time to time.	Upto Rs. 10 Crores	None
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 related to business of the Company and other financial services	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. Mr. Dilip 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. 75 Crores	None

Name of the Related Party	Nature of Transactions as per Section 188 of the Companies Act, 2013	Name of the Director or KMP who is related, if any	Nature of Relationship	Material terms and particulars of the Contract or arrangement	Monetary Value (in Rs.)	Any other information relevant or important for the members to take decision on the proposed resolution
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 Café	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

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
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 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. 30 Crores	None
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 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

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
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, Interest, 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, 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, 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 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. Swati Shah is Non-Executive Director of the Company and wife of Mr. Jay 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
Kings Marvela LLP	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, Mrs. Tanvi Shah.	Mr. Samir Shah and Mr. Dilip Shah are Designated Partners in the LLP. 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

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
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 (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

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
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	Mr. Samir Shah and Mrs. Tanvi Shah are parents of Ms. Diya Shah and Mr. Dilip Shah is Grandfather of Ms. Diya 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
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	Director of 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	Director of 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	Director of 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

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
Mrs. Vidhi Krushant Parekh	Transactions related to Salary, Interest paid, commission paid, sales incentive paid and other financial services	Relative of Director of WOS of the Company	Mrs. Vidhi Krushant Parekh is wife of Mr. Krushant Parekh 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. Anju Pavankumar Varma	Transactions related to Salary, Interest paid, commission paid, sales incentive paid and other financial services	Relative of Director of WOS of the Company	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	Relative of Director of WOS of the Company	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	Relative of Director of WOS of the Company	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	Joint Venture of the Company	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	Upto Rs. 100 Crores	None

Name of the Related Party	Nature of Transactions as per Section 188 of the Companies Act, 2013	Name of the Director or KMP who is related, if any	Nature of Relationship	Material terms and particulars of the Contract or arrangement	Monetary Value (in Rs.)	Any other information relevant or important for the members to take decision on the proposed resolution
	Building, Purchase and Sale of Plant & Machinery etc for official use, and other financial services			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	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, and other financial services	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
Ishit Sandip Shah	Transactions related to Salary, Interest paid, commission paid, sales incentive paid and other financial services	Medico Lab	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

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
Apurva Sudhir Shah	Transactions related to Salary, Interest paid, commission paid, sales incentive paid and other financial services	Medico Lab	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	Medico Lab	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	Medico Lab	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
Calborn Lifescience Private Limited	Transactions related to purchase, sale, commission received, commission paid, loan taken, loan given, interest exp and income, other financial services	Subsidiary of the Company	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 Crores	None
Nileshkumar Dhruvprasad Patel	Transactions related to Remuneration, Interest paid, commission paid, sales incentive paid and other financial services	Director of Subsidiary of the Company	Director of Calborn Lifescience Private Limited, 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

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
Pareshkumar Jayantilal Patel	Transactions related to Remuneration, Interest paid, commission paid, sales incentive paid and other financial services	Director of Subsidiary of the Company	Director of Calborn Lifescience Private Limited, 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
Hemal N Patel	Transactions related to Remuneration, Interest paid commission paid, sales incentive paid and other financial services	Calborn Lifescience Private Limited	Employee of Calborn Lifescience Private Limited, 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
				TOTAL	Upto 692.00 Crores	

The Board of Directors recommends the resolution for the approval of members of the Company as an Ordinary Resolution.

None of the Directors or Key Managerial Personnel or any of their relatives is, in anyway, concerned or interested in the above resolution, save and except to the extent of their ownership and management rights, if any, in the entity mentioned in the said resolution.

Documents referred to in the notice/ explanatory statement will be available for inspection by the Members of the Company as per applicable law.

**By order of the Board of Directors
For Medico Intercontinental Limited**

**Place : Ahmedabad
Date : August 14, 2025**

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

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	Tanvi Samirbhai Shah
DIN	08192047
Nationality	Indian
Date of Appointment on Board	14/08/2018
Qualification	Diploma in Architectural Assistantship
Shareholding in company	-
List of Directorships held in other Companies (excluding foreign, private and Section 8 Companies)	1. Azillian Healthcare Private Limited 2. Ritz Formulations Private Limited
Memberships of Audit and Stakeholders' Relationship Committees across Public Companies	Member of Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee of Medico Intercontinental Limited.
Remuneration paid or sought to be paid	-
Relationship with other Directors/KMP	Wife of Mr. Samir D Shah, Managing Director of the Company and Daughter in Law of Mr. Dilipkumar Shah, CEO of the Company.
Nature of Expertise	She is having expertise in leadership, organizational Development which could be beneficial to the Company.
Brief Resume	Mrs. Tanvi Shah, aged 44 years, is having Diploma in Architectural Assistantship and having an experience of pharma industry from past 10 years.
Skills and Capabilities of an Independent Director required for the role and the manner in which the person meets such requirements	-

**By order of the Board of Directors
For Medico Intercontinental Limited**

**Place : Ahmedabad
Date : August 14, 2025**

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