

**36<sup>th</sup>**

**ANNUAL GENERAL MEETING  
FINANCIAL YEAR 2019-20**



**MEDICO INTERCONTINENTAL  
LIMITED**

(formerly known as  
Intercontinental Leasing and Finance Company Limited)

(CIN: L24100GJ1984PLC111413)

## CORPORATE INFORMATION

### Board of Directors

Tanvi Shah	Chairman & Non-Executive Director
Samir Shah	Managing Director
Ankur Dave	Independent Director
Vijay Shah	Independent Director
Hiren Shah	Additional Independent Director
Swati Shah	Non-Executive Director

### Audit Committee

Ankur Dave	Chairman
Vijay Shah	Member
Tanvi Shah	Member

### Stakeholders Relationship Committee

Ankur Dave	Chairman
Vijay Shah	Member
Tanvi Shah	Member

### Nomination and Remuneration Committee

Ankur Dave	Chairman
Vijay Shah	Member
Tanvi Shah	Member

### Chief Executive Officer

Dilipkumar Bhogilal Shah

### Chief Financial Officer

Jay Sharadkumar Shah

### Company Secretary & Compliance Officer

Puneeta Sharma

### Auditors

V. Goswami & Co.  
3, 2nd Floor, Manek Appt,  
Nr. Jain Derasar Temple,  
Above Dena Bank, Nehrunagar,  
Ahmedabad-380015.

### Secretarial Auditor

Yash Mehta & Associates.  
67, Chinubhai Tower,  
Opp. Handloom House,  
Ahmedabad-380009.

### Registered Office

1-5th Floor, Adit Raj Arcade,  
Nr. Karma Shreshtha Tower,  
100 Ft Road, Satellite,  
Ahmedabad, Gujarat - 380015, India.

### Bankers

ICICI Bank  
Standard Chartered Bank

### Registrar & Transfer Agent

Purva Sharegistry (India) Pvt. Ltd.  
9, Shivshakti Industrial Estate,  
JR Boricha Marg, Opp. Kasturba Hospital,  
Lower Parel (E), Mumbai- 400011.

### Depositories

#### **Central Depository Services (India) Limited**

Marathon Futurex, A-wing, 25th Floor,  
NM Joshi Marg, Lower Parel,  
Mumbai- 400013.

#### **National Securities Depository Limited**

Trade World, A wing, 4th & 5th Floors,  
Kamala Mills Compound, Lower Parel,  
Mumbai- 400013.

S.N.	Particulars	Page No.
1	Notice of AGM .....	2
2	Director's Report .....	18
3	CEO and CFO Certification .....	46
4	Independent Auditors Report and Financials (Standalone) .....	47
5	Independent Auditors Report and Financials (Consolidated) .....	74

## NOTICE

Notice is hereby given that the 36th Annual General Meeting of the Members of Medico Intercontinental Limited (formerly known as Intercontinental Leasing and Finance Company Limited) will be held on Thursday, 3rd September, 2020 at 03:00 P.M. through Video Conferencing (VC) / Other Audio Visual Means (OAVM) to transact the following business:

### Ordinary Business:

1. To receive, consider and adopt the Audited Financial Statements (Standalone & Consolidated) for the financial year ended 31st March, 2020 together with the Reports of Board of Directors and Auditors thereon.
2. To appoint Director in place of Mrs. Swati Vikramkumar Shah (DIN: 08420884), who retires by rotation and being eligible offers herself for reappointment.

### SPECIAL BUSINESSES:

#### 3. **REGULARISATION OF MR. HIREN RAVINDRABHAI SHAH AS AN INDEPENDENT DIRECTOR OF THE COMPANY**

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

**"RESOLVED THAT** pursuant to the provisions of Section 152, 160, 161 of the Companies Act, 2013 and other applicable provisions (including any modification or re-enactment thereof), if any, of the Companies Act, 2013, Mr. Hiren Ravindrabhai Shah (DIN: 08793267) who was appointed as an Additional Independent Director in the meeting of the Board of Directors held on 4th August, 2020 and whose term expires at this Annual General Meeting of the company and for the appointment of whom the Company has received a notice in writing proposing her candidature for the office of the Director be and is hereby appointed as director of the Company liable to retire by rotation."

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

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

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

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

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

"V. The Authorized Share Capital of the Company is Rs. 20,00,00,000/- (Rupees Twenty Crores only) divided into 2,00,00,000 (Two Crores) Equity Shares of Rs. 10/- each, with the power to increase or reduce the capital of the Company and divide the shares in the Capital for the time being into several classes and attach thereto respectively such preferential, deferred, qualified or special rights, privileges or conditions as may be determined by or in accordance with the Articles of Association of the Company for the time being and to determine, vary, modify, amalgamate or abrogate any such rights, privileges or conditions in such manner as may be permitted by the Companies Act, 2013 or by the Articles of Association of the Company for the time being."

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

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

#### 5. ISSUE OF WARRANTS ON PREFERENTIAL BASIS:

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

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

#### List of Proposed Allottee (s):

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

**List of Proposed Allottee (s): (Contd.....)**

<b>Name of the Proposed Allottee (s)</b>	<b>Address</b>	<b>Class or classes of person(s)</b>	<b>No. of convertible warrants to be allotted</b>
Jagdishchandra Shah HUF	75, Uganda Co Op H Society Ltd, Opp Uganda Hall, Near Bapukrupa Soc, Gurukul Road, Memnagar, Ahmedabad – 380052	Non-Promoter	124900
Ritaben Jagdishchandra Shah	75, Uganda Society, Opp Uganda Hall, Gate No 7, Gurukul, Memnagar, Ahmedabad - 380052	Non-Promoter	124900
Mikita Tejas Shah	75, Uganda Co Op H Society Ltd, Opp Bapukrupa Society, Memnagar, Ahmedabad - 380052	Non-Promoter	124900
Amar Jaiswal	A-15, Marutinandan Vihar, Near Suncity, Ahmedabad, Gujarat - 380058	Non-Promoter	428497
Ashish Jaiswal	A-15, Marutinandan Vihar, Near Suncity, Ahmedabad, Gujarat - 380058	Non-Promoter	450000
Chandrakala Amar Jaiswal	A-15, Marutinandan Vihar, Near Suncity, Ahmedabad, Gujarat - 380058	Non-Promoter	450000
Dalima Ashish Jaiswal	A-15, Marutinandan Vihar, Near Suncity, Ahmedabad, Gujarat - 380058	Non-Promoter	450000
		<b>TOTAL</b>	<b>67,51,000</b>

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

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

- a) The proposed Equity Warrants shall be issued and allotted by the Company to Proposed Allottee within a period of Fifteen (15) days from the date of passing of this resolution provided that where the issue and allotment of the proposed Equity Warrants is pending on account of pendency of any approval for such issue and allotment by any regulatory authority or the Central Government, the issue and allotment shall be completed within a period of Fifteen (15) days from the date of receipt of last of such approvals;
- b) Each Equity Warrant is convertible into One (1) Equity Share and the conversion can be exercised by warrant holder(s) at any time during the period of Eighteen (18) months from the date of allotment of Equity Warrants, in one or more tranches, as the case may be and on such other terms and conditions as applicable;
- c) The Equity Warrants proposed to be issued shall be subject to appropriate adjustment, if during the interim period, the Company makes any issue of equity shares by way of capitalization of profits or reserves, upon demerger / realignment, rights issue or undertakes consolidation / sub-division / re-classification of equity shares or such other similar events or circumstances requiring adjustments as permitted under SEBI (ICDR) Regulations and all other applicable regulations from time to time;
- d) Equity Warrant subscription price equivalent to 25% of the issue price will be payable at the time of subscription of Equity Warrants, as prescribed by the SEBI (ICDR) Regulations, which would be adjusted by the Company and appropriated against the issue price of the Equity Shares. Equity Warrant exercise price equivalent to the 75% of the issue price of the equity shares shall be payable by the warrant holder(s) at the time of exercising conversion of Equity Warrants;
- e) The warrant holder(s) shall be entitled to exercise the option of exercising any or all of the Equity Warrants in one or more tranches by way of a written notice which shall be given to the Company, specifying the number of Equity Warrants proposed to exercise along with the aggregate amount payable thereon, prior to or at the time of conversion. The Company shall accordingly, without any further approval

- from the Members of the Company, issue and allot the corresponding number of Equity Shares and perform such actions as required to credit the Equity Shares to the depository account and entering the name of allottee in the records of the Company as the registered owner of such Equity Shares;
- f) The Equity Shares to be so allotted on exercise of Equity Warrants shall be in dematerialized form and shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank pari-passu in all respects including dividend, with the existing equity shares of the Company;
  - g) In the event the warrant holder(s) does not exercise the Equity Warrants within Eighteen (18) months from the date of allotment of the Equity Warrants, then such Equity Warrants shall lapse and the amount paid shall stand forfeited by the Company;
  - h) The Equity Warrants issued and allotted will be transferable within the Promoter Group subject to compliance of applicable provisions and subject to such other approvals as may be necessary from time to time;
  - i) The Equity Shares arising from the exercise of the Equity Warrants will be listed on Stock Exchanges where the equity shares of the Company are listed, subject to the receipt of necessary regulatory permissions and approvals as the case may be and shall inter-alia be governed by the regulations and guidelines issued by SEBI or any other statutory authority;
  - j) The Equity Warrants and the Equity Shares being allotted pursuant to exercise of such Equity Warrants shall be subject to a lock-in for such period as specified under applicable provisions of SEBI (ICDR) Regulations.

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

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

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

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

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

Place : Ahmedabad  
 Date : 04/08/2020

Sd/-  
**Puneeta Sharma**  
 Company Secretary

**NOTES:**

1. The AGM will be held on Thursday, 3rd September, 2020 at 03:00 P.M. through Video Conferencing (VC) / Other Audio Visual Means (OAVM) in compliance with the applicable provision of the Companies Act, 2013 read with MCA General Circular no. 14/2020, dated 08th April, 2020, MCA General Circular no. 17/2020, dated 13th April, 2020 and MCA General Circular No. 20/2020 dated 05th May, 2020.
2. Pursuant to the General Circular No. 14/2020 dated 08th April, 2020 issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, Body Corporates are entitled to appoint authorized representatives to attend the AGM through VC / OAVM and participate there at and cast their votes through e-voting.
3. Body Corporates whose Authorized Representatives are intending to attend the meeting through VC/OAVM are requested to send to the Company on their email ID **mail@medicointercontinental.com** a duly certified copy of the Board Resolution authorizing their representative(s) to attend and vote on their behalf at the Annual General Meeting, pursuant to Section 113 of the Companies Act, 2013.
4. In view of massive outbreak of the Covid-19 pandemic, social distancing is a norm to be followed, the Government of India, Ministry of Corporate Affairs allowed conducting Annual General Meeting through video conferencing (VC) or other audio visual means (OAVM) and dispensed personal present of the members at the meeting. Accordingly, the Ministry of Corporate Affairs issued Circular No. 14/2020 dated April 08, 2020, Circular No. 17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020, prescribing the procedures and manner of conducting the Annual General Meeting through VC/OAVM. In terms of the said Circulars, the 36th Annual General Meeting (AGM) of the members be held through video conferencing (VC) or other audio visual means (OAVM). Hence, members can attend and participate in the AGM through VC/OAVM only. The detailed procedure for participating in the meeting through VC/OAVM is annexed below in Serial No. 25 and available at the Company's website **www.medicointercontinental.com**
5. Those Shareholders (Physical or Demat) whose email IDs are not registered can get their email ID registered on the website of our RTA i.e., **https://www.purvashare.com/**
6. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
7. As the Annual General Meeting of the Company is held through Video Conferencing/OAVM, we therefore request the members to submit questions in advance relating to the business specified in this Notice of AGM on the Email ID **mail@medicointercontinental.com**
8. The Register of Members and Share Transfer Books of the Company will remain closed from 29th August, 2020 to 3rd September, 2020 (both days inclusive) in terms of provisions of Section 91 of the Companies Act, 2013.
9. Additional information, pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, in respect of the directors seeking appointment / re-appointment at the AGM, is furnished as annexure to the Notice. The directors have furnished consent / declaration for their appointment / re-appointment as required under the Companies Act, 2013 and the Rules there under.
10. A statement pursuant to Section 102 of the Companies Act, 2013 in respect of special business under item nos. 3 to 5 set out above to be transacted at the meeting is annexed hereto and form part of this Notice.
11. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are therefore requested to submit the PAN to their Depository Participants with whom they are maintaining their Demat accounts. Members holding shares in physical form can submit their PAN details to the Registrar and Share Transfer Agent, Purva Shareregistry (India) Private Limited, Unit: 9, Shiv Shakti Industrial Estate, J.R. Boricha Marg, Opp., Lower Parel (East), Mumbai-400011.
12. Members seeking any information with regard to the Accounts are requested to send an email to **mail@medicointercontinental.com**, 14 days in advance before the date of the meeting to enable the management to keep full information ready at the meeting.
13. Members who wish to inspect the Register of Directors and Key Managerial Personnel and their shareholding maintained under section 170 of Companies Act, 2013 and Register of Contracts or arrangements in which directors are interested maintained under section 189 of the Companies Act, 2013 and Relevant documents referred to in this Notice of AGM and explanatory statement on the date of AGM in electronic mode can send an email to **mail@medicointercontinental.com**

14. The business set out in the Notice will be transacted through electronic voting system and the Company is providing facility for voting by electronic means. Instructions and other information relating to e-voting are given in the Notice under Note no. 25.
15. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
16. The Annual Report alongwith the Notice of AGM will be placed on the Company's website on **www.medicointercontinental.com**
17. Members of the Company holding shares either in physical form or in Dematerialized forms as on Benpos date i.e. 7th August, 2020 will receive Annual Report for the financial year 2019-20 through electronic mode.
18. As per the MCA General Circular 20/2020 dated 05th May, 2020, the Annual Report will be sent through electronic mode to only those Members whose email IDs are registered with the Registrar and Share Transfer Agent of the Company/ Depository participant.
19. Members are requested to address all the correspondence to the Registrar and Share Transfer Agents, Purva Sharegistry (India) Private Limited, Unit: 9, Shiv Shakti Industrial Estate, J.R. Boricha Marg, Opp., Lower Parel (East), Mumbai-400011.
20. Members are requested to quote their Folio No. or DP ID / Client ID, in case shares are in physical / dematerialized form, as the case may be, in all correspondence with the Company / Registrar and Share Transfer Agent.
21. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
22. Members may also note that the Notice of the 36th AGM and the Annual Report 2019-20 will be available on the Company's website **www.medicointercontinental.com**. The physical copies of the documents will also be available at the Company's registered office for inspection during normal business hours on working days. Members who require e-communication, or have any other queries, may write to us at: - **mail@medicointercontinental.com**.
23. Mr. Yash Mehta, Proprietor of M/s. Yash Mehta & Associates, Company Secretaries, has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.
24. The facility for voting through electronic voting system shall also be made available at the meeting and Members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right at the meeting.
25. **For Remote e-voting and e-voting during AGM**
  - The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to atleast 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
  - In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at **www.medicointercontinental.com**. The Notice can also be accessed from the websites of the Stock Exchange i.e. BSE Limited at **www.bseindia.com**. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. **www.evotingindia.com**.
  - The AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.



• **THE INTRUCTIONS FOR SHAREHOLDRES FOR REMOTE E-VOTING ARE AS UNDER:**

- i. The voting period begins on 31st August, 2020 at 9:00 A.M. and ends on 2nd September, 2020 at 5:00 P.M. During this period, shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 28th August, 2020 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- ii. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- iii. The shareholders should log on to the e-voting website **www.evotingindia.com**.
- iv. Click on "Shareholders" module.
- v. Now enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

OR

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

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

<b>For Shareholders holding shares in Demat Form and Physical Form</b>	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> <li>• If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).</li> </ul>

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

- xvi. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- xvii. You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- xviii. If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xix. Shareholders can also cast their vote using CDSL’s mobile app “m-Voting”. The m-Voting app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app while Remote Voting on your mobile.

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

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

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

- i. Shareholder will be provided with a facility to attend the AGM through VC/OAVM through the CDSL e-Voting system. Shareholders may access the same at **https://www.evotingindia.com** under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN of Company will be displayed.
- ii. Shareholders are encouraged to join the Meeting through Laptops / I-Pads for better experience.
- iii. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- iv. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- v. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast **14 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at **mail@medicointercontinental.com**. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **14 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at **mail@medicointercontinental.com**. These queries will be replied to by the company suitably by email.
- vi. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

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

- i. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
- ii. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
- iii. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility,

then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

- iv. Shareholders who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

xx. **Note for Non – Individual Shareholders and Custodians**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to **www.evotingindia.com** and register themselves in the “Corporates” module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to **helpdesk.evoting@cdslindia.com**.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to **helpdesk.evoting@cdslindia.com** and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; **yash.ymassociates@gmail.com** or **mail@medicointercontinental.com** respectively, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

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

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

26. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than two (2) days of the conclusion of the AGM, a consolidated scrutinizer’s report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
27. The Result declared along with the Scrutinizers’ Report shall be placed on the Company’s website on 5th September, 2020 and on the website of CDSL immediately after the results are declared by the Chairman or any other person authorized by him and the Company shall, simultaneously, forward the results to the concerned Stock exchange where its equity shares are listed.

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

Place : Ahmedabad  
Date : 04/08/2020

Sd/-  
Puneeta Sharma  
Company Secretary

**Explanatory Statement pursuant to Section 102 (1) of the Companies Act, 2013:**

The following Explanatory Statements, as required under Section 102 of the Companies Act, 2013, set out all material facts relating to the business under Item Nos. 3 to 5 of the accompanying Notice.

**ITEM NO. 3:**

Mr. Hiren Ravindrabhai Shah, who was appointed as an Additional Independent Director of the Company in the Board meeting held on 4th August, 2020 will hold the office till the ensuing Annual General Meeting of the Company.

A notice under section 160 of the Companies Act, 2013 has been received proposing his appointment as an Independent Director.

