

**MEDICO INTERCONTINENTAL LIMITED**

(formerly known as Intercontinental Leasing and Finance Company Limited)

(CIN NO: L51100MH1984PLC269707)

Reg. Off.:DBS Business Center, 213, Raheja Chambers, 2<sup>nd</sup> Floor, Free Press Journal Road, Nariman Point, Mumbai- 400021.

Email: [mail@medicointercontinental.com](mailto:mail@medicointercontinental.com); website: [www.medicointercontinental.com](http://www.medicointercontinental.com)

**NOTICE:**

Notice is hereby given that the Extra Ordinary General Meeting of the members of the Medico Intercontinental Limited (formerly known as Intercontinental Leasing and Finance Company Limited) will be held on Saturday, March 23, 2019 at 10.00 a.m. at the Registered Office of the Company situated at DBS Center, 213, Raheja Chambers, 2<sup>nd</sup> Floor, Free Press Journal Road, Nariman Point, Mumbai-400021 to transact the following businesses:

**SPECIAL BUSINESSES:**

**Item no. 1:**

**TO ALTER THE MAIN OBJECT CLAUSE OF THE MEMORANDUM OF ASSOCIATION:**

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

“RESOLVED THAT in accordance with the provisions of section 13 of the Companies Act, 2013, or any amendment thereto or modifications thereof, Clause III of the Memorandum of Association of the company be and are hereby altered by inserting of the following sub-clauses 1, 2 and 3 before the existing sub-clause 1 and the remaining sub-clauses be re-numbered accordingly:

- “1. To manufacture, formulate, process, develop, refine, import export, wholesale and/or retail trade, vial, bottle, pack, repack, all kinds of pharmaceuticals, antibiotics, drugs, medicines, biological, healthcare, ayurvedic and dietary supplement products, medicinal preparations, vaccines, chemicals, chemical products, dry salters, and also to deal in medicinal goods such as surgical instruments, contraceptives, oils, perfumes, cosmetics, patent medicines, soaps, creams, artificial limbs, hospital requisites, proprietary medicines, veterinary medicines and tinctures extracts, tablets, capsules, soft gelatins, dental products, powders, liquids, eye drops, syrups, injections, infusions, ointment and other ancillary products.*
- 2. To carry on the business of chemists, druggists, buyers, sellers, agents, distributors and stockiest of all kinds of pharmaceuticals and allied products.*
- 3. To carry on in India or abroad, business of importers, merchants, general order suppliers, commission agents, representatives, distributors, royalty owner, contractors, auctioneers, indent agents, passage agents, factors, organizers, concessionaries, sale agents in connection with the objects of the company.”*

**RESOLVED FURTHER THAT** the Board of Directors (hereinafter referred to as “the Board” which term shall include any Committee(s) thereof for the time being exercising the powers conferred on the Board by this Resolution / or any Director or any individual delegated with powers necessary for the purpose) be and is hereby authorized to do all such acts, deeds, matters and things, as may be necessary, proper or expedient without being required to any further consent or approval of the

**MEDICO INTERCONTINENTAL LIMITED**

(formerly known as Intercontinental Leasing and Finance Company Limited)

(CIN NO: L51100MH1984PLC269707)

Reg. Off.:DBS Business Center, 213, Raheja Chambers, 2<sup>nd</sup> Floor, Free Press Journal Road, Nariman Point, Mumbai- 400021.

Email: [mail@medicointercontinental.com](mailto:mail@medicointercontinental.com); website: [www.medicointercontinental.com](http://www.medicointercontinental.com)

Company or otherwise to the end and intent that they shall be deemed to have given all necessary approval thereto expressly by the authority of this resolution, for the purpose of giving effect to this resolution.”

**Item No. 2:**

**INCREASE THE BOROWING LIMITS FROM Rs. 10 CRORES TO Rs. 20 CRORES:**

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

“**RESOLVED THAT** in supersession of the earlier resolution passed at the Annual General Meeting held on September 29, 2018 and pursuant to section 180 (1) (c) of the Companies Act, 2013 and rules framed thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force) and any other applicable laws and provisions of Articles of Association of the Company, 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 include any Committee(s) thereof for the time being exercising the powers conferred on the Board by this Resolution) to borrow such sum of moneys, from time to time, at its discretion, with or without security, and upon such terms and conditions as the Board may think fit, for the purpose of business of the Company, such that the moneys to be borrowed together with the moneys already borrowed by the Company (apart from temporary loans obtained from the Company’s bankers in the ordinary course of business) and outstanding at any point of time shall not exceed a sum of Rs. 20,00,00,000/- (Rupees Twenty Crores only);

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts and take all steps as may be necessary or expedient to give effect to this resolution.”

**Item No. 3:**

**AUTHORITY FOR CREATION OF CHARGES ON THE MOVABLE AND IMMOVABLE PROPERTIES OF THE COMPANY IN RESPECT OF BORROWINGS:**

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

“**RESOLVED THAT** pursuant to section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 or any other law for the time being in force (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force) and in terms of Articles of Association of the Company, the consent of the Company be and is hereby accorded to pledge, mortgage and/or create charge by the Board of Directors of the Company, on all the immovable and movable properties of the Company in favour of the Banks, Financial Institutions, any other lenders or debenture trustees to secure the amount borrowed by the Company or any third party from time to time for the due payment of the Principal together with interest, charges, costs, expenses and all other monies payable by the Company in respect of the said borrowings as may be required from time to time, subject to the limits approved under Section 180(1)(c) of the Companies Act, 2013.

**MEDICO INTERCONTINENTAL LIMITED**

(formerly known as Intercontinental Leasing and Finance Company Limited)

(CIN NO: L51100MH1984PLC269707)

Reg. Off.:DBS Business Center, 213, Raheja Chambers, 2<sup>nd</sup> Floor, Free Press Journal Road, Nariman Point, Mumbai- 400021.

Email: [mail@medicointercontinental.com](mailto:mail@medicointercontinental.com); website: [www.medicointercontinental.com](http://www.medicointercontinental.com)

**RESOLVES FURTHER THAT** any of the directors of the Company be and are hereby jointly or severally authorized to finalize with Banks/Financial Institutions the documents for creating aforesaid mortgage and/or the charge and to do all such acts and things as may be necessary for giving effect to the above resolution."

**Item No. 4:**

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

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

**"RESOLVED THAT** pursuant to the provisions of section 13, 61 and 64 and rules made there under and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force), the Authorized Share Capital of the Company be and is hereby increased from Rs. 3,50,00,000/- (Rupees Three Crores Fifty Lakhs only) divided into 35,00,000 (Thirty-Five Lakhs) Equity Shares of Rs. 10/- (Rupees Ten only) each to Rs. 10,00,00,000/- (Rupees Ten Crores only) divided into 1,00,00,000 (One Crores) Equity Shares of Rs. 10/- (Rupees Ten only) each by creation of additional 65,00,000 (Sixty-Five Lakhs) Equity Shares of Rs. 10/- (Rupees Ten only) each ranking *pari-passu* in all the respect with the existing equity shares of the Company.

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

*"V. The Authorized Share Capital of the Company is Rs. 10,00,00,000/- (Rupees Ten Crores only) divided into 1,00,00,000 (One Crores) Equity Shares of Rs. 10/- each, with the power to increase or reduce the capital of the Company and divide the shares in the Capital for the time being into several classes and attach thereto respectively such preferential, deferred, qualified or special rights, privileges or conditions as may be determined by or in accordance with the Articles of Association of the Company for the time being and to determine, vary, modify, amalgamate or abrogate any such rights, privileges or conditions in such manner as may be permitted by the Companies Act, 2013 or by the Articles of Association of the Company for the time being."*

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

**MEDICO INTERCONTINENTAL LIMITED**

(formerly known as Intercontinental Leasing and Finance Company Limited)

(CIN NO: L51100MH1984PLC269707)

Reg. Off.:DBS Business Center, 213, Raheja Chambers, 2<sup>nd</sup> Floor, Free Press Journal Road, Nariman Point, Mumbai- 400021.

Email: [mail@medicointercontinental.com](mailto:mail@medicointercontinental.com); website: [www.medicointercontinental.com](http://www.medicointercontinental.com)

have given all necessary approval thereto expressly by the authority of this resolution, for the purpose of giving effect to this resolution."

**Item No. 5:**

**INCREASE 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 with or without modifications(s), the following Resolution as **Special Resolution:**

"**RESOLVED THAT** pursuant to the provisions of section 186 and other applicable provisions of the Companies Act, 2013, if any, and in supersession of the earlier resolution passed with regard to investment activity 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 terms shall deem to include any of its duly constituted committee) or any officer/executive/representative and/or any other person so authorized by the Board to:

- a. Make Loans from time to time on such terms and conditions as it may deem expedient to any person or other bodies Corporate;
- b. Give on behalf of any person, body corporate, any guarantee, or provide security in connection with a loan made by any other person to, or to any other person by any body corporate; and
- c. Acquire by way of subscription, purchase or otherwise the securities of any other body corporate,

in excess of the limits prescribed under section 186 of the Companies Act, 2013 up to an aggregate sum of Rs. 20 Crores.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorised to do all such acts, deeds and things as may be necessary in this regard including but not limited to the delegation of powers to any director or committee of directors or any other person as it may deem fit, subject to the provisions of the Companies Act, 2013."

**Item No. 6:**

**APPOINT MR. ANKUR DAVE (DIN: 01059786) AS AN INDEPENDENT DIRECTOR OF THE COMPANY:**

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

"**RESOLVED THAT** pursuant to section 149, 152 and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualifications of Directors) Rules, 2014 read with schedule IV to the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and Regulation 25 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Ankur Dave (DIN: 01059786), whose appointment

**MEDICO INTERCONTINENTAL LIMITED**

(formerly known as Intercontinental Leasing and Finance Company Limited)

(CIN NO: L51100MH1984PLC269707)

Reg. Off.:DBS Business Center, 213, Raheja Chambers, 2<sup>nd</sup> Floor, Free Press Journal Road, Nariman Point, Mumbai- 400021.

Email: [mail@medicointercontinental.com](mailto:mail@medicointercontinental.com); website: [www.medicointercontinental.com](http://www.medicointercontinental.com)

is recommended by the Board and who has submitted a declaration of independence under section 149 (6) of the Companies Act, 2013 be and is hereby appointed as an Independent Director of the Company to hold office for a term of five years w.e.f. March 23, 2019, and whose office shall not be liable to retire by rotation.

**RESOLEVD FURTHER THAT** the Board of Directors of the Company be and are hereby authorised to do all such acts, deeds and things as may be deemed necessary to give effect to this resolution."

**Item No. 7:**

**APPOINT MR. NISARG SHAH (DIN: 08312020) AS AN INDEPENDENT DIRECTOR OF THE COMPANY:**

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

"**RESOLVED THAT** pursuant to section 149, 152 and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualifications of Directors) Rules, 2014 read with schedule IV to the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and Regulation 25 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Nisarg Shah (DIN: 08312020), whose appointment is recommended by the Board and who has submitted a declaration of independence under section 149 (6) of the Companies Act, 2013 be and is hereby appointed as an Independent Director of the Company to hold office for a term of five years March 23, 2019, and whose office shall not be liable to retire by rotation.

**RESOLEVD FURTHER THAT** the Board of Directors of the Company be and are hereby authorised to do all such acts, deeds and things as may be deemed necessary to give effect to this resolution."

**Item No. 8:**

**SHIFTING OF REGISTERED OFFICE OF THE COMPANY FROM THE STATE OF MAHARASHTRA TO THE STATE OF GUJARAT:**

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

"**RESOLVED THAT** pursuant to the provisions of section 12, 13 and all other applicable provisions, if any, of the Companies Act, 2013 (the "Act") read with rule 30 of the Companies (Incorporation) Rules, 2014 (including any statutory modification(s), or re-enactment(s) thereof for the time being in force) and subject to the approval of the Central Government (power delegated to the Regional Director) and/or any other authority (ies) as may be prescribed from time to time and subject to such other approvals, permissions and sanctions, as may be required under the provisions of the said act or under any other law for the

**MEDICO INTERCONTINENTAL LIMITED**

(formerly known as Intercontinental Leasing and Finance Company Limited)

(CIN NO: L51100MH1984PLC269707)

Reg. Off.:DBS Business Center, 213, Raheja Chambers, 2<sup>nd</sup> Floor, Free Press Journal Road, Nariman Point, Mumbai- 400021.

Email: [mail@medicointercontinental.com](mailto:mail@medicointercontinental.com); website: [www.medicointercontinental.com](http://www.medicointercontinental.com)

time being in force, consent of the members of the company be and is hereby accorded for shifting the registered office of the company from the State of Maharashtra to the State of Gujarat and that Clause II of the Memorandum of Association of the Company be substituted with the following sub-clause:

*"II. The Registered Office of the Company will be situated in the State of Gujarat".*

**RESOLVED FURHTER THAT** the Board of Directors of the Company (hereinafter referred to as the "Board", which terms shall deem to include any of its duly constituted committee) or any officer/executive/representative and/or any other person so authorized by the Board be and is hereby authorized on behalf of the Company to make any modifications, changes, variations, alterations or revisions stipulated by any authority, while according approval, consent as may be considered necessary and to appoint counsels/consultant and advisors, file applications/petitions, issue notices, advertisements, obtain orders for shifting of Registered Office from the authorities concerned and to do all such acts, deeds matters and things as it may, in its absolute discretion, deem necessary and to settle any questions, difficulties or doubts that may arise in this regard without requiring the Board to secure any further consent or approval of the members of the Company."

**Item No. 9:**

**APPROVAL FOR ENTERING INTO RELATED PARTY TRANSACTION WITH M/S MEDICO HEALTHCARE:**

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

**"RESOLVED THAT** pursuant to the provisions of Section 188 and 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 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 Shareholders of the Company be and is hereby accorded to the company, for entering into the following related party transaction(s) with M/s Medico Healthcare to the extent of the maximum amounts in any financial year, stated against respective nature of transactions as provided below:

**MEDICO INTERCONTINENTAL LIMITED**

(formerly known as Intercontinental Leasing and Finance Company Limited)

(CIN NO: L51100MH1984PLC269707)

Reg. Off.:DBS Business Center, 213, Raheja Chambers, 2<sup>nd</sup> Floor, Free Press Journal Road, Nariman Point, Mumbai- 400021.

Email: [mail@medicointercontinental.com](mailto:mail@medicointercontinental.com); website: [www.medicointercontinental.com](http://www.medicointercontinental.com)

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	Purchase	Mr. Samir Shah and Mrs. Tanvi Shah	Mr. Samir Shah is a partner in Medico Healthcare.  Mrs. Tanvi Shah is wife of Mr. Samir Shah.	As per the terms of the respective contracts or arrangements entered into or to be entered into from time to time in the ordinary course of business and on arm's length basis	2,00,00,000	None
	Sale				3,76,00,000	
	Rent paid				4,00,000	
	Commission paid				10,00,000	
	Commission Received				10,00,000	

**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 with related parties and execute such agreements, documents and writings and to make such filings, as may be necessary or desirable for the purpose of giving effect to this resolution."

**Item No. 10:**

**APPROVAL FOR ENTERING INTO RELATED PARTY TRANSACTION WITH M/S RITZ PHARMA:**

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

"**RESOLVED THAT** pursuant to the provisions of Section 188 and 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 the provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure

**MEDICO INTERCONTINENTAL LIMITED**

(formerly known as Intercontinental Leasing and Finance Company Limited)

(CIN NO: L51100MH1984PLC269707)

Reg. Off.:DBS Business Center, 213, Raheja Chambers, 2<sup>nd</sup> Floor, Free Press Journal Road, Nariman Point, Mumbai- 400021.Email: [mail@medicointercontinental.com](mailto:mail@medicointercontinental.com); website: [www.medicointercontinental.com](http://www.medicointercontinental.com)

Requirements) Regulations, 2015 (as amended from time to time), consent of the Shareholders of the Company be and is hereby accorded to the company, for entering into the following related party transaction(s) with M/s Ritz Pharma to the extent of the maximum amounts in any financial year, stated against respective nature of transactions 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
Ritz Pharma	Purchase	Mr. Samir Shah and Mrs. Tanvi Shah	Mr. Samir Shah is a partner in Ritz Pharma.  Mrs. Tanvi Shah is wife of Mr. Samir Shah.	As per the terms of the respective contracts or arrangements entered into or to be entered into from time to time in the ordinary course of business and on arm's length basis	2,00,00,000	None
	Sale				3,80,00,000	
	Commission Paid				10,00,000	
	Commission received				10,00,000	

**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."

**Item No. 11:****APPROVAL FOR ENTERING INTO RELATED PARTY TRANSACTION WITH M/S FLORA MARKETING:**

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

"**RESOLVED THAT** pursuant to the provisions of Section 188 and 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 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 Shareholders of the Company be and is



**MEDICO INTERCONTINENTAL LIMITED**

(formerly known as Intercontinental Leasing and Finance Company Limited)

(CIN NO: L51100MH1984PLC269707)

Reg. Off.:DBS Business Center, 213, Raheja Chambers, 2<sup>nd</sup> Floor, Free Press Journal Road, Nariman Point, Mumbai- 400021.Email: [mail@medicointercontinental.com](mailto:mail@medicointercontinental.com); website: [www.medicointercontinental.com](http://www.medicointercontinental.com)

hereby accorded to the company, for entering into the following related party transaction(s) with M/s Flora Marketing to the extent of the maximum amounts in any financial year, stated against respective nature of transactions 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
Flora Marketing	Purchase	Mrs. Tanvi Shah and Mr. Samir Shah	Mrs. Tanvi Shah is the Proprietor of Flora Marketing.  Mr. Samir Shah is husband of Mrs. Tanvi Shah.	As per the terms of the respective contracts or arrangements entered into or to be entered into from time to time in the ordinary course of business and on arm's length basis	1,50,00,000	None
	Sale				2,30,00,000	
	Commission Paid				10,00,000	
	Commission received				10,00,000	

**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."

**Item No. 12:****APPROVAL FOR ENTERING INTO RELATED PARTY TRANSACTION WITH M/S SERENE LIFECARE LLP:**

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

"**RESOLVED THAT** pursuant to the provisions of Section 188 and 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 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 Shareholders of the Company be and is

**MEDICO INTERCONTINENTAL LIMITED**

(formerly known as Intercontinental Leasing and Finance Company Limited)

(CIN NO: L51100MH1984PLC269707)

Reg. Off.:DBS Business Center, 213, Raheja Chambers, 2<sup>nd</sup> Floor, Free Press Journal Road, Nariman Point, Mumbai- 400021.

Email: [mail@medicointercontinental.com](mailto:mail@medicointercontinental.com); website: [www.medicointercontinental.com](http://www.medicointercontinental.com)

hereby accorded to the company, for entering into the following related party transaction(s) with M/s Serene Lifecare LLP to the extent of the maximum amounts in any financial year, stated against respective nature of transactions 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
Serene Lifecare LLP	Purchase	Mr. Samir Shah, Mrs. Tanvi Shah and Mr. Mitul Shah	Mr. Samir Shah and Mr. Mitul Shah are partners in Serene Lifecare 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 in the ordinary course of business and on arm's length basis	2,50,00,000	None
	Sale				3,30,00,000	
	Commission Paid				10,00,000	
	Commission received				10,00,000	

**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."

**Item No. 13:**

**APPROVAL FOR ENTERING INTO RELATED PARTY TRANSACTION WITH M/S OPTIDERMA SKINCARE LLP:**

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

"**RESOLVED THAT** pursuant to the provisions of Section 188 and 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 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 Shareholders of the Company be and is

**MEDICO INTERCONTINENTAL LIMITED**

(formerly known as Intercontinental Leasing and Finance Company Limited)

(CIN NO: L51100MH1984PLC269707)

Reg. Off.:DBS Business Center, 213, Raheja Chambers, 2<sup>nd</sup> Floor, Free Press Journal Road, Nariman Point, Mumbai- 400021.Email: [mail@medicointercontinental.com](mailto:mail@medicointercontinental.com); website: [www.medicointercontinental.com](http://www.medicointercontinental.com)

hereby accorded to the company, for entering into the following related party transaction(s) with M/s Optiderma Skincare LLP to the extent of the maximum amounts in any financial year, stated against respective nature of transactions 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
Optiderma Skincare LLP	Purchase	Mr. Samir Shah, Mrs. Tanvi Shah and Mr. Mitul Shah	Mr. Samir Shah and Mr. Mitul Shah are partners in Optiderma Skincare LLP.	As per the terms of the respective contracts or arrangements entered into or to be entered into from time to time in the ordinary course of business and on arm's length basis	1,50,00,000	None
	Sale				2,30,00,000	
	Commission Paid				10,00,000	
	Commission received				10,00,000	

**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."

**Item No. 14:****APPROVAL FOR ENTERING INTO RELATED PARTY TRANSACTION WITH M/S FEMGRACE FORMULATIONS:**

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

**"RESOLVED THAT** pursuant to the provisions of Section 188 and 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 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 Shareholders of the Company be and is

**MEDICO INTERCONTINENTAL LIMITED**

(formerly known as Intercontinental Leasing and Finance Company Limited)

(CIN NO: L51100MH1984PLC269707)

Reg. Off.:DBS Business Center, 213, Raheja Chambers, 2<sup>nd</sup> Floor, Free Press Journal Road, Nariman Point, Mumbai- 400021.Email: [mail@medicointercontinental.com](mailto:mail@medicointercontinental.com); website: [www.medicointercontinental.com](http://www.medicointercontinental.com)

hereby accorded to the company, for entering into the following related party transaction(s) with M/s Femgrace Formulations to the extent of the maximum amounts in any financial year, stated against respective nature of transactions 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
Femgrace Formulations	Purchase	Mr. Samir Shah and Mrs. Tanvi Shah	Mr. Dilip Shah, Father of Mr. Samir Shah is a partner in Femgrace Formulations.  Mrs. Tanvi Shah is wife of Mr. Samir Shah.	As per the terms of the respective contracts or arrangements entered into or to be entered into from time to time in the ordinary course of business and on arm's length basis	1,50,00,000	None
	Sale				2,30,00,000	
	Commission Paid				10,00,000	
	Commission received				10,00,000	

**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."

**Item No. 15:****APPROVAL FOR ENTERING INTO RELATED PARTY TRANSACTION WITH M/S PHARM BIOTECH:**

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

**"RESOLVED THAT** pursuant to the provisions of Section 188 and 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 the provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure

**MEDICO INTERCONTINENTAL LIMITED**

(formerly known as Intercontinental Leasing and Finance Company Limited)

(CIN NO: L51100MH1984PLC269707)

Reg. Off.:DBS Business Center, 213, Raheja Chambers, 2<sup>nd</sup> Floor, Free Press Journal Road, Nariman Point, Mumbai- 400021.

Email: [mail@medicointercontinental.com](mailto:mail@medicointercontinental.com); website: [www.medicointercontinental.com](http://www.medicointercontinental.com)

Requirements) Regulations, 2015 (as amended from time to time), consent of the Shareholders of the Company be and is hereby accorded to the company, for entering into the following related party transaction(s) with M/s Pharm Biotech to the extent of the maximum amounts in any financial year, stated against respective nature of transactions 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
Pharm Biotech	Purchase	Mr. Samir Shah, Mrs. Tanvi Shah and Mr. Amar Jaiswal	Mr. Samir Shah and Mr. Amar Jaiswal are partners in Pharm Biotech	As per the terms of the respective contracts or arrangements entered into or to be entered into from time to time in the ordinary course of business and on arm's length basis	1,50,00,000	None
	Sale				2,30,00,000	
	Commission Paid				10,00,000	
	Commission received				10,00,000	

**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."

**Item No. 16:**

**APPROVAL FOR ENTERING INTO RELATED PARTY TRANSACTION WITH M/S ZEAL CARDIO:**

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

**"RESOLVED THAT** pursuant to the provisions of Section 188 and 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 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 Shareholders of the Company be and is

**MEDICO INTERCONTINENTAL LIMITED**

(formerly known as Intercontinental Leasing and Finance Company Limited)

(CIN NO: L51100MH1984PLC269707)

Reg. Off.:DBS Business Center, 213, Raheja Chambers, 2<sup>nd</sup> Floor, Free Press Journal Road, Nariman Point, Mumbai- 400021.

Email: [mail@medicointercontinental.com](mailto:mail@medicointercontinental.com); website: [www.medicointercontinental.com](http://www.medicointercontinental.com)

hereby accorded to the company, for entering into the following related party transaction(s) with M/s Zeal Cardio to the extent of the maximum amounts in any financial year, stated against respective nature of transactions 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
Zeal Cardio	Purchase	Mr. Samir Shah, Mrs. Tanvi Shah and Mr. Amar Jaiswal	Mr. Samir Shah and Mr. Amar Jaiswal are partners in Zeal Cardio.  Mrs. Tanvi Shah is wife of Mr. Samir Shah	As per the terms of the respective contracts or arrangements entered into or to be entered into from time to time in the ordinary course of business and on arm's length basis	1,50,00,000	None
	Sale				2,30,00,000	
	Commission Paid				10,00,000	
	Commission received				10,00,000	

**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."

**Item No. 17:**

**APPROVAL FOR ENTERING INTO RELATED PARTY TRANSACTION WITH M/S RIASMO LIFESCIENCES:**

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

"**RESOLVED THAT** pursuant to the provisions of Section 188 and 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 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 Shareholders of the Company be and is hereby accorded to the company, for entering into the following related party transaction(s) with M/s Riasmo Lifesciences

**MEDICO INTERCONTINENTAL LIMITED**

(formerly known as Intercontinental Leasing and Finance Company Limited)

(CIN NO: L51100MH1984PLC269707)

Reg. Off.:DBS Business Center, 213, Raheja Chambers, 2<sup>nd</sup> Floor, Free Press Journal Road, Nariman Point, Mumbai- 400021.Email: [mail@medicointercontinental.com](mailto:mail@medicointercontinental.com); website: [www.medicointercontinental.com](http://www.medicointercontinental.com)

to the extent of the maximum amounts in any financial year, stated against respective nature of transactions 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
Riasmo Lifesciences	Purchase	Mr. Amar Jaiswal	Mr. Amar Jaiswal is a partner in Riasmo Lifesciences	As per the terms of the respective contracts or arrangements entered into or to be entered into from time to time in the ordinary course of business and on arm's length basis	1,50,00,000	None
	Sale				2,30,00,000	
	Commission Paid				10,00,000	
	Commission received				10,00,000	

**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."

**Item No. 18:****APPROVAL FOR ENTERING INTO RELATED PARTY TRANSACTION WITH M/S ROYAL LABS:**

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

**"RESOLVED THAT** pursuant to the provisions of Section 188 and 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 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 Shareholders of the Company be and is

**MEDICO INTERCONTINENTAL LIMITED**

(formerly known as Intercontinental Leasing and Finance Company Limited)

(CIN NO: L51100MH1984PLC269707)

Reg. Off.:DBS Business Center, 213, Raheja Chambers, 2<sup>nd</sup> Floor, Free Press Journal Road, Nariman Point, Mumbai- 400021.

Email: [mail@medicointercontinental.com](mailto:mail@medicointercontinental.com); website: [www.medicointercontinental.com](http://www.medicointercontinental.com)

hereby accorded to the company, for entering into the following related party transaction(s) with M/s Royal Labs to the extent of the maximum amounts in any financial year, stated against respective nature of transactions 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
Royal Labs	Purchase	Mr. Samir Shah, Mrs. Tanvi Shah, Mr. Mitul Shah and Mr. Amar Jaiswal	Mr. Samir Shah, Mr. Mitul Shah and Mr. Amar Jaiswal are partners in Royal Labs	As per the terms of the respective contracts or arrangements entered into or to be entered into from time to time in the ordinary course of business and on arm's length basis	1,50,00,000	None
	Sale				2,30,00,000	
	Commission Paid				10,00,000	
	Commission received				10,00,000	

**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."

**Item No. 19:**

**TO ACQUIRE / PURCHASE SHARES OF M/S AZILLIAN HEALTHCARE PRIVATE LIMITED TO MAKE IT A WHOLLY OWNED SUBSIDIARY:**

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

**"RESOLVED THAT** pursuant to the provisions of section 186, 188 and other applicable provisions, if any, of the Companies Act, 2013 read with Rules prescribed there under, (including any statutory modification(s) or re-enactment (s) thereof for the time being in force) 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 Shareholders of the Company be and is



**MEDICO INTERCONTINENTAL LIMITED**

(formerly known as Intercontinental Leasing and Finance Company Limited)

(CIN NO: L51100MH1984PLC269707)

Reg. Off.:DBS Business Center, 213, Raheja Chambers, 2<sup>nd</sup> Floor, Free Press Journal Road, Nariman Point, Mumbai- 400021.Email: [mail@medicointercontinental.com](mailto:mail@medicointercontinental.com); website: [www.medicointercontinental.com](http://www.medicointercontinental.com)

hereby accorded to the Board of Directors (hereinafter referred to as "Board", which term shall be deemed to include any committee constituted by the Board or any person(s) authorized by the Board in this regard) to make investment up to Rs. 3,54,20,000/- (Rupees Three Crores Fifty-Four Lakhs Twenty Thousand only) for acquisition of 2,20,000 (Two Lakhs Twenty Thousand) equity shares of Rs. 10/- each of M/s Azillian Healthcare Private Limited @ Rs. 161/- (Rupees One Hundred and Sixty-One only) per share, from its existing shareholders, related parties within the meaning of the Section 2(76) of the Act, mentioned as under, thereby making Azillian Healthcare Private Limited a wholly owned subsidiary of the company:

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
Gopal Jaiswal	Purchase of 34,000 Equity Shares of Azillian Healthcare Private Limited	Mr. Amar Jaiswal, Non-Executive Director & Chairman	Mr. Amar Jaiswal is Son of Mr. Gopal Jaiswal.	Purchase Price @ Rs. 161/- share	54,74,000	None
Amar Jaiswal	Purchase of 37,000 Equity Shares of Azillian Healthcare Private Limited	Mr. Amar Jaiswal, Non-Executive Director & Chairman	N.A.	Purchase Price @ Rs. 161/- share	59,57,000	None
Ashish Jaiswal	Purchase of 32,000 Equity Shares of Azillian Healthcare Private Limited	Mr. Amar Jaiswal, Non-Executive Director & Chairman	Mr. Amar Jaiswal is Brother of Mr. Ashish Jaiswal.	Purchase Price @ Rs. 161/- share	51,52,000	None

**MEDICO INTERCONTINENTAL LIMITED**

(formerly known as Intercontinental Leasing and Finance Company Limited)

(CIN NO: L51100MH1984PLC269707)

Reg. Off.:DBS Business Center, 213, Raheja Chambers, 2<sup>nd</sup> Floor, Free Press Journal Road, Nariman Point, Mumbai- 400021.Email: [mail@medicointercontinental.com](mailto:mail@medicointercontinental.com); website: [www.medicointercontinental.com](http://www.medicointercontinental.com)

Chandrakala Jaiswal	Purchase of 2,500 Equity Shares of Azillian Healthcare Private Limited	Mr. Amar Jaiswal, Non-Executive Director & Chairman	Mr. Amar Jaiswal is Husband of Mrs. Chandrakala Jaiswal.	Purchase Price @ Rs. 161/- share	4,02,500	None
Shanno Jaiswal	Purchase of 4,500 Equity Shares of Azillian Healthcare Private Limited	Mr. Amar Jaiswal, Non-Executive Director & Chairman	Mr. Amar Jaiswal is Son of Mrs. Shanno Jaiswal.	Purchase Price @ Rs. 161/- share	7,24,500	None
Samir Shah	Purchase of 1,10,000 Equity Shares of Azillian Healthcare Private Limited	Mr. Samir Shah is a Managing Director & Mrs. Tanvi Shah is a Non-Executive Director	Mr. Samir Shah is Spouse of Mrs. Tanvi Shah	Purchase Price @ Rs. 161/- share	1,77,10,000	None

**RESOLVED FURTHER THAT** the Board 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 and give effect to this resolution.

**RESOLVED FURTHER THAT** all actions and decisions taken by the Board in connection with any matter referred to or contemplated in any of the foregoing are hereby approved, ratified and confirmed."

Item No. 20:

**APPROVAL FOR ENTERING INTO RELATED PARTY TRANSACTION WITH M/S OXFORD PHARMA:**

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

"**RESOLVED THAT** pursuant to the provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 read with the Rues framed thereunder (including any statutory modification(s) or re-enactment (s) thereof for

**MEDICO INTERCONTINENTAL LIMITED**

(formerly known as Intercontinental Leasing and Finance Company Limited)

(CIN NO: L51100MH1984PLC269707)

Reg. Off.:DBS Business Center, 213, Raheja Chambers, 2<sup>nd</sup> Floor, Free Press Journal Road, Nariman Point, Mumbai- 400021.

Email: [mail@medicointercontinental.com](mailto:mail@medicointercontinental.com); website: [www.medicointercontinental.com](http://www.medicointercontinental.com)

the time being in force) 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 Shareholders of the Company be and is hereby accorded to the company, for entering into the following related party transaction(s) with M/s Oxford Pharma to the extent of the maximum amounts in any financial year, stated against respective nature of transactions 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
Oxford Pharma	Purchase of Land and Building	Mr. Samir Shah and Mrs. Tanvi Shah	Mr. Samir Shah is a Partner in Oxford Pharma.	As per the terms of the respective contracts or arrangements entered into or to be entered into from time to time in the ordinary course of business and on arm's length basis	3,91,72,000	None
	Purchase of Plant and Machinery				1,31,00,000	
	Purchase				10,00,00,000	
	Sale				4,77,28,000	

**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."

Item No. 21:

**APPROVAL FOR ENTERING INTO RELATED PARTY TRANSACTION WITH M/S KINGSTON INFRACON:**

**MEDICO INTERCONTINENTAL LIMITED**

(formerly known as Intercontinental Leasing and Finance Company Limited)

(CIN NO: L51100MH1984PLC269707)

Reg. Off.:DBS Business Center, 213, Raheja Chambers, 2<sup>nd</sup> Floor, Free Press Journal Road, Nariman Point, Mumbai- 400021.Email: [mail@medicointercontinental.com](mailto:mail@medicointercontinental.com); website: [www.medicointercontinental.com](http://www.medicointercontinental.com)

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

**“RESOLVED THAT** pursuant to the provisions of Section 188 and 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 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 Shareholders of the Company be and is hereby accorded to the company, for entering into the following related party transaction(s) with M/s Kingston Infracon to the extent of the maximum amounts in any financial year, stated against respective nature of transactions 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
Kingston Infracon	Other Services	Mr. Samir Shah, Mrs. Tanvi Shah	Mr. Samir Shah is a Partner in Kingston Infracon	As per the terms of the respective contracts or arrangements entered into or to be entered into from time to time in the ordinary course of business and on arm's length basis	1,00,00,000	None
	Commission Paid				2,00,00,000	
	Commission received				2,00,00,000	

**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**

*(Formerly known as Intercontinental Leasing and Finance Company Limited)*

**MEDICO INTERCONTINENTAL LIMITED**

(formerly known as Intercontinental Leasing and Finance Company Limited)

(CIN NO: L51100MH1984PLC269707)

Reg. Off.:DBS Business Center, 213, Raheja Chambers, 2<sup>nd</sup> Floor, Free Press Journal Road, Nariman Point, Mumbai- 400021.

Email: [mail@medicointercontinental.com](mailto:mail@medicointercontinental.com); website: [www.medicointercontinental.com](http://www.medicointercontinental.com)

Sd/-

Samir Shah

Managing Director

DIN: 03350268

Place: Mumbai

Date: 25/02/2019

## MEDICO INTERCONTINENTAL LIMITED

(formerly known as Intercontinental Leasing and Finance Company Limited)

(CIN NO: L51100MH1984PLC269707)

Reg. Off.:DBS Business Center, 213, Raheja Chambers, 2<sup>nd</sup> Floor, Free Press Journal Road, Nariman Point, Mumbai- 400021.

Email: [mail@medicointercontinental.com](mailto:mail@medicointercontinental.com); website: [www.medicointercontinental.com](http://www.medicointercontinental.com)

### NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/ HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.** A person can act as proxy on behalf of Members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A Member holding more than ten per cent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or Member. Proxies in order to be effective should be deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the meeting. Proxies submitted on behalf of limited companies, societies, partnership firms, etc. must be supported by appropriate resolution/authority, as applicable, issued on behalf of the nominating organization.
2. Members/Proxies and Authorised representatives are requested to bring to the Meeting, the attendance slips enclosed herewith duly completed and signed mentioning therein details of their DP ID and Client ID/Folio No. Corporate Members intending to send their authorised representatives to attend the Meeting pursuant to Section 113 of the Act, are requested to send to the Company, a certified copy of the Board Resolution authorizing the representative to attend and vote on their behalf at the Meeting.
3. The Explanatory Statement and reasons for the proposed Special Business pursuant to Section 102 of the Companies Act, 2013 ('the Act') setting out material facts are appended herein below.
4. Pursuant to Regulation 26(4) and 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("SEBI Listing Regulations") and the Secretarial Standard- 2 on "General Meetings", the particulars of Directors seeking appointment/re-appointment at the meeting are annexed to the Notice.
5. In case of joint holders attending the meeting, the member whose name appears as the first holder in the order of the names as per the Register of Members of the Company will be entitled to vote.
6. As per the requirement of the Secretarial Standard- 2 on "General Meetings" the route map showing directions to reach the venue of the meeting is annexed to the Notice.
7. The Notice of the EOGM is being sent by electronic mode whose email addresses are registered with the Company/Depository Participants, unless any member has requested for physical copy of the same. For members who have not registered their email addresses, a physical copy is being sent by permitted mode. To support the 'Green Initiative' Members who have not registered their email addresses are required to register the same with the Company / Depository. Members may note that this Notice will also be available on the Company's website
8. In compliance with Regulation 44(1) & (2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("LODR"), Sections 108 and 110 and other applicable provisions of the Act, read with the Companies (Management and Administration) Rules, 2014, the Company is pleased to offer e-voting facility as an option to all the Members of the Company. The Company has entered into an agreement with NSDL for facilitating e-voting to

## MEDICO INTERCONTINENTAL LIMITED

(formerly known as Intercontinental Leasing and Finance Company Limited)

(CIN NO: L51100MH1984PLC269707)

Reg. Off.:DBS Business Center, 213, Raheja Chambers, 2<sup>nd</sup> Floor, Free Press Journal Road, Nariman Point, Mumbai- 400021.

Email: [mail@medicointercontinental.com](mailto:mail@medicointercontinental.com); website: [www.medicointercontinental.com](http://www.medicointercontinental.com)

enable the Members to cast their votes electronically instead of voting at the EOGM. The instructions for electronic voting are annexed to this notice. E-voting is optional.

9. The Notice is being sent to all the Members, whose names appear on the Register of Members/list of Beneficial Owners as received from National Securities Depository Limited (NSDL)/Central Depository Services (India) Limited (CDSL) on **February 22, 2019**.
10. The Board of Directors of the Company has appointed **Ms. Neelam Ahire**, Practicing Company Secretary as a Scrutinizer who shall be responsible to conduct e-voting in a fair and transparent manner.
11. All relevant documents referred in the Explanatory Statement shall be open for inspection at the Registered Office of the Company on all working days between 11:00 hours to 13:00 hours up to the date of the meeting.

### **INSTRUCTIONS:**

#### **1. PROCESS FOR THE MEMBERS OPTING FOR E-VOTING ARE AS FOLLOWS:**

E-voting shall commence from March 20, 2019, 09.00 hours and would end at March 22, 2019 17.00 hours. During this period members of the company, holding shares either in physical form or in dematerialized form, as on the cut-off date March 16, 2019 may cast their vote by remote e-voting form,

During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of March 16, 2019 may cast their vote by remote e-voting. The remote e-voting module shall be disabled by CDSL for voting thereafter.

The facility for voting through ballot paper shall be made available at the EOGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.

The members who cast their vote by remote e-voting prior to the EOGM may also attend the EOGM but shall not be entitled to cast their vote again.

#### **How do I vote electronically using NSDL e-Voting system?**

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

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

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

## MEDICO INTERCONTINENTAL LIMITED

(formerly known as Intercontinental Leasing and Finance Company Limited)

(CIN NO: L51100MH1984PLC269707)

Reg. Off.:DBS Business Center, 213, Raheja Chambers, 2<sup>nd</sup> Floor, Free Press Journal Road, Nariman Point, Mumbai- 400021.

Email: [mail@medicointercontinental.com](mailto:mail@medicointercontinental.com); website: [www.medicointercontinental.com](http://www.medicointercontinental.com)

Details on Step 1 is mentioned below:

### How to Log-into NSDL e-Voting website?

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

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

4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***



## MEDICO INTERCONTINENTAL LIMITED

(formerly known as Intercontinental Leasing and Finance Company Limited)

(CIN NO: L51100MH1984PLC269707)

Reg. Off.:DBS Business Center, 213, Raheja Chambers, 2<sup>nd</sup> Floor, Free Press Journal Road, Nariman Point, Mumbai- 400021.

Email: [mail@medicointercontinental.com](mailto:mail@medicointercontinental.com); website: [www.medicointercontinental.com](http://www.medicointercontinental.com)

5. Your password details are given below:
  - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need enter the 'initial password' and the system will force you to change your password.
  - c) How to retrieve your 'initial password'?
    - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
    - (ii) If your email ID is not registered, your 'initial password' is communicated to you on your postal address.
6. If you are unable to retrieve or have not received the " Initial password" or have forgotten your password:
  - a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
7. If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address.
8. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
9. Now, you will have to click on "Login" button.
10. After you click on the "Login" button, Home page of e-Voting will open.

Details on Step 2 is given below:

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

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.

## MEDICO INTERCONTINENTAL LIMITED

(formerly known as Intercontinental Leasing and Finance Company Limited)

(CIN NO: L51100MH1984PLC269707)

Reg. Off.:DBS Business Center, 213, Raheja Chambers, 2<sup>nd</sup> Floor, Free Press Journal Road, Nariman Point, Mumbai- 400021.

Email: [mail@medicointercontinental.com](mailto:mail@medicointercontinental.com); website: [www.medicointercontinental.com](http://www.medicointercontinental.com)

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

### General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [csneelamahire@gmail.com](mailto:csneelamahire@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990 or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

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

*(Formerly known as Intercontinental Leasing and Finance Company Limited)*

Sd/-

Samir Shah

Managing Director

DIN: 03350268

Place: Mumbai

Date: 25/02/2019

## MEDICO INTERCONTINENTAL LIMITED

(formerly known as Intercontinental Leasing and Finance Company Limited)

(CIN NO: L51100MH1984PLC269707)

Reg. Off.: DBS Business Center, 213, Raheja Chambers, 2<sup>nd</sup> Floor, Free Press Journal Road, Nariman Point, Mumbai- 400021.

Email: [mail@medicointercontinental.com](mailto:mail@medicointercontinental.com); website: [www.medicointercontinental.com](http://www.medicointercontinental.com)

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

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

The Company mainly generates revenues from trading in various materials and products such as textiles. The Current Promoters and Management have vast experience in the pharmaceuticals sector. Having regard to the technical experience of the management and financial resource of the Company, the Board of Directors consider that the business activities set out in the Special Resolution are capable of being conveniently or advantageously combined with the business presently carried on by the Company economically and efficiently.

The Board considers that the proposed alteration would be in the best interests of the Company. The members are therefore requested to approve the proposed alteration to the Memorandum of Association.

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

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

A copy of the Memorandum and Articles of Association of the Company along with the proposed draft amendments are available for inspection at the Registered Office of the Company on all working days between 11:00 a.m. and 1.00 p.m. up to the date of the meeting.

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

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

#### **Item No. 2:**

The members of the Company at the Annual General Meeting held on September 29, 2018 had passed a resolution authorizing the Board of Directors of the Company to borrow monies from time to time, up to Rs. 10 Crores.

The Company is diversifying into the pharmaceutical sector and hence it is considered necessary to increase the limits for borrowings of funds from Rs. 10 Crores to Rs. 20 Crores.

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

## MEDICO INTERCONTINENTAL LIMITED

(formerly known as Intercontinental Leasing and Finance Company Limited)

(CIN NO: L51100MH1984PLC269707)

Reg. Off.:DBS Business Center, 213, Raheja Chambers, 2<sup>nd</sup> Floor, Free Press Journal Road, Nariman Point, Mumbai- 400021.

Email: [mail@medicointercontinental.com](mailto:mail@medicointercontinental.com); website: [www.medicointercontinental.com](http://www.medicointercontinental.com)

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. 3:**

The Members in the Annual General Meeting held on September 29, 2018 approved the borrowing limits up to Rs. 10 Crores. Further, under item no. 2 of this notice, it is proposed to increase the borrowing limits to Rs. 20 Crores. In order to facilitate securing the borrowing made by the Company, it would be necessary to create charge on the assets or whole of the undertaking of the Company. Section 180(1)(a) of the Companies Act, 2013 provides for the power to sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Company subject to the approval of members.

The Board recommends these resolutions for the approval of the members as Special Resolution.

None of the Directors or the Key Managerial Personnel of the Company including their relatives is, in any way, concerned or interested in the resolution.

The Board recommends these resolutions for the approval of the members as Special Resolution.

None of the Directors or the Key Managerial Personnel of the Company including their relatives is, in any way, concerned or interested in the resolution.

### **Item No. 4:**

The Current Authorised Share Capital stand at Rs. 3,50,00,000/- (Rupees Three Crores Fifty Lakhs only) divided into 35,00,000 (Thirty-Five Lakhs) Equity Shares of Rs. 10/- (Rupee Ten only) each. It is proposed to increase the Authorised Share Capital of the Company to Rs. 10,00,00,000/- (Rupees Ten Crores only) divided in 1,00,00,000 (One Crore) Equity Shares of Rs. 10/- (Rupees Ten only) each by creation of additional 65,00,000 (Sixty Five Lakhs) Equity Shares and accordingly alter the Capital Clause of the Memorandum of Association of the Company.

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

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

A copy of the Memorandum and Articles of Association of the Company along with the proposed draft amendments are available for inspection at the Registered Office of the Company on all working days between 11:00 a.m. and 1.00 p.m. up to the date of the meeting.

**MEDICO INTERCONTINENTAL LIMITED**

(formerly known as Intercontinental Leasing and Finance Company Limited)

(CIN NO: L51100MH1984PLC269707)

Reg. Off.:DBS Business Center, 213, Raheja Chambers, 2<sup>nd</sup> Floor, Free Press Journal Road, Nariman Point, Mumbai- 400021.

Email: [mail@medicointercontinental.com](mailto:mail@medicointercontinental.com); website: [www.medicointercontinental.com](http://www.medicointercontinental.com)

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

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

**Item No. 5:**

The members of the Company at the Annual General Meeting held on September 29, 2018 had passed a resolution authorizing the Board of Directors of the Company to give guarantee, loans and make investments of securities of body corporate from time to time, up to Rs. 10 Crores.

The Company is diversifying into the pharmaceutical sector and hence it is considered necessary to increase the limits from Rs. 10 Crores to Rs. 20 Crores to facilitate any opportunities for inorganic growth and make other strategic investments.

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

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

**Item No. 6:**

The Board of Directors have proposed the appointment of Mr. Ankur Dave (DIN: 01059786), as an Independent Director of the Company and a resolution to that effect has been set out as Item no. 6 of this Notice.

Mr. Ankur Dave is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director. He has also submitted a declaration of Independence under section 149 (6) of the Companies Act, 2013 and under regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (LODR Regulations). In the opinion of the Board, he fulfills the conditions specified in the Act and the rules made thereunder and also under the LODR Regulations for appointment as an Independent Director of the Company.

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

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

**Item No. 7:**

The Board of Directors have proposed the appointment of Mr. Nisarg Shah (DIN: 08312020), as an Independent Director of the Company and a resolution to that effect has been set out as Item no. 7 of this Notice.

## MEDICO INTERCONTINENTAL LIMITED

(formerly known as Intercontinental Leasing and Finance Company Limited)

(CIN NO: L51100MH1984PLC269707)

Reg. Off.: DBS Business Center, 213, Raheja Chambers, 2<sup>nd</sup> Floor, Free Press Journal Road, Nariman Point, Mumbai- 400021.

Email: [mail@medicointercontinental.com](mailto:mail@medicointercontinental.com); website: [www.medicointercontinental.com](http://www.medicointercontinental.com)

Mr. Nisarg Shah is not disqualified from being appointed as a Director in terms of section 164 of the Act and has given his consent to act as a Director. He has also submitted a declaration of Independence under section 149 (6) of the Companies Act, 2013 and under regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (LODR Regulations). In the opinion of the Board, he fulfills the conditions specified in the Act and the rules made thereunder and also under the LODR Regulations for appointment as an Independent Director of the Company.

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

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

### **Item No. 8:**

For administrative and operational convenience, it is proposed to shift the registered office of the company from "DBS Business Center, 213, Raheja Chambers, 2nd Floor, Free Press Journal Road, Nariman Point, Mumbai – 400021" to "501, Aditraj Arcade, Near Hetvi Tower, Opp. Titanium City Center, 100 Ft. ring road, Satellite, Ahmedabad -380015."

Further, as per the provisions of section 12 and section 13 of the Companies Act, 2013 a Special Resolution is required to be passed if the registered office of a Company is shifted outside the local limits of any city, town or village where such office is situated and consequent alteration of the Memorandum of Association of the Company.

Consequent to the proposed change, Clause II of the Memorandum of Association of the Company is proposed to be substituted as given below:

***"II. The Registered Office of the Company will be situated in the State of Gujarat".***

Further, confirmation of the Regional Director is also required if the Registered Office of the Company is changed from the jurisdiction of one Registrar to that of another Registrar.

As required under the provisions of the Act, approval of the Members is sought for shifting the registered office of the Company from Mumbai, Maharashtra to Ahmedabad, Gujarat and for alteration of the Memorandum of Association of the Company.

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

**MEDICO INTERCONTINENTAL LIMITED**

(formerly known as Intercontinental Leasing and Finance Company Limited)

(CIN NO: L51100MH1984PLC269707)

Reg. Off.:DBS Business Center, 213, Raheja Chambers, 2<sup>nd</sup> Floor, Free Press Journal Road, Nariman Point, Mumbai- 400021.Email: [mail@medicointercontinental.com](mailto:mail@medicointercontinental.com); website: [www.medicointercontinental.com](http://www.medicointercontinental.com)

A copy of the Memorandum and Articles of Association of the Company along with the proposed draft amendments are available for inspection at the Registered Office of the Company on all working days between 11:00 a.m. and 1.00 p.m. up to the date of the meeting.

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

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

**Item no. 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	Purchase	Mr. Samir Shah and Mrs. Tanvi Shah	Mr. Samir Shah is a partner in Medico Healthcare.	As per the terms of the respective contracts or arrangements entered into or to be entered into from time to time in the	2,00,00,000	None
	Sale				3,76,00,000	
	Rent paid				4,00,000	

**MEDICO INTERCONTINENTAL LIMITED**

(formerly known as Intercontinental Leasing and Finance Company Limited)

(CIN NO: L51100MH1984PLC269707)

Reg. Off.:DBS Business Center, 213, Raheja Chambers, 2<sup>nd</sup> Floor, Free Press Journal Road, Nariman Point, Mumbai- 400021.

Email: [mail@medicointercontinental.com](mailto:mail@medicointercontinental.com); website: [www.medicointercontinental.com](http://www.medicointercontinental.com)

	Commission paid		Shah.	ordinary course of business and on arm's length basis	10,00,000	
	Commission Received				10,00,000	

No Shareholder of the Company being a related party or having any interest in the Ordinary Resolution as set out at Item No. 9 of the Notice shall be entitled to vote on this Ordinary Resolution.

The Copy of the Contracts for the above-mentioned transactions along with the applicable valuation reports issued by the competent valuer (wherever applicable) is available for inspection at the Registered Office of the Company on all working days between 11:00 a.m. and 1.00 p.m. up to the date of declaration of the meeting.

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

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

**Item No. 10:**

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. 10 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:



**MEDICO INTERCONTINENTAL LIMITED**

(formerly known as Intercontinental Leasing and Finance Company Limited)

(CIN NO: L51100MH1984PLC269707)

Reg. Off.:DBS Business Center, 213, Raheja Chambers, 2<sup>nd</sup> Floor, Free Press Journal Road, Nariman Point, Mumbai- 400021.

Email: [mail@medicointercontinental.com](mailto:mail@medicointercontinental.com); website: [www.medicointercontinental.com](http://www.medicointercontinental.com)

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 Pharma	Purchase	Mr. Samir Shah and Mrs. Tanvi Shah	Mr. Samir Shah is a partner in Ritz Pharma.  Mrs. Tanvi Shah is wife of Mr. Samir Shah.	As per the terms of the respective contracts or arrangements entered into or to be entered into from time to time in the ordinary course of business and on arm's length basis	2,00,00,000	None
	Sale				3,80,00,000	
	Commission Paid				10,00,000	
	Commission received				10,00,000	

No Shareholder of the Company being a related party or having any interest in the Ordinary Resolution as set out at Item No. 10 of the Notice shall be entitled to vote on this Ordinary Resolution.

The Copy of the Contracts for the above-mentioned transactions along with the applicable valuation reports issued by the competent valuer (wherever applicable) is available for inspection at the Registered Office of the Company on all working days between 11:00 a.m. and 1.00 p.m. up to the date of declaration of the meeting.

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

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

**Item no. 11:**

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

**MEDICO INTERCONTINENTAL LIMITED**

(formerly known as Intercontinental Leasing and Finance Company Limited)

(CIN NO: L51100MH1984PLC269707)

Reg. Off.:DBS Business Center, 213, Raheja Chambers, 2<sup>nd</sup> Floor, Free Press Journal Road, Nariman Point, Mumbai- 400021.

Email: [mail@medicointercontinental.com](mailto:mail@medicointercontinental.com); website: [www.medicointercontinental.com](http://www.medicointercontinental.com)

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. 11 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
Flora Marketing	Purchase	Mrs. Tanvi Shah and Mr. Samir Shah	Mrs. Tanvi Shah is the Proprietor of Flora Marketing.  Mr. Samir Shah is husband of Mrs. Tanvi Shah.	As per the terms of the respective contracts or arrangements entered into or to be entered into from time to time in the ordinary course of business and on arm's length basis	1,50,00,000	None
	Sale				2,30,00,000	
	Commission Paid				10,00,000	
	Commission received				10,00,000	

No Shareholder of the Company being a related party or having any interest in the Ordinary Resolution as set out at Item No. 11 of the Notice shall be entitled to vote on this Ordinary Resolution.

The Copy of the Contracts for the above-mentioned transactions along with the applicable valuation reports issued by the competent valuer (wherever applicable) is available for inspection at the Registered Office of the Company on all working days between 11:00 a.m. and 1.00 p.m. up to the date of the meeting.

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

**MEDICO INTERCONTINENTAL LIMITED**

(formerly known as Intercontinental Leasing and Finance Company Limited)

(CIN NO: L51100MH1984PLC269707)

Reg. Off.:DBS Business Center, 213, Raheja Chambers, 2<sup>nd</sup> Floor, Free Press Journal Road, Nariman Point, Mumbai- 400021.Email: [mail@medicointercontinental.com](mailto:mail@medicointercontinental.com); website: [www.medicointercontinental.com](http://www.medicointercontinental.com)

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.

**Item No. 12:**

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. 12 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
Serene Lifecare LLP	Purchase	Mr. Samir Shah, Mrs. Tanvi Shah and Mr. Mitul Shah	Mr. Samir Shah and Mr. Mitul Shah are partners in Serene Lifecare LLP.	As per the terms of the respective contracts or arrangements entered into or to be entered into from time to time in the ordinary course of business and on arm's length basis	2,50,00,000	None
	Sale				3,30,00,000	
	Commission Paid				10,00,000	
	Commission received				10,00,000	

No Shareholder of the Company being a related party or having any interest in the Ordinary Resolution as set out at Item No. 12 of the Notice shall be entitled to vote on this Ordinary Resolution.

## MEDICO INTERCONTINENTAL LIMITED

(formerly known as Intercontinental Leasing and Finance Company Limited)

(CIN NO: L51100MH1984PLC269707)

Reg. Off.:DBS Business Center, 213, Raheja Chambers, 2<sup>nd</sup> Floor, Free Press Journal Road, Nariman Point, Mumbai- 400021.

Email: [mail@medicointercontinental.com](mailto:mail@medicointercontinental.com); website: [www.medicointercontinental.com](http://www.medicointercontinental.com)

The Copy of the Contracts for the above-mentioned transactions along with the applicable valuation reports issued by the competent valuer (wherever applicable) is available for inspection at the Registered Office of the Company on all working days between 11:00 a.m. and 1.00 p.m. up to the date of the meeting.

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

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

### Item No. 13:

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. 13 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
Optiderma Skincare LLP	Purchase	Mr. Samir Shah, Mrs. Tanvi Shah and Mr. Mitul Shah	Mr. Samir Shah and Mr. Mitul Shah are partners in Optiderma Skincare LLP.	As per the terms of the respective contracts or arrangements entered into or to be entered	1,50,00,000	None
	Sale				2,30,00,000	
	Commission Paid				10,00,000	

**MEDICO INTERCONTINENTAL LIMITED**

(formerly known as Intercontinental Leasing and Finance Company Limited)

(CIN NO: L51100MH1984PLC269707)

Reg. Off.:DBS Business Center, 213, Raheja Chambers, 2<sup>nd</sup> Floor, Free Press Journal Road, Nariman Point, Mumbai- 400021.

Email: [mail@medicointercontinental.com](mailto:mail@medicointercontinental.com); website: [www.medicointercontinental.com](http://www.medicointercontinental.com)

	Commission received		Mrs. Tanvi Shah is wife of Mr. Samir Shah.	into from time to time in the ordinary course of business and on arm's length basis	10,00,000	
--	---------------------	--	--	---	-----------	--

No Shareholder of the Company being a related party or having any interest in the Ordinary Resolution as set out at Item No. 13 of the Notice shall be entitled to vote on this Ordinary Resolution.

The Copy of the Contracts for the above-mentioned transactions along with the applicable valuation reports issued by the competent valuer (wherever applicable) is available for inspection at the Registered Office of the Company on all working days between 11:00 a.m. and 1.00 p.m. up to the date of the meeting.

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

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

**Item No. 14:**

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. 14 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:

**MEDICO INTERCONTINENTAL LIMITED**

(formerly known as Intercontinental Leasing and Finance Company Limited)

(CIN NO: L51100MH1984PLC269707)

Reg. Off.:DBS Business Center, 213, Raheja Chambers, 2<sup>nd</sup> Floor, Free Press Journal Road, Nariman Point, Mumbai- 400021.

Email: [mail@medicointercontinental.com](mailto:mail@medicointercontinental.com); website: [www.medicointercontinental.com](http://www.medicointercontinental.com)

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
Femgrace Formulations	Purchase	Mr. Samir Shah and Mrs. Tanvi Shah	Mr. Dilip Shah, Father of Mr. Samir Shah is a partner in Femgrace Formulations.  Mrs. Tanvi Shah is wife of Mr. Samir Shah.	As per the terms of the respective contracts or arrangements entered into or to be entered into from time to time in the ordinary course of business and on arm's length basis	1,50,00,000	None
	Sale				2,30,00,000	
	Commission Paid				10,00,000	
	Commission received				10,00,000	

No Shareholder of the Company being a related party or having any interest in the Ordinary Resolution as set out at Item No. 14 of the Notice shall be entitled to vote on this Ordinary Resolution.

The Copy of the Contracts for the above-mentioned transactions along with the applicable valuation reports issued by the competent valuer (wherever applicable) is available for inspection at the Registered Office of the Company on all working days between 11:00 a.m. and 1.00 p.m. up to the date of the meeting.

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

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

**Item No. 15:**

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

**MEDICO INTERCONTINENTAL LIMITED**

(formerly known as Intercontinental Leasing and Finance Company Limited)

(CIN NO: L51100MH1984PLC269707)

Reg. Off.:DBS Business Center, 213, Raheja Chambers, 2<sup>nd</sup> Floor, Free Press Journal Road, Nariman Point, Mumbai- 400021.Email: [mail@medicointercontinental.com](mailto:mail@medicointercontinental.com); website: [www.medicointercontinental.com](http://www.medicointercontinental.com)

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. 15 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
Pharm Biotech	Purchase	Mr. Samir Shah, Mrs. Tanvi Shah and Mr. Amar Jaiswal	Mr. Samir Shah and Mr. Amar Jaiswal are partners in Pharm Biotech	As per the terms of the respective contracts or arrangements entered into or to be entered into from time to time in the ordinary course of business and on arm's length basis	1,50,00,000	None
	Sale				2,30,00,000	
	Commission Paid				10,00,000	
	Commission received				10,00,000	

No Shareholder of the Company being a related party or having any interest in the Ordinary Resolution as set out at Item No. 15 of the Notice shall be entitled to vote on this Ordinary Resolution.

The Copy of the Contracts for the above-mentioned transactions along with the applicable valuation reports issued by the competent valuer (wherever applicable) is available for inspection at the Registered Office of the Company on all working days between 11:00 a.m. and 1.00 p.m. up to the date of the meeting.

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

**MEDICO INTERCONTINENTAL LIMITED**

(formerly known as Intercontinental Leasing and Finance Company Limited)

(CIN NO: L51100MH1984PLC269707)

Reg. Off.:DBS Business Center, 213, Raheja Chambers, 2<sup>nd</sup> Floor, Free Press Journal Road, Nariman Point, Mumbai- 400021.

Email: [mail@medicointercontinental.com](mailto:mail@medicointercontinental.com); website: [www.medicointercontinental.com](http://www.medicointercontinental.com)

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.

**Item No. 16:**

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. 16 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
Zeal Cardio	Purchase	Mr. Samir Shah, Mrs. Tanvi Shah and Mr. Amar Jaiswal	Mr. Samir Shah and Mr. Amar Jaiswal are partners in Zeal Cardio.  Mrs. Tanvi Shah is wife of Mr. Samir Shah	As per the terms of the respective contracts or arrangements entered into or to be entered into from time to time in the ordinary course of business and on arm's length basis	1,50,00,000	None
	Sale				2,30,00,000	
	Commission Paid				10,00,000	
	Commission received				10,00,000	



## MEDICO INTERCONTINENTAL LIMITED

(formerly known as Intercontinental Leasing and Finance Company Limited)

(CIN NO: L51100MH1984PLC269707)

Reg. Off.:DBS Business Center, 213, Raheja Chambers, 2<sup>nd</sup> Floor, Free Press Journal Road, Nariman Point, Mumbai- 400021.

Email: [mail@medicointercontinental.com](mailto:mail@medicointercontinental.com); website: [www.medicointercontinental.com](http://www.medicointercontinental.com)

No Shareholder of the Company being a related party or having any interest in the Ordinary Resolution as set out at Item No. 16 of the Notice shall be entitled to vote on this Ordinary Resolution.

The Copy of the Contracts for the above-mentioned transactions along with the applicable valuation reports issued by the competent valuer (wherever applicable) is available for inspection at the Registered Office of the Company on all working days between 11:00 a.m. and 1.00 p.m. up to the date of the meeting.

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

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

### Item No. 17:

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. 17 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
Riasmo Lifesciences	Purchase	Mr. Amar Jaiswal	Mr. Amar Jaiswal is a partner in Riasmo	As per the terms of the respective contracts or	1,50,00,000	None
	Sale				2,30,00,000	

**MEDICO INTERCONTINENTAL LIMITED**

(formerly known as Intercontinental Leasing and Finance Company Limited)

(CIN NO: L51100MH1984PLC269707)

Reg. Off.:DBS Business Center, 213, Raheja Chambers, 2<sup>nd</sup> Floor, Free Press Journal Road, Nariman Point, Mumbai- 400021.

Email: [mail@medicointercontinental.com](mailto:mail@medicointercontinental.com); website: [www.medicointercontinental.com](http://www.medicointercontinental.com)

	Commission Paid		Lifesciences	arrangements entered into or to be entered into from time to time in the ordinary course of business and on arm's length basis	10,00,000	
	Commission received				10,00,000	

No Shareholder of the Company being a related party or having any interest in the Ordinary Resolution as set out at Item No. 20 of the Notice shall be entitled to vote on this Ordinary Resolution.

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

The Copy of the Contracts for the above-mentioned transactions along with the applicable valuation reports issued by the competent valuer (wherever applicable) is available for inspection at the Registered Office of the Company on all working days between 11:00 a.m. and 1.00 p.m. up to the date of the meeting.

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.

**Item No. 18:**

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. 18 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	Name of the Director or KMP who is related, if any	Nature of Relationship	Material terms and particulars of the contract or	Monetary Value (in Rs.)	Any other information relevant or important for the members
---------------------------	--	--	------------------------	---	-------------------------	---

**MEDICO INTERCONTINENTAL LIMITED**

(formerly known as Intercontinental Leasing and Finance Company Limited)

(CIN NO: L51100MH1984PLC269707)

Reg. Off.:DBS Business Center, 213, Raheja Chambers, 2<sup>nd</sup> Floor, Free Press Journal Road, Nariman Point, Mumbai- 400021.

Email: [mail@medicointercontinental.com](mailto:mail@medicointercontinental.com); website: [www.medicointercontinental.com](http://www.medicointercontinental.com)

	Companies Act, 2013			arrangement		to take decision on the proposed resolution
Royal Labs	Purchase	Mr. Samir Shah, Mrs. Tanvi Shah, Mr. Mitul Shah and Mr. Amar Jaiswal	Mr. Samir Shah, Mr. Mitul Shah and Mr. Amar Jaiswal are partners in Royal Labs	As per the terms of the respective contracts or arrangements entered into or to be entered into from time to time in the ordinary course of business and on arm's length basis	1,50,00,000	None
	Sale				2,30,00,000	
	Commission Paid				10,00,000	
	Commission received				10,00,000	

No Shareholder of the Company being a related party or having any interest in the Ordinary Resolution as set out at Item No. 18 of the Notice shall be entitled to vote on this Ordinary Resolution.

The Copy of the Contracts for the above-mentioned transactions along with the applicable valuation reports issued by the competent valuer (wherever applicable) is available for inspection at the Registered Office of the Company on all working days between 11:00 a.m. and 1.00 p.m. up to the date of the meeting.

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

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

**Item No. 19:**

As a step towards diversification in the pharmaceuticals sector, the management and the Board propose to acquire shares of M/s Azillian Healthcare Private Limited (Azillian Healthcare) and make it a wholly owned subsidiary. Azillian Healthcare is engaged in marketing and distribution of pharmaceutical products. Azillian Healthcare is a perfect candidate for vertical integration of the pharma business. It has an established distribution network which can be leveraged for distributing the company's products.

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

**MEDICO INTERCONTINENTAL LIMITED**

(formerly known as Intercontinental Leasing and Finance Company Limited)

(CIN NO: L51100MH1984PLC269707)

Reg. Off.:DBS Business Center, 213, Raheja Chambers, 2<sup>nd</sup> Floor, Free Press Journal Road, Nariman Point, Mumbai- 400021.Email: [mail@medicointercontinental.com](mailto:mail@medicointercontinental.com); website: [www.medicointercontinental.com](http://www.medicointercontinental.com)

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. 19 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
Gopal Jaiswal	Purchase of 34,000 Equity Shares of Azillian Healthcare Private Limited	Mr. Amar Jaiswal, Non-Executive Director & Chairman	Mr. Amar Jaiswal is Son of Mr. Gopal Jaiswal.	Purchase Price @ Rs. 161/- shares	54,74,000	None
Amar Jaiswal	Purchase of 37,000 Equity Shares of Azillian Healthcare Private Limited	Mr. Amar Jaiswal, Non-Executive Director & Chairman	N.A	Purchase Price @ Rs. 161/- shares	59,57,000	None
Ashish Jaiswal	Purchase of 32,000 Equity Shares of Azillian Healthcare Private Limited	Mr. Amar Jaiswal, Non-Executive Director & Chairman	Mr. Amar Jaiswal is Brother of Mr. Ashish Jaiswal.	Purchase Price @ Rs. 161/- shares	51,52,000	None

**MEDICO INTERCONTINENTAL LIMITED**

(formerly known as Intercontinental Leasing and Finance Company Limited)

(CIN NO: L51100MH1984PLC269707)

Reg. Off.:DBS Business Center, 213, Raheja Chambers, 2<sup>nd</sup> Floor, Free Press Journal Road, Nariman Point, Mumbai- 400021.

Email: [mail@medicointercontinental.com](mailto:mail@medicointercontinental.com); website: [www.medicointercontinental.com](http://www.medicointercontinental.com)

Chandrakala Jaiswal	Purchase of 2,500 Equity Shares of Azillian Healthcare Private Limited	Mr. Amar Jaiswal, Non-Executive Director & Chairman	Mr. Amar Jaiswal is Husband of Mrs. Chandrakala Jaiswal.	Purchase Price @ Rs. 161/- shares	4,02,500	None
Shanno Jaiswal	Purchase of 4,500 Equity Shares of Azillian Healthcare Private Limited	Mr. Amar Jaiswal, Non-Executive Director & Chairman	Mr. Amar Jaiswal is Son of Mrs. Shanno Jaiswal.	Purchase Price @ Rs. 161/- shares	7,24,500	None
Samir Shah	Purchase of 1,10,000 Equity Shares of Azillian Healthcare Private Limited	Mr. Samir Shah is a Managing Director & Mrs. Tanvi Shah is a Non-Executive Director	Mr. Samir Shah is Spouse of Mrs. Tanvi Shah	Purchase Price @ Rs. 161/- shares	1,77,10,000	None

No Shareholder of the Company being a related party or having any interest in the Ordinary Resolution as set out at Item No. 19 of the Notice shall be entitled to vote on this Ordinary Resolution.

The Copy of the Contracts for the above-mentioned transactions along with the applicable valuation reports issued by the competent valuer (wherever applicable) is available for inspection at the Registered Office of the Company on all working days between 11:00 a.m. and 1.00 p.m. up to the date of the meeting.

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

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

**Item No. 20:**

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

**MEDICO INTERCONTINENTAL LIMITED**

(formerly known as Intercontinental Leasing and Finance Company Limited)

(CIN NO: L51100MH1984PLC269707)

Reg. Off.:DBS Business Center, 213, Raheja Chambers, 2<sup>nd</sup> Floor, Free Press Journal Road, Nariman Point, Mumbai- 400021.