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

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

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

**ITEM NO. 4:**

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

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

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

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

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

**ITEM NO. 5:**

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

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

To meet the funding requirements the Company proposes to issue an aggregate of up to 67,51,000 (Sixty Seven Lakhs Fifty One Thousand Only) Convertible Warrants on a preferential basis Convertible into equivalent number of equity shares of the Company of Face value of Rs. 10/- each (hereinafter referred to as "Warrants") at anytime within a period of 18 months from the date of allotment at an exercise price of Rs. 31/- (Rupees Thirty One Only) including a premium of Rs. 21/- (Rupees Twenty One Only) per equity share ("Exercise Price" or such adjusted numbers for any bonus, stock splits or consolidation, reduction or other reorganization of the capital structure of the company) the proposed allottee(s) belonging to promoter's group / non promoters' group of the Company, as detailed hereunder, in such manner and on such terms and conditions as may be determined by the Board in its absolute discretion;

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

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

- I. **The Object of the preferential issue of Warrants Convertible:** Your Company is in the process of improving market share and enhancing shareholders' value, implementation of these would require infusion of additional funds in the Company. Further to strengthen the financial position, to meet the funding requirements including but not limited to working capital requirements, business expansion and for general corporate purpose & to augment the financial resources of the Company the management has proposed the preferential issue of convertible warrants.
- II. **Maximum Number of Securities to be issued:** The Company proposes to issue upto 67,51,000 (Sixty Seven Lakhs Fifty One Thousand Only) Convertible warrants of face value of Rs. 10/- each at a price of Rs 31/- (Rupees Thirty One Only) including a premium of Rs. 21/- (Rupees Twenty One Only) per warrant aggregating to Rs. 20,92,81,000/- (Rupees Twenty Crores Ninety Two Lakhs Eighty One Thousand only).
- III. **The price or price band at/within which the allotment is proposed:** The proposed issue will be made at Rs. 31/- (Rupees Thirty One Only) inclusive of face value of Rs. 10/- (Rupees Ten Only) each and a Premium of Rs. 21/- (Rupees Twenty One Only) aggregating to Rs. 20,92,81,000/- (Rupees Twenty Crores Ninety Two Lakhs Eighty One Thousand only) to proposed allottee(s).
- IV. **Basis on which the price has been arrived:** Due to serious challenges faced by the corporate sector in the wake of developments related to COVID-19, and due to numerous representations received by SEBI from various stakeholders for temporarily liberalizing regulations relating to raising of capital from securities market. SEBI has in its Board Meeting held on June 25, 2020 decided to provide an additional option to the existing pricing methodology for preferential issuance as under:
  - In case of frequently traded shares, the price of the equity shares to be allotted pursuant to the preferential issue shall not be less than higher of the following:
    - a. the average of the weekly high and low of the volume weighted average price of the related equity shares quoted on the recognized stock exchange during the twelve weeks preceding the relevant date; or
    - b. the average of the weekly high and low of the volume weighted average prices of the related equity shares quoted on a recognized stock exchange during the two weeks preceding the relevant date.
  - The specified securities allotted on preferential basis using the above pricing formula shall be locked-in for a period of three years.

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

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

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

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

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

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

Name of the Proposed Allottee (s)	Address person(s)	Class or classes of allotted	No. of convertible warrants to be
Samir Shah	3, Varsha Bungalows, Nr. Dhananjay Cross Road, Satellite, Ahmedabad – 380015	Promoter	3246500
Dilipkumar Bhogilal Shah	3, Varsha Bungalows, Nr. Dhananjay Cross Road, Satellite, Ahmedabad – 380015	Promoter	876603
Vimlesh Champaklal Bhandari	103, Avani Palace, Nr. Jain Merchant Society, Jain Merchant, Paldi, Ahmedabad – 380007	Non-Promoter	174900
Shilpa V Bhandari	103, Avani Palace, Nr. Jain Merchant Society, Jain Merchant, Paldi, Ahmedabad – 380007	Non-Promoter	174900
Mitul Jagdishchandra Shah	75, Uganda Society, Gurukul Road, Opp. Infront of Uganda Hall, Memnagar, Ahmedabad – 380052	Non-Promoter	124900
Jagdishchandra Shah HUF	75, Uganda Co Op H Society Ltd, Opp Uganda Hall, Near Bapukrupa Soc, Gurukul Road, Memnagar, Ahmedabad – 380052	Non-Promoter	124900
Ritaben Jagdishchandra Shah	75, Uganda Society, Opp Uganda Hall, Gate No 7, Gurukul, Memnagar, Ahmedabad - 380052	Non-Promoter	124900
Mikita Tejas Shah	75, Uganda Co Op H Society Ltd, Opp Bapukrupa Society, Memnagar, Ahmedabad - 380052	Non-Promoter	124900
Amar Jaiswal	A-15, Marutinandan Vihar, Near Suncity, Ahmedabad, Gujarat - 380058	Non-Promoter	428497
Ashish Jaiswal	A-15, Marutinandan Vihar, Near Suncity, Ahmedabad, Gujarat - 380058	Non-Promoter	450000
Chandrakala Amar Jaiswal	A-15, Marutinandan Vihar, Near Suncity, Ahmedabad, Gujarat - 380058	Non-Promoter	450000
Dalima Ashish Jaiswal	A-15, Marutinandan Vihar, Near Suncity, Ahmedabad, Gujarat - 380058	Non-Promoter	450000
		<b>TOTAL</b>	<b>67,51,000</b>

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

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

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

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

Proposed Allottee (s)	Prior holding		New Convertible warrants to be allotted	Post holding (assuming all the warrants are covered)	
	No. of Shares held	% of Share-holding		No. of Shares held	% of Share-holding
Samir Shah	1353500	41.66%	3246500	4600000	46.00%
Dilipkumar Bhogilal Shah	423397	13.03%	876603	1300000	13.00%
Vimlesh Champaklal Bhandari	28000	0.86%	174900	202900	2.03%
Shilpa V Bhandari	28000	0.86%	174900	202900	2.03%
Mitul Jagdishchandra Shah	30000	0.92%	124900	154900	1.55%
Jagdishchandra Shah HUF	47475	1.46%	124900	172375	1.72%
Ritaben Jagdishchandra Shah	20650	0.64%	124900	145550	1.46%
Mikita Tejas Shah	25000	0.77%	124900	149900	1.50%
Amar Jaiswal	0	0	428497	428497	4.28%
Ashish Jaiswal	0	0	450000	450000	4.50%
Chandrakala Amar Jaiswal	20000	0.62%	450000	470000	4.70%
Dalima Ashish Jaiswal	20000	0.62%	450000	470000	4.70%

**X. The change in control, if any, in the Company that would occur consequent to preferential offer:** There will not be any change in the composition of the Board of Directors and control of the Company on account of the proposed preferential allotment however there will be a corresponding change in the shareholding pattern as well as voting rights consequent to the preferential allotment.

**XI. The number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price:** During the year, the Company has not made any allotment on preferential basis.

**XII. The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:** Not Applicable as the allotment shall be made against cash.

**XIII. Lock in period:**

i) The Warrants and the equity shares to be allotted pursuant to exercise of entitlement attached to Warrants shall be subject to 'lock-in' as per the ICDR Regulations. The Warrants so issued and allotted as above shall be subject to lock-in for a period of three years from the date of allotment in accordance with SEBI ICDR Regulations. Such locked in equity shares may however be transferred to and amongst the Promoters / Promoter Group subject to the provisions of ICDR Regulations.

- ii) The entire pre-preferential allotment shareholding, if any, of the proposed allottee(s) shall be locked in from the Relevant Date up to a period of six months from the date of allotment of warrants as per Regulation 167(6) of the ICDR Regulations, 2018.

**XIV. The shareholding pattern of the Company before and after the preferential issue:**

**Equity Share Capital:**

No.	Category	Pre Issue		Post Issue	
		No. of Shares Held	% of Shareholding	No. of Shares Held	% of Shareholding
<b>A</b>	<b>Promoters Holding:</b>				
<b>A1</b>	<b>Indian:</b>				
1.	Individuals/HUF	1776897	54.69%	5900000	59.00%
2.	Bodies Corporate	-	-	-	-
3.	Financial Institutions/Banks	-	-	-	-
4.	Trust	-	-	-	-
5.	Others	-	-	-	-
	<b>Sub Total (A1)</b>	<b>1776897</b>	<b>54.69%</b>	<b>5900000</b>	<b>59.00%</b>
<b>A2</b>	<b>Foreign Promoters</b>	-	-	-	-
	<b>Sub Total (A2)</b>	<b>1776897</b>	<b>54.69%</b>	<b>5900000</b>	<b>59.00%</b>
	<b>TOTAL A (A1+A2)</b>	<b>1776897</b>	<b>54.69%</b>	<b>5900000</b>	<b>59.00%</b>
<b>B</b>	<b>Non-Promoters holding:</b>				
<b>B1</b>	<b>Institutions</b>				
	Financial Institutions / Banks	-	-	-	-
	<b>Sub Total (B1)</b>	-	-	-	-
<b>B2</b>	<b>Non-Institution:</b>				
	Bodies Corporate	11382	0.35%	11382	0.11%
	Individuals	985136	30.32%	3488133	34.88%
	Clearing Members	2982	0.09%	2982	0.03%
	HUF	337780	10.40%	462680	4.63%
	LLP	134823	4.15%	134823	1.35%
	Indian Public	-	-	-	-
	Others (Including NRIs)	-	-	-	-
	<b>Sub Total (B2)</b>	<b>1472103</b>	<b>45.31%</b>	<b>4100000</b>	<b>41.00%</b>
	<b>TOTAL B (B1+B2)</b>	<b>1472103</b>	<b>45.31%</b>	<b>4100000</b>	<b>41.00%</b>
	<b>GRAND TOTAL (A+B)</b>	<b>3249000</b>	<b>100.00%</b>	<b>10000000</b>	<b>100.00%</b>



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

Proposed Allottee(s)	Category	Name of the natural persons who are the ultimate beneficial owners	Prior Holding		New Convertible warrants to be allotted	Post holding (assuming all the warrants are owners converted)	
			No. of Shares Held	% of share-holding		No. of Shares Held	% of share-holding
Samir Shah	Promoter	Samir Shah	1353500	41.66%	3246500	4600000	46.00%
Dilipkumar Bhogilal Shah	Promoter	Dilipkumar Bhogilal Shah	423397	13.03%	876603	1300000	13.00%
Vimlesh Champaklal Bhandari	Non - Promoter	Vimlesh Champaklal Bhandari	28000	0.86%	174900	202900	2.03%
Shilpa V Bhandari	Non - Promoter	Shilpa V Bhandari	28000	0.86%	174900	202900	2.03%
Mitul Jagdishchandra Shah	Non - Promoter	Mitul Jagdishchandra Shah	30000	0.92%	124900	154900	1.55%
Jagdishchandra Shah HUF	Non - Promoter	Jagdishchandra Shah HUF	47475	1.46%	124900	172375	1.72%
Ritaben Jagdishchandra Shah	Non - Promoter	Ritaben Jagdishchandra Shah	20650	0.64%	124900	145550	1.46%
Mikita Tejas Shah	Non - Promoter	Mikita Tejas Shah	25000	0.77%	124900	149900	1.50%
Amar Jaiswal	Non - Promoter	Amar Jaiswal	0	0	428497	428497	4.28%
Ashish Jaiswal	Non - Promoter	Ashish Jaiswal	0	0	450000	450000	4.50%
Chandrakala Amar Jaiswal	Non - Promoter	Chandrakala Amar Jaiswal	20000	0.62%	450000	470000	4.70%
Dalima Ashish Jaiswal	Non - Promoter	Dalima Ashish Jaiswal	20000	0.62%	450000	470000	4.70%

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

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

**XVIII. Other Disclosures/Undertaking:**

- i. It is hereby confirmed that neither the Company nor its Directors and to the Company's Knowledge any of its Promoters is a wilful defaulter;
- ii. The Proposed Allottee(s) has not sold any equity shares during the six months preceding the Relevant Date;

- iii. The Company shall re-compute the price of the Convertible Warrants in terms of the provision of the SEBI (Issue of Capital & Disclosure Requirements) Regulations, 2018 where it is required to do so;
- iv. If the amount payable on account of the re-computation of price is not paid within the time stipulated in SEBI (Issue of Capital & Disclosure Requirements) Regulations, 2018, the Convertible Warrants shall continue to be locked-in till the time such amount is paid by the allottees.

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

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

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

Place : Ahmedabad  
 Date : 04/08/2020

Sd/-  
**Puneeta Sharma**  
 Company Secretary

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

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

Name of the Director	Swati Vikramkumar Shah	Hiren Ravindrabhai Shah
DIN	08420884	08793267
Nationality	Indian	Indian
Date of Appointment on Board	29/05/2019	04/08/2020
Qualification	LLM and Pursuing PhD in Law	M.Sc in Department of Bio-Science
Shareholding in company	-	-
List of Directorships held in other Companies (excluding foreign, private and Section 8 Companies)	-	-
Memberships of Audit and Stakeholders' Relationship Committees across Public Companies	-	-
Remuneration paid or sought to be paid	-	-
Relationship with other Directors/KMP	Cousin Sister in law of Mr. Samir Shah	NA

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

Place : Ahmedabad  
 Date : 04/08/2020

Sd/-  
**Puneeta Sharma**  
 Company Secretary

## DIRECTORS' REPORT

Dear Members,

The Board of Directors hereby submits the report of the business and operations of your Company ("the Company" or "MIL"), along with Audited Financial Statements for the financial year ended 31st March, 2020. The Consolidated performance of the Company and its subsidiaries has been referred to wherever required.

### 1. FINANCIAL PERFORMANCE OF THE COMPANY:

*(Rs. In Lakhs, except per equity share data)*

Particulars	Standalone		Consolidated	
	For the year ended 31st March		For the year ended 31st March	
	2020	2019	2020	2019
Revenue from Operations	4693.29	1030.26	8196.35	995.31
Other Income	2.44	0.52	5.12	35.59
Less: Total Expenses	(4474.15)	(927.04)	(7761.27)	(929.35)
<b>Profit/Loss before Depreciation, Finance Costs, Exceptional items and Tax expenses</b>	<b>221.58</b>	<b>103.74</b>	<b>440.2</b>	<b>101.55</b>
Less: - Depreciation/Amortization/ Impairment	(2.45)	(0.32)	(10.50)	(0.32)
<b>Profit/Loss before Finance Costs, Exceptional items and Tax expenses</b>	<b>219.13</b>	<b>103.42</b>	<b>429.7</b>	<b>101.23</b>
Less: - Finance Costs	(65.51)	(0.65)	(109.52)	(0.65)
<b>Profit/Loss before Exceptional items and Tax expenses</b>	<b>153.62</b>	<b>102.77</b>	<b>320.18</b>	<b>100.58</b>
Add/(Less): - Exceptional Items	0.00	0.00	0.00	0.00
<b>Profit/Loss before Tax expenses</b>	<b>153.62</b>	<b>102.77</b>	<b>320.18</b>	<b>100.58</b>
Less: - Tax Expense (Current & Deferred)	(41.78)	(26.86)	84.50	26.98
<b>Profit/Loss for the year (1)</b>	<b>111.84</b>	<b>75.91</b>	<b>235.68</b>	<b>73.60</b>
Other Comprehensive Income/Loss (2)	0.00	0.00	0.00	0.00
<b>Total (1+2)</b>	<b>111.84</b>	<b>75.91</b>	<b>235.68</b>	<b>73.60</b>
Earning Per Share (Basic & Diluted)	3.44	2.34	7.25	2.27

### 2. RESULT OF OPERATIONS & STATE OF COMPANY'S AFFAIR:

The total income of the Company was Rs. 4695.73 Lakhs during current year as against Rs. 1030.79 Lakhs in the previous year. The Company has reported net profit of Rs. 111.84 Lakhs during the year under review as against profit of Rs. 75.91 Lakhs in the previous year. Your Company has performed well in the past year and your Directors are relentlessly striving for the betterment of the business and simultaneously your Directors are optimistic about the future and expect the business to perform better in the forthcoming years.

### 3. CHANGE IN THE NATURE OF THE BUSINESS:

There is no change in the nature of the business during the year under review.

### 4. SHARE CAPITAL:

During the year under review, there were no changes in the share capital of the Company.

Share Capital of the Company as on March 31, 2020 was as follows:

**Authorized Capital** - Rs. 10,00,00,000/- (Rupees Ten Crores only) divided into 1,00,00,000 (One Crore Only) Equity Shares of Rs. 10 each.

**Issued, Subscribed and Paid Up Capital** – Rs. 3,24,90,000/- (Rupees Three Crores Twenty-Four Lakhs Ninety Thousand Only) divided into 32,49,000 (Thirty-two lakhs forty-nine thousand only) Equity Shares of Rs. 10 each.

**5. DIVIDEND:**

The Board of Directors has not recommended any dividend for the financial year ended on March 31, 2020 as the Board have considered it financially prudent in the long-term interest of the company so as to reinvest the profits into the business of the company and to build its strong reserve base and assure the growth of the Company in long run.

The Company has not declared any dividend in past years. Therefore, there is no such amount of Unpaid or Unclaimed dividend to be transferred to Investor Education and Protection Fund (IEPF).

**6. TRANSFER TO RESERVES:**

During the period under review, the company has transferred profit of Rs. 111.84 Lakhs to the Reserves of the Company.

**7. MATERIAL CHANGES AND COMMITMENTS AFFECTING FINANCIAL POSITION BETWEEN THE END OF THE FINANCIAL YEAR AND DATE OF REPORT:**

**Preferential Issue of Warrants:**

The Board of Directors in its meeting held on 4th August, 2020 subject to the approval of shareholders in the ensuing General Meeting, approved the issue of 67,51,000 (Sixty seven lakhs fifty one thousand only) Convertible Warrants to the Promoter/Non - Promoter on preferential allotment basis in compliance with Chapter V of SEBI (ICDR) Regulations, 2018.

**8. DEPOSIT:**

The company has not accepted any deposits from the public and as such, no amount on account of principal or interest on deposits from public was outstanding as on the date of the balance sheet for the Financial Year 2019-2020.

Further, for exempted deposits, Company has filed Form DPT-3 as on March 31, 2020 as per the notification issued by the Ministry of Corporate Affairs (MCA).

**9. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS MADE U/S 186 OF THE COMPANIES ACT, 2013:**

The particulars of loans, guarantees and investments have been disclosed in the financial statements which also form part of this report.

**10. CORPORATE SOCIAL RESPONSIBILITY:**

The company has not developed and implemented any Corporate Social Responsibility Initiatives as per the provisions of section 135(1) of the Companies Act, 2013 read with Companies (Corporate Social Responsibility Policy) Rules, 2014 as the aforesaid provisions are not applicable to the Company.

**11. CONSERVATION OF ENERGY, RESEARCH AND DEVELOPMENT, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO:**

The particulars as prescribed under sub-section (3)(m) of section 134 of the Companies Act, 2014 read with Rule 8(3) of Companies (Accounts) Rules, 2014 are annexed herewith at **"Annexure-I"**.