Email: [mail@medicointercontinental.com](mailto:mail@medicointercontinental.com); website: [www.medicointercontinental.com](http://www.medicointercontinental.com)

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. 20 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
Oxford Pharma	Purchase of Land and Building	Mr. Samir Shah and Mrs. Tanvi Shah	Mr. Samir Shah is a Partner in Oxford Pharma.  Mrs. Tanvi Shah is wife of Mr. Samir Shah.	As per the terms of the respective contracts or arrangements entered into or to be entered into from time to time in the ordinary course of business and on arm's length basis	3,91,72,000	None
	Purchase of Plant and Machinery				1,31,00,000	
	Purchase				10,00,00,000	
	Sale				4,77,28,000	

No Shareholder of the Company being a related party or having any interest in the Ordinary Resolution as set out at Item No. 20 of the Notice shall be entitled to vote on this Ordinary Resolution.

The Copy of the Contracts for the above-mentioned transactions along with the applicable valuation reports issued by the competent valuer (wherever applicable) is available for inspection at the Registered Office of the Company on all working days between 11:00 a.m. and 1.00 p.m. up to the date of the meeting.

## MEDICO INTERCONTINENTAL LIMITED

(formerly known as Intercontinental Leasing and Finance Company Limited)

(CIN NO: L51100MH1984PLC269707)

Reg. Off.:DBS Business Center, 213, Raheja Chambers, 2<sup>nd</sup> Floor, Free Press Journal Road, Nariman Point, Mumbai- 400021.

Email: [mail@medicointercontinental.com](mailto:mail@medicointercontinental.com); website: [www.medicointercontinental.com](http://www.medicointercontinental.com)

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

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

### Item No. 21:

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. 21 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
Kingston Infracon	Other Services	Mr. Samir Shah, Mrs. Tanvi Shah	Mr. Samir Shah is a Partner in Kingston Infracon	As per the terms of the respective contracts or arrangements entered into or to be entered into from time to time in the ordinary course of business and on arm's	1,00,00,000	None
	Commission Paid				2,00,00,000	
	Commission received				2,00,00,000	

**MEDICO INTERCONTINENTAL LIMITED**

(formerly known as Intercontinental Leasing and Finance Company Limited)

(CIN NO: L51100MH1984PLC269707)

Reg. Off.:DBS Business Center, 213, Raheja Chambers, 2<sup>nd</sup> Floor, Free Press Journal Road, Nariman Point, Mumbai- 400021.

Email: [mail@medicointercontinental.com](mailto:mail@medicointercontinental.com); website: [www.medicointercontinental.com](http://www.medicointercontinental.com)

				length basis		
--	--	--	--	--------------	--	--

No Shareholder of the Company being a related party or having any interest in the Ordinary Resolution as set out at Item No. 21 of the Notice shall be entitled to vote on this Ordinary Resolution.

The Copy of the Contracts for the above-mentioned transactions along with the applicable valuation reports issued by the competent valuer (wherever applicable) is available for inspection at the Registered Office of the Company on all working days between 11:00 a.m. and 1.00 p.m. up to the date of the meeting.

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

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

**By Order of the Board of Directors**

**For Medico Intercontinental Limited**

*(Formerly known as Intercontinental Leasing and Finance Company Limited)*

Sd/-

Samir Shah

Managing Director

DIN: 03350268

Place: Mumbai

Date: 25/02/2019

Annexure

**DETAILS OF DIRECTORS SEEKING APPOINTMENT**

Name of the Director	Ankur Dave	Nisarg Shah
DIN	01059786	08312020
Nationality	Indian	Indian
Qualifications	Doctor	Chartered Accountant
Shareholding in the Company	0	0
List of Directorships held in other companies (excluding foreign, private and section 8 companies)	NA	NA



**MEDICO INTERCONTINENTAL LIMITED**

(formerly known as Intercontinental Leasing and Finance Company Limited)

(CIN NO: L51100MH1984PLC269707)

Reg. Off.:DBS Business Center, 213, Raheja Chambers, 2<sup>nd</sup> Floor, Free Press Journal Road, Nariman Point, Mumbai- 400021.Email: [mail@medicointercontinental.com](mailto:mail@medicointercontinental.com); website: [www.medicointercontinental.com](http://www.medicointercontinental.com)

Memberships of Audit and stakeholders Relationship Committees across Public Companies	NA	NA
Remuneration sought to be paid	NA	NA
Relationship with other Directors / KMP	NA	NA

**EXTRA ORDINARY GENERAL MEETING**

Saturday, March 23, 2019 at 10.00 a.m.

**PROXY FORM**

(Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014)

I/We being the member(s) of Medico Intercontinental Limited holding \_\_\_\_\_ shares, hereby appoint:

1. Name: \_\_\_\_\_

Address: \_\_\_\_\_

Email: \_\_\_\_\_ Signature: \_\_\_\_\_ or failing him/her;

2. Name: \_\_\_\_\_

Address: \_\_\_\_\_

Email: \_\_\_\_\_ Signature: \_\_\_\_\_

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra Ordinary General Meeting of the Company, to be held on Saturday, March 23, 2019 at 10.00 a.m. at DBS Business Center, 213, Raheja Chambers, 2<sup>nd</sup> Floor, Free Press Journal Road, Nariman Point, Mumbai- 400021, and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolution	Optional*	
		For	Against
<b>Special Business:</b>			
1.	To alter the main object clause of the Memorandum of Association		
2.	Increase the Borrowing Limits from Rs. 10 crores to Rs. 20 crores.		
3.	Creation of charges on the movable and immovable properties of the company in respect of borrowings.		
4.	Increase authorised share capital of the company and consequent alteration in the clause v of the Memorandum of Association of the company.		

**MEDICO INTERCONTINENTAL LIMITED**

(formerly known as Intercontinental Leasing and Finance Company Limited)

(CIN NO: L51100MH1984PLC269707)

Reg. Off.:DBS Business Center, 213, Raheja Chambers, 2<sup>nd</sup> Floor, Free Press Journal Road, Nariman Point, Mumbai- 400021.

Email: [mail@medicointercontinental.com](mailto:mail@medicointercontinental.com); website: [www.medicointercontinental.com](http://www.medicointercontinental.com)

5.	Increase limits for the loans, guarantees and investments by the company as per section 186 of the Companies Act, 2013.		
6.	Appoint Mr. Ankur Dave (DIN: 01059786) as an Independent Director of the Company.		
7.	Appoint Mr. Nisarg Shah (DIN: 08312020) as an Independent Director of the Company.		
8.	Shifting of registered office of the company from the State of Maharashtra to the State of Gujarat.		
9.	Approval for entering into Related Party Transaction with M/s Medico Healthcare		
10.	Approval for entering into Related Party Transaction with M/s Ritz Pharma		
11.	Approval for entering into Related Party Transaction with M/s Flora Marketing		
12.	Approval for entering into Related Party Transaction with M/s Serene Lifecare LLP		
13.	Approval for entering into Related Party Transaction with M/s Optiderma Skincare LLP		
14.	Approval for entering into Related Party Transaction with M/s Femgrace Formulations		
15.	Approval for entering into Related Party Transaction with M/s Pharm Biotech		
16.	Approval for entering into Related Party Transaction with M/s Zeal Cardio		
17.	Approval for entering into Related Party Transaction with M/s Riasmo Lifesciences		
18.	Approval for entering into Related Party Transaction with M/s Royal Labs		
19.	To acquire / purchase shares of M/s Azillian Healthcare Private Limited to make it a wholly owned subsidiary.		
20.	Approval for entering into Related Party Transaction with M/s Oxford Pharma		
21.	Approval for entering into Related Party Transaction with M/s Kingston Infracon		

\* It is optional to put an 'X' in the appropriate column against the Resolutions indicated in the Box.

If you leave the 'For' or 'Against' column blank against any or all Resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.

**Note:** Notwithstanding the above, the Proxies can vote on such other items which may be tabled at the meeting by the members present.

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2019

Member's Signature \_\_\_\_\_

Signature of Proxy holder \_\_\_\_\_

Signature of Proxy holder (2<sup>nd</sup>) \_\_\_\_\_

Affix Re 1 Revenue Stamp
--------------------------------

**NOTE:**

*This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.*

**MEDICO INTERCONTINENTAL LIMITED**

(formerly known as Intercontinental Leasing and Finance Company Limited)

(CIN NO: L51100MH1984PLC269707)

Reg. Off.:DBS Business Center, 213, Raheja Chambers, 2<sup>nd</sup> Floor, Free Press Journal Road, Nariman Point, Mumbai- 400021.

Email: [mail@medicointercontinental.com](mailto:mail@medicointercontinental.com); website: [www.medicointercontinental.com](http://www.medicointercontinental.com)

**EXTRA ORDINARY GENERAL MEETING**

Saturday, March 23, 2019 at 10.00 a.m.

**ATTENDANCE SLIP**

I/ We hereby record my/ our presence at the Extra Ordinary General Meeting of the Company to be held on Saturday, March 23, 2019 at 10.00 a.m. at DBS Business Center, 213, Raheja Chambers, 2<sup>nd</sup> Floor, Free Press Journal Road, Nariman Point, Mumbai- 400021.

DP ID No.*	L.F. No.
Client I.D. No.*	No. Of Shares Held
Name: Address:	
If Shareholder(s), Please Sign Here:	If Proxy, Please sign here:

# MEDICO INTERCONTINENTAL LIMITED

(formerly known as Intercontinental Leasing and Finance Company Limited)

(CIN NO: L51100MH1984PLC269707)

Reg. Off.:DBS Business Center, 213, Raheja Chambers, 2<sup>nd</sup> Floor, Free Press Journal Road, Nariman Point, Mumbai- 400021.

Email: [mail@medicointercontinental.com](mailto:mail@medicointercontinental.com); website: [www.medicointercontinental.com](http://www.medicointercontinental.com)

## Route Map for Extra Ordinary General Meeting

Date : March 23, 2019  
Day : Saturday  
Time : 10.00 a.m.  
Address : DBS Business Center,  
213, Raheja Chambers, 2<sup>nd</sup> Floor, Free Press Journal Road,  
Nariman Point, Mumbai 400021.