**12. INTERNAL CONTROL SYSTEM AND THEIR ADEQUACY:**

The Board has adopted policies and procedures for ensuring the orderly and efficient conduct of its business, including adherence to the Company's policies, safeguarding of its assets, prevention and detection of fraud, error reporting mechanisms, accuracy and completeness of the accounting records and timely preparation of reliable financial disclosures. The details with respect to internal control systems and internal Audit has been briefed in Management Discussion and Analysis Report, which is annexed herewith as **"Annexure-II"**.

**13. POLICY ON DIRECTORS' APPOINTMENT AND REMUNERATION AND OTHER DETAILS:**

The current policy is to have an appropriate mix of Executive, Non-Executive and Independent Directors to maintain the independence of the Board, and separate its functions of governance and management.

**14. INDEPENDENT DIRECTOR'S DECLARATION:**

The Company has received necessary declaration from each independent director under Section 149(7) of the Companies Act, 2013, that he / she meets the criteria of independence as laid down in Section 149(6) of the Companies Act, 2013.

**15. BOARD EVALUATION:**

In terms of provisions of Companies Act, 2013 read with rules issued there under and SEBI (LODR) Regulations 2015, the Board of Directors on recommendation of the Nomination and Remuneration Committee, have evaluated the effectiveness of the Board/Director's for the Financial Year 2019-20.

The performance and functioning of the board were evaluated by the board after seeking inputs from all the directors on the basis of the criteria such as the board composition and structure, effectiveness of board processes, information and functioning, etc.

The committees of the Board were assessed after seeking inputs from the committee members on the basis of the criteria such as the composition of committees, effectiveness of committee meetings, etc.

The board and the nomination and remuneration committee reviewed the performance of the individual directors on the basis of the criteria such as the contribution of the individual director to the board and committee meetings like preparedness on the issues to be discussed, meaningful and constructive contribution and inputs in meetings, etc. In addition, the Chairman was also evaluated on the key aspects of her role.

Due to Covid-19 pandemic and subsequent relaxation by MCA vide General Circular No. 11/2020 dated 24th March, 2020, separate meeting of independent directors has not been held for the FY 2019-20 to evaluate the performance of non-independent directors, performance of the board as a whole and performance of the Chairman.

**16. NUMBER OF MEETINGS OF THE BOARD:**

During the year, the Board met 06 (Six) times to deliberate on various matters. The Meetings were held on 08/04/2019, 29/05/2019, 12/08/2019, 21/08/2019, 14/11/2019 & 13/02/2020. The maximum interval between any two meetings did not exceed 120 days.

S.N.	Name of the Director	No of Meetings held	No. of Meetings attended
1	Mr. Samir Dilipkumar Shah	6	6
2	Mrs. Tanvi Shah	6	6
3	Mr. Dinesh Shah	6	6
4	Mr. Vijay Shah	6	6
5	Mr. Ankur Dave	6	6
6	Mr. Nisarg Shah !	6	5
7	Mrs. Swati Vikramkumar Shah*	6	4

\* Mrs. Swati Vikramkumar Shah was appointed on the Board w.e.f 29th May, 2019.

! Mr. Nisarg Shah was resigned from the Board w.e.f. 28th Feb, 2020.

**17. AUDIT COMMITTEE**

The primary objective of the audit committee is to monitor and provide an effective supervision of the Management's financial reporting process, to ensure accurate and timely disclosures, with the highest level of transparency, integrity and quality of financial reporting. The audit committee oversees the work carried out in the financial reporting process by the Management, the internal auditors and the independent auditors, and notes the processes and safeguards employed by each of them. The audit committee has the ultimate authority and responsibility to select, evaluate and, where appropriate, replace the independent auditors in accordance with the law.

Further, as per the provision of section 177 of the Companies Act, 2013, the constitution of Audit Committee on various dates are as follow;

S.N.	Name of Director	DIN	Category
1	Ankur Dave*	01059786	Chairman / Independent Director
2	Dinesh Shah*	00345641	Member / Independent Director
3	Vijay Shah	00747226	Member / Independent Director

\* Mr. Dinesh Shah expressed his inability to continue as Chairman of the Committee. Therefore, Mr. Ankur Dave was appointed as the Chairman of the Audit Committee w.e.f. 8th April, 2019.

Four meetings of the Audit committee were held during the year. The dates on which the said meetings were held: 29th May, 2019, 12th August, 2019, 14th November, 2019 and 13th February, 2020.

S.N.	Name of Member	No of Meetings held	No. of Meetings attended
1	Ankur Dave*	4	4
2	Dinesh Shah*	4	4
3	Vijay Shah	4	4

#### 18. NOMINATION AND REMUNERATION COMMITTEE (NRC):

As per the provision of section 178 of the Companies Act, 2013 the constitution of Nomination and Remuneration Committee is as follow;

S.N.	Name of Director	DIN	Position
1	Ankur Dave*	01059786	Chairman / Independent Director
2	Dinesh Shah*	00345641	Member / Independent Director
3	Vijay Shah	00747226	Member / Independent Director

\* Mr. Dinesh Shah expressed his inability to continue as Chairman of the Committee. Therefore, Mr. Ankur Dave was appointed as the Chairman of the Committee w.e.f. 8th April, 2019.

Four meetings of the Nomination and Remuneration committee were held during the year. The dates on which the said meetings were held: 8th April, 2019, 29th May, 2019, 12th August, 2019 and 14th November, 2019.

S.N.	Name of Member	No of Meetings held	No. of Meetings attended
1	Ankur Dave*	4	4
2	Dinesh Shah*	4	4
3	Vijay Shah	4	4

#### 19. STAKEHOLDERS RELATIONSHIP COMMITTEE

As per the provision of section 178 of the Companies Act, 2013 the constitution of Stakeholder and Relationship Committee is as follow;

S.N.	Name of Director	DIN	Position
1	Dinesh Shah	00345641	Chairman / Independent Director
2	Vijay Shah	00747226	Member / Independent Director
3	Tanvi Shah	08192047	Member / Non-Executive Director

One meeting of the Stakeholders Relationship committee was held during the year. The dates on which the said meetings were held: 13th February, 2020.

S.N.	Name of Member	No of Meetings held	No. of Meetings attended
1	Dinesh Shah	1	1
2	Vijay Shah	1	1
3	Tanvi Shah	1	1

#### 20. PARTICULARS OF CONTRACTS OR ARRANGEMENTS MADE WITH RELATED PARTIES:

Particulars of contracts or arrangements with related parties referred to in section 188(1) of the Companies Act, 2013 read with Rule 8(2) of Companies (Accounts) Rules, 2014 in prescribed Form AOC-2 is annexed herewith at **Annexure-III**.

#### 21. SUBSIDIARIES, JOINT VENTURES AND ASSOCIATE COMPANIES:

During the period under review, the Company is having 4 (four) Wholly Owned Subsidiary Company namely:

1. Ritz Formulations Private Limited
2. Sungrace Pharma Private Limited
3. Azillian Healthcare Private Limited
4. Evagrace Pharma Private Limited

Therefore, provisions of section 129(3) of the Companies Act, 2013 relating to preparation of consolidated financial statements are applicable to the Company. Further, we have prepared the consolidated financial Statements of the Company, which forms part of this Annual Report.

A Statement containing salient features of the financial statement of our subsidiaries in the prescribed format AOC-1 as appended as **Annexure-IV**. In accordance with Section 136 of the Companies Act, 2013, the audited financial statements including the consolidated financial statements and related information of the Company are available on our website **www.medicointercontinental.com**.

Further, the Company does not have any Joint Venture or Associate Company.

**22. VIGIL MECHANISM / WHISTLE BLOWER POLICY:**

As per the provisions of Companies Act, 2013, every Listed Company shall establish a vigil mechanism (similar to Whistle Blower mechanism). In pursuance of the provisions of section 177(9) & (10) of the Companies Act, 2013, the company has adopted the whistleblower mechanism for directors and employees to report on concerns about unethical behavior, actual or suspected fraud, or violation of the Company's code of conduct and ethics. There has been no change to the Whistleblower Policy adopted by the Company, during period under review.

**23. PARTICULARS OF EMPLOYEES U/S 197(12) OF THE COMPANIES ACT, 2013:**

The Information & Statement of Particulars of employees pursuant to Section 197 of the Companies Act, 2013 and Rule 5 (1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is annexed as **Annexure-V**.

**24. DIRECTORS' RESPONSIBILITY STATEMENT:**

In terms of section 134(5) of the Companies Act, 2013, your directors state that: -

- (a) in the preparation of the annual accounts, the applicable accounting standards have been followed;
- (b) the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit and loss of the company for that period;
- (c) the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- (d) the Directors have prepared the annual accounts on a going concern basis.
- (e) the Directors have laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively
- (f) the Directors have devised proper system to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

**25. DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATIONS IN FUTURE:**

During the period under review, no material orders have been passed by the regulators or courts or tribunals impacting the going concern status and company's operation in future.

**26. AUDITORS & AUDITORS' REPORT:**

**Statutory Auditors**

Pursuant to the provisions of section 139 of the Companies Act, 2013, the members at the annual general meeting of the Company held on 21st September, 2019 appointed V Goswami & Co, Chartered Accountants, Ahmedabad (Firm Registration No. 128769W) as statutory auditors of the Company from the conclusion of Thirty fifth annual general meeting till the conclusion of Fortieth annual general meeting, covering one term of five consecutive years.

The Auditors' Report for FY 2019-20 does not contain any qualification, reservation or adverse remark. The Auditors' Report is enclosed with the financial statements in this Annual Report.

#### **Secretarial Auditor**

In terms of Section 204 of the Act and Rules made there under, the Company has re-appointed Yash Mehta & Associates, Practicing Company Secretary (Membership No. A45267 & COP 16535) to undertake the Secretarial Audit of the Company. Secretarial Audit Report for the FY 2019-20 issued by him in the prescribed form MR-3 is annexed as **Annexure-VI** to this report.

The Secretarial Audit Report does not contain any qualification, reservation or adverse remark.

#### **Internal Auditor**

MJV & Co, Chartered Accountants, Ahmedabad was re-appointed as an Internal Auditor of the Company for the Financial Year 2019-20 and the consent regarding such appointment was received from the auditor in this regard.

#### **Cost Records and Cost Audit**

Maintenance of cost records and requirement of cost audit as prescribed under the provisions of Section 148(1) of the Companies Act, 2013 are not applicable to our Company.

#### **27. REPORTING OF FRAUDS BY AUDITORS:**

During the year under review, neither the statutory auditors nor the secretarial auditor has reported to the audit committee under section 143(12) of the Companies Act, 2013, any instances of fraud committed against the Company by its officers or employees, the details of which would need to be mentioned in the Board's Report.

#### **28. EXTRACT OF ANNUAL RETURN:**

In accordance with the Companies Act, 2013, an extract of the Annual Return in the prescribed format in MGT-9 and is appended as **Annexure-VII** to this report and is available on the website of the Company at [www.medicointercontinental.com](http://www.medicointercontinental.com).

#### **29. CORPORATE GOVERNANCE REPORT:**

As per the provisions of 15(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("LODR Regulations"), the compliances with corporate governance provisions as specified in Regulations 17 to 27 are applicable to the Company only if it's paid up Capital exceeds Rs. 10 Crores and if Net worth is above Rs. 25 Crores.

As on 31st March, 2020, the paid up share capital of the company is Rs. 3,24,90,000/- (Rupees Three Crores Twenty-Four Lakhs Ninety Thousand only) which does not exceed Rs. 10 Crores limit and the Net Worth of the Company is Rs. 5,14,50,546/- (Rupees Five Crores Fourteen Lakhs Fifty Thousand Five Hundred and Forty Six only) which does not cross Rs. 25 Crores.

Hence, the compliance of provisions of Regulations 17 to 27 of SEBI (LODR) Regulations are not applicable to the Company.

In light of the above, Corporate Governance Report is not applicable to the Company during the period under review.

#### **30. MANagements DISCUSSION AND ANALYSIS:**

In terms of the provisions of Regulation 34 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Management's discussion and analysis is set out in this Annual Report & marked as **Annexure-II**.

#### **31. RISK MANAGEMENT POLICY:**

Risk Management is the process of identification, assessment and prioritization of risks followed by coordinated efforts to minimize, monitor and mitigate/control the probability and/or impact of unfortunate events or to maximize the realization of opportunities. The Company has laid down a comprehensive Risk Assessment and Minimization Procedure which is reviewed by the Board from time to time. These procedures are reviewed to ensure that executive management controls risk through means of a properly defined framework. The major risks have been identified by the Company and its mitigation process/measures have been formulated in the areas such as business, project execution, event, financial, human, environment and statutory compliance.



**32. OTHER DISCLOSURES:**

The Company has shifted its registered office from one state to another i.e., from Maharashtra to Gujarat w.e.f 22nd November, 2019 **from** DBS Business Center, 213, Raheja Chambers, 2nd Floor, Free Press Journal Road, Nariman Point, Mumbai – 400021 **to** 1-5th Floor, Adit Raj Arcade Nr Karma Shreshtha Tower, 100 Ft Rd, Satellite, Ahmedabad, Gujarat - 380015.

**33. INFORMATION REQUIRED UNDER SEXUAL HARASSMENT OF WOMEN AT WORK PLACE (PREVENTION, PROHIBITION & REDRESSAL) ACT, 2013:**

Your Company has a policy and framework for employees to report sexual harassment cases at workplace and the process ensures complete anonymity and confidentiality of information. No complaints of sexual harassment were raised in the financial year 2019-20.

**34. GREEN INITIATIVES:**

Electronic Copies of the Annual Report 2019-20 and the notice of the 36th AGM are sent to all members whose email addresses are registered with the Company / depository participant(s). For members who have not registered their email addresses, Company has provided facility to register/update the email addresses with the RTA of the Company on <https://www.purvashare.com/>.

**35. CAUTIONARY STATEMENT:**

Statement in the Annual Report, particularly those which relate to Management Discussion and Analysis, describing the Company's objectives, projections, estimates and expectations, may constitute forward looking statements within the meaning of applicable laws and regulations. Although the expectations are based on reasonable assumptions, the actual results might differ.

**36. APPRECIATION / ACKNOWLEDGMENTS:**

Your Directors place on record their deep appreciation to employees at all levels for their hard work, dedication and commitment. The enthusiasm and unstinting efforts of the employees have enabled the Company to be as industry leaders.

The Board places on record its appreciation for the support and co-operation your Company has been receiving from its business partners and others associated with the Company. It will be the Company's endeavour to build and nurture strong links with the trade based on mutuality of benefits, respect for and co-operation with each other, consistent with consumer interests. The Directors also take this opportunity to thank all Investors, Clients, Vendors, Banks, Government and Regulatory Authorities for their continued support.

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

Place : Ahmedabad  
Date : 04/08/2020

Sd/-  
Samir Shah  
Managing Director  
DIN: 03350268

Sd/-  
Tanvi Shah  
Director  
DIN: 08192047

**CONSERVATION OF ENERGY & TECHNOLOGY ABSORPTION**

The particulars as per the Companies (Accounts) Rules, 2014 regarding conservation of energy, technology absorption is as under:

**(A) CONSERVATION OF ENERGY**

Steps taken or impact on conservation of energy	N.A.
The steps taken by the company for utilizing alternate sources of energy	
The capital investment on energy conservation equipment's	

**(B) TECHNOLOGY ABSORPTION**

- Efforts made towards technology absorption: N.A.**
- Benefits derived like product improvement, cost reduction, product development or import substitution: N.A.**
- In case of imported technology (imported during the last three years reckoned from the beginning of the financial year)-

Detail of technology imported	N.A.
Year of Import	
Has technology been fully absorbed	
If not fully absorbed, areas, where this has not taken place, reasons there for and future plans of action.	

**4. Expenses incurred on Research and Development**

During the period under review particulars regarding expenditures on research and development are as under:

<b>Particulars</b>	N.A.
Capital Expenditures	
Recurring Expenditures	
<b>Total</b>	
<b>Total Research and development expenses as % of turnover</b>	

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

Place : Ahmedabad  
 Date : 04/08/2020

Sd/-  
 Samir Shah  
 Managing Director  
 DIN: 03350268

Sd/-  
 Tanvi Shah  
 Director  
 DIN: 08192047

## **Management Discussion and Analysis Report (MDAR)**

In terms of Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 the Management Discussion and Analysis Report (MDAR) is structured as follows:

- Industry structure and developments
- Opportunities
- Segment-wise or product-wise performance
- Outlook
- Threats, Risk and Concerns
- Internal Control System
- Financial and operational performance
- Material Development in Human Resources
- Details of significant changes (i.e. change of 25% or more as compared to the immediately previous financial year) in key financial ratios, along with detailed explanations therefore, including:
  - (i) Debtors Turnover
  - (ii) Inventory Turnover
  - (iii) Interest Coverage Ratio
  - (iv) Current Ratio
  - (v) Debt Equity Ratio
  - (vi) Operating Profit Margin (%)
  - (vii) Net Profit Margin (%)or sector-specific equivalent ratios, as applicable.
- details of any change in Return on Net Worth as compared to the immediately previous financial year along with a detailed explanation thereof.

Some Statements in this discussion may be forward looking. The Company's actual results, performance or achievements can thus differ materially from those projected in any such forward-looking statements in the management discussion and analysis on account of various factors such as changes in Government regulations, tax regimes, impact of competition, etc.

### **- Industry Structure and Developments:**

The Indian economy continues to perform well in the backdrop of the current global turmoil. Increasing political uncertainty and rising crude oil and falling currency shall have an adverse impact on the growth prospects of the country.

Your company is engaged in trading of Pharmaceutical products. In the past, the core portfolio of the company's products has been textile products. However, the new management brings along with them their expertise in the pharma industry. This shall highly benefit the company to diversify its products offerings.

Over the years, our company has built a strong presence in the market through its cumulative experience, strong distribution network as well as sound systems and processes. Your company shall be able to leverage its existing distribution network to introduce new products in the market.

### **- Opportunities and Threats:**

Being a Trading company, our company is exposed to specific risks that are particular to its business and the environment within which it operates including interest rate volatility, economic cycle, and market risk. Further, venturing into new verticals and products shall also expose your company to risk. However, these also give an opportunity to exponentially grow the business.

– **Business Performance:**

During the current financial year, the overall business performance has been seen improving. The total Revenue during the current financial year stood at Rs. 4695.73 Lakhs as compared to Rs. 1030.79 Lakhs in the previous year. The Profit After tax in the current year stood at Rs. 111.84 Lakhs as compared to Rs. 75.91 Lakhs in previous year which is quite impressive. Your Board is looking more confident to increase revenue and profit in coming years.

– **Outlook**

With the new promoters and management at the helm, your company is hopeful about the expansion of the business operations. Improving economic scenarios, growing consumption and demand shall create more opportunities.

It is expected that the economic conditions shall improve.

– **Risks and areas of concern:**

Our strength is our determination and team work, weakness is the low equity base, opportunities are multiples and threats are the vibrations in the economy and government policies.

In any business, risks and prospects are inseparable. As a responsible management, the Company's principal Endeavour is to maximize returns. The Company continues to take all steps necessary to minimize its expenses through detailed studies and interaction with experts.

– **Internal control systems and their adequacy**

The Company has carried out the internal audit and has ensure that recording and reporting are adequate and proper, the internal controls exist in the system and that sufficient measures are taken to update the internal control system. The system also ensures that all transactions are appropriately authorized, recorded and reported. Exercises for safeguarding assets and protection against unauthorized use are undertaken from time to time. The Company's audit Committee reviewed the internal control system. All efforts are being made to make the internal control systems more effective. All these measures are continuously reviewed by the management and as and when necessary improvements are affected.

– **Material developments in human resources/industrial relations front, including number of people employed.**

The company had sufficient numbers of employees at its registered office. The company recognizes the importance of human value and ensures that proper encouragement both moral and financial is extended to employees to motivate them. The company enjoyed excellent relationship with workers and staff during the last year.

– **Details of significant changes (i.e. change of 25% or more as compared to the immediately previous financial year) in key financial ratios, along with detailed explanations therefore, including:**

There were following changes in the below-mentioned ratios:

- (i) Debtors Turnover – 26.99% as compared to 65% of previous year.
- (ii) Inventory Turnover – 5.45% as compared to 6.34% of previous year.
- (iii) Interest Coverage Ratio – 3.34:1.
- (iv) Current Ratio – 2.81:1 as compared 1.65:1 of previous year.
- (v) Debt Equity Ratio – 1.65:1 as compared to 0.023:1 of previous year.
- (vi) Operating Profit Margin (%) – 10.62% as compared to previous year of 10.61%
- (vii) Net Profit Margin (%) – 2.38% as compared to 7.63% of previous year

or sector-specific equivalent ratios, as applicable.

– **details of any change in Return on Net Worth as compared to the immediately previous financial year along with a detailed explanation thereof. – 21.73% as compared to 18.85% of previous year.**

**FORM NO. AOC- 2**

*(Pursuant to Clause (h) of Sub-Section (3) of Section 134 of the Companies Act, 2013 and Rule 8(2) of the Companies (Accounts) Rules, 2014*

This Form pertains to the disclosure of particulars of contracts / arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto:

1. **Details of contracts or arrangements or transactions not at arm's length basis:** The details of contracts or arrangement not at arm's length basis with its related parties during the financial year 2019-20 are as follows:

Name of Related Party and Nature of Relationship	Nature of contracts / arrangement / transactions	Duration of contracts / arrangement / transactions	Salient terms of contracts / arrangements / transactions including the value, if any	Date(s) of approval by the Board, if any	Amount paid as advance, if any
Medico Healthcare	Purchase of Goods and Office Rent Paid	1 Year	Rs. 2,45,86,764	29.05.2019	NA
Ritz Formulations Private Limited	Purchase and Sale of Goods	1 Year	Rs. 83,97,882	29.05.2019	NA
Sungrace Pharma Private Limited	Purchase and Sale of Goods	1 Year	Rs. 1,12,96,210	29.05.2019	NA
Evagrace Pharma Private Limited	Purchase and Sale of Goods	1 Year	Rs. 15,38,672	29.05.2019	NA
Azillian Healthcare Private Limited	Purchase and Sale of Goods	1 Year	Rs. 1,07,57,073	29.05.2019	NA
Oxford Pharma	Purchase and Sale of Goods	1 Year	Rs. 12,37,60,871	29.05.2019	NA
Samir D Shah	Remuneration and Interest	1 Year	Rs. 24,55,487	29.05.2019	NA
Jay S Shah	Remuneration	1 Year	Rs. 3,19,742	29.05.2019	NA

2. **Details of material contracts or arrangement or transactions at arm's length basis:** There were no material contracts or arrangements or transactions entered with its related parties which are at arm's length during financial year 2019-20.

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

Place : Ahmedabad  
 Date : 04/08/2020

Sd/-  
 Samir Shah  
 Managing Director  
 DIN: 03350268

Sd/-  
 Tanvi Shah  
 Director  
 DIN: 08192047

**FORM NO. AOC- 1**

(Pursuant to first proviso of Sub-Section (3) of Section 129 of the Companies Act, 2013 and Rule 5 of the Companies (Accounts) Rules, 2014)

**Statement containing salient features of the financial statement of subsidiaries or associate companies or joint ventures****Part A Subsidiaries**

S.N.	Particulars	Subsidiary I	Subsidiary II	Subsidiary III	Subsidiary IV
1	Name of the Subsidiary	Ritz Formulations Private Limited	Sungrace Pharma Private Limited	Azillian Healthcare Private Limited	Evagrace Pharma Private Limited
2	The date since when subsidiary was acquired	21/01/2019	25/01/2019	08/05/2019	27/03/2019
3	Reporting period for the subsidiary concerned, if different from the holding company's reporting period.	NA	NA	NA	NA
4	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries.	NA	NA	NA	NA
5	Share Capital	1,00,000	1,00,000	22,00,000	1,00,000
6	Reserves and Surplus	20,25,274	18,30,821	3,54,69,717	7,78,857
7	Total Assets	2,63,69,601	4,50,59,854	12,10,03,374	1,87,69,445
8	Total Liabilities	2,63,69,601	4,50,59,854	12,10,03,374	1,87,69,445
9	Investments	0	0	0	0
10	Turnover	6,95,59,834	7,69,83,198	22,20,36,378	2,60,42,757
11	Profit before taxation	27,83,650	25,28,656	99,88,198	12,11,372
12	Provision for taxation	7,15,000	6,45,000	24,70,057	2,97,618
13	Profit after taxation	20,68,650	18,83,656	75,18,141	9,13,754
14	Proposed Dividend	NA	NA	NA	NA
15	Extent of Shareholding (in %)	100	100	100	100

- Names of subsidiaries which are yet to commence operations : NIL
- Names of subsidiaries which have been liquidated or sold during the year : NIL

**Part B Associates and Joint Ventures****Statement pursuant to Section 129 (3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures**

The Company does not have any Associates or Joint Ventures.

- Names of associates or joint ventures which are yet to commence operations : NIL
- Names of associates or joint ventures which have been liquidated or sold during the year : NIL

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

Place : Ahmedabad  
 Date : 04/08/2020

Sd/-  
 Samir Shah  
 Managing Director  
 DIN: 03350268

Sd/-  
 Tanvi Shah  
 Director  
 DIN: 08192047

Sd/-  
 Jay Sharadbhai Shah  
 Chief Financial Officer

Sd/-  
 Puneeta Sharma  
 Compliance Officer

**Annexure - V**

**Information of Particulars of employees pursuant to Section 197 of the Companies Act, 2013 and Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014**

S.N.	PARTICULARS	REMARKS
1.	The ratio of the remuneration of each director to the median remuneration of the employees of the company for the financial year	10:1.82
2	The percentage increase in remuneration of each director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year of Director of the Company.	No increase in remuneration of Director of the Company. However, there is an increase of 10% in the remuneration of other employees including KMP in the Financial Year.
3	The percentage increase in the median remuneration of employees in the financial year	10%
4	The number of permanent employees on the rolls of company	33
5	The explanation on the relationship between average increase in remuneration and company performance	Company has been started performing well from this financial year. Hence, management decides to increase the remuneration of employees to enhance their active participation in the Company.
6	Variations in the market capitalization of the company, price earnings ratio as at the closing date of the current financial year and previous financial year and percentage increase over decrease in the market quotations of the shares of the company in comparison to the rate at which the company came out with the last public offer in case of listed companies, and in case of unlisted companies, the variations in the net worth of the company as at the close of the current financial year and previous financial year	<p><b>Net Worth:</b></p> <p><b>FY 2018-19</b> Rs. 402.67 Lakhs</p> <p><b>FY 2019-20</b> Rs. 514.51 Lakhs</p>
7	Average percentile increases already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration	NA
8	The key parameters for any variable component of remuneration availed by the directors	Nil
9	The ratio of the remuneration of the highest paid director to that of the employees who are not directors but receive remuneration in excess of the highest paid director during the year	Nil
10	Affirmation that the remuneration is as per the remuneration policy of the company	Yes

**Form No. MR-3**  
**SECRETARIAL AUDIT REPORT**  
**FOR THE FINANCIAL YEAR ENDED ON MARCH 31, 2020**

*[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule 9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]*

To,  
The Members,

**MEDICO INTERCONTINENTAL LIMITED**

(Formerly known as Intercontinental Leasing & Finance Company Limited)

**CIN: L24100GJ1984PLC111413**

1-5th Floor, Adit Raj Arcade Nr Karma Shreshtha Tower,  
100 Ft Rd, Satellite, Ahmedabad, Gujarat - 380015 India.

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by MEDICO INTERCONTINENTAL LIMITED (Formerly known as Intercontinental Leasing & Finance Company Limited). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, we hereby report that in our opinion, the company has, during the audit period covering the financial year ended on March 31, 2020 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and Compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2020 according to the provisions of:

- 1) The Companies Act, 2013 (the Act) and the Rules made thereunder;
- 2) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the Rules made there under;
- 3) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- 4) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings; was not applicable during the year under review;
- 5) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act')
  - (a) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
  - (b) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

During the year under review, Company has made disclosures under Regulation 29(2), on account of acquisition of equity shares by Promoter and Promoter Group along with PAC within due course of time.

The Company has also complied with filing of Annual Disclosures under Regulation 30(1) and 30(2) of the said Regulations.

- (c) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;  
The Company has received required disclosures under Regulation 7(1) and 7(2) of the said Regulations during the year under review and further submitted disclosures received under Regulation 7(2) to Stock Exchange within due course of time.
- (d) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;



- (e) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015;
- (f) Rules, Regulations, Circulars, Orders, Notifications and Directives issued under the above statute to the extent applicable.

The following other laws applicable to the Company:

1. The Drugs and Cosmetics Act, 1940 and The Drugs and Cosmetics Rules, 1945.
2. The Narcotic Drugs and Psychotropic Substances (Amendment) Act, 2014 and the Narcotic Drugs and Psychotropic Substances Rules, 1985.
3. The Company has complied with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the Rules and Regulations made under the Act, to the extent it is applicable.
4. Drugs (Prices Control) Order, 2013.

We have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.

#### **Auditor's Responsibility**

The responsibility of the Auditor is to express opinion on the compliance with the applicable laws and maintenance of records based on audit. The audit was conducted in accordance with applicable Standards and those Standards require that the Auditor comply with statutory and regulatory requirements and plan and perform the audit to obtain reasonable assurance about compliance with applicable laws and maintenance of Records.

Due to the inherent limitations of an audit including internal, financial and operating controls, there is an unavoidable risk that some Misstatements or material non-compliances may not be detected, even though the audit is properly planned and performed in accordance with the Standards.

#### **We further report that:**

During the year under review, the Company has **COMPLIED** with all the material aspects of the provisions of the Act, Rules, Regulations, Guidelines and Standards etc. as mentioned above. The Board of Directors of the Company is duly constituted. The changes in the composition of Board that took place during the year under review were carried out in compliance of the provisions of Act.

Adequate notice is given to all the Directors to schedule the Board Meetings in advance in due compliances of law. Decisions at the meetings of Board of Directors / Committees of the Company were carried through on the basis of majority. We were informed that there were no dissenting views by any members of Board / Committee in the meetings held during the year under review that were required to be captured and recorded as part of minutes.

**We further report that** there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

**We further report that** during the audit period, there were following instances of:

- a. Mr. Amar Jaiswal and Mr. Mitul Jagdishchandra Shah resigned from Directorship of the Company w.e.f. 08.04.2019.
- b. Ms. Deepika Milan Undhad was appointed as Company Secretary & Compliance Officer of the Company in place of resignation of Ms. Komal Bhagat w.e.f. 08.04.2019.
- c. Ms. Swati Vikramkumar Shah was appointed as Additional Non-Executive Director of the Company w.e.f. 29.05.2019 to hold office upto upcoming General Meeting.
- d. Mr. Dilipkumar Bhogilal Shah was appointed as Chief Executive Officer of the Company w.e.f. 29.05.2019.
- e. Ms. Puneeta Sharma was appointed as Company Secretary & Compliance Officer of the Company in place of resignation of Ms. Deepika Milan Undhad w.e.f. 01.06.2019.
- f. Mr. Jay Sharadkumar Shah was appointed as Chief Financial Officer of the Company in place of resignation of Mr. Pradeepbhai Kasturbhai Mehta w.e.f. 12.08.2019.
- g. The members of the Company at their 35th Annual General Meeting held on 21.09.2019 approved appointment of V. Goswami & Co., Chartered Accountants, Ahmedabad as Statutory Auditor of the Company to hold office upto conclusion of 40th Annual General Meeting of the Company to be held in the year 2024.

- h. The members of the Company at their 35th Annual General Meeting held on 21.09.2019 approved regularization of Ms. Swati Vikramkumar Shah as Non-Executive Director of the Company.
- i. The Registered Office of the Company was shifted **from** DBS Business Center, 213, Raheja Chambers, 2nd Floor, Free Press Journal Road, Nariman Point, Mumbai, Maharashtra-400021, India **to** 1-5th Floor, Adit Raj Arcade Nr Karma Shreshtha Tower, 100 Ft Rd, Satellite Ahmedabad, Gujarat – 380015, India w.e.f. 22.11.2019
- j. Mr. Nisarg Anilbhai Shah resigned from Directorship of the Company w.e.f. 28.02.2020.

There were no other instances of:

- a) Public issue / Right issue of Shares / Debentures / Sweat Equity etc.
- b) Redemption / Buy – Back of Securities.
- c) Merger / amalgamation / Reconstruction etc.
- d) Foreign Technical Collaboration.

**FOR YASH MEHTA & ASSOCIATES  
COMPANY SECRETARIES**

**Sd/-  
YASH MEHTA  
PROPRIETOR  
ACS : 45267  
COP : 16535**

**Date : 20.07.2020  
Place : Ahmedabad**

**UDIN: A045267B000479074**

This report is to be read with our letter of even date which is annexed as “ANNEXURE A” and forms an integral part of this report.

**“ANNEXURE A”**

To,  
The Members,  
**MEDICO INTERCONTINENTAL LIMITED**  
(Formerly known as Intercontinental Leasing & Finance Company Limited)  
**CIN: L24100GJ1984PLC111413**  
1-5th Floor, Adit Raj Arcade Nr Karma Shreshtha Tower,  
100 Ft Rd, Satellite, Ahmedabad, Gujarat - 380015 India.

Our report of even date is to be read along with this letter:

1. Maintenance of Secretarial records is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain responsible assurance about the correctness of the contents of secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we follow provide a responsible basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and books of accounts of the company.
4. Wherever required, we have obtained the management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provision of corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to verification of procedures on test basis.
6. The secretarial audit report is neither an assurance as to the future viability of the company nor the efficacy or effectiveness with which the management has conducted the affairs of the company.

**FOR YASH MEHTA & ASSOCIATES  
COMPANY SECRETARIES**

**Date : 20.07.2020**  
**Place : Ahmedabad**

**Sd/-**  
**YASH MEHTA**  
**PROPRIETOR**  
**ACS : 45267**  
**COP : 16535**  
**UDIN : A045267B000479074**

**FORM NO. MGT 9****EXTRACT OF ANNUAL RETURN**

As on financial year ended on March, 31, 2019

[Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company  
(Management & Administration) Rules, 2014]

**I. REGISTRATION AND OTHER DETAILS:**

i	CIN	L24100GJ1984PLC111413
ii	Registration Date	14th August, 1984
iii	Name of the Company	Medico Intercontinental Limited (formerly known as Intercontinental Leasing and Finance Company Limited)
iv	Category/Sub-category of the Company	Company limited by shares / Indian Non-Government Company
v	Address of the Registered office & contact details	1-5th Floor, Adit Raj Arcade, Nr Karma Shreshtha Tower, 100 Ft Rd, Satellite, Ahmedabad, Gujarat - 380015 E-mail: <a href="mailto:mail@medicointercontinental.com">mail@medicointercontinental.com</a> Tel: 079-26742739
vi	Whether listed company	Listed on BSE Limited and Calcutta Stock Exchange
vii	Name, Address & contact details of the Registrar & Transfer Agent, if any.	Purva Sharegistry (India) Pvt Ltd Unit No. 9, Shiv Shakti Industrial Estate, J.R. Boricha Marg, Opp. Kasturba Hospital Lane, Lower Parel (East), Mumbai - 400 011. Tel.: 022-23012518, Fax: 022-23012517 Email: <a href="mailto:purvashr@mtnl.net.in">purvashr@mtnl.net.in</a>

**II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY:**

All the business activities contributing 10% or more of the total turnover of the company shall be stated.

SL. No.	Name and descriptions of main products/ services	NIC Code of the product/ Service	% to Total turnover of the company
1	Trading of Pharmaceutical Products	4649 and 4772	100%

**III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES:-**

S. N.	NAME AND ADDRESS OF THE COMPANY	CIN/GLN	Holding / Subsidiary / Associate	% of shares SECTION	Applicable Section
1	RITZ FORMULATIONS PRIVATE LIMITED 1-TF, Adit Raj Arcade, Nr. Karma Shreshtha Tower, Satellite, Ahmedabad 380015	U24230GJ2019PTC106181	Wholly Owned Subsidiary	100%	Sec. 2 (87)(ii)
2	SUNGRACE PHARMA PRIVATE LIMITED 4, Madhav Estate, Village-Aslali Taluka - Daskroi, District - Ahmedabad 382427	U24110GJ2019PTC106267	Wholly Owned Subsidiary	100%	Sec. 2 (87)(ii)
3	EVAGRACE PHARMA PRIVATE LIMITED GO No. 9 Madhav Estate, Village: Aslali Taluka: Daskroli Ahmedabad 382427	U51909GJ2018PTC105415	Wholly Owned Subsidiary	100%	Sec. 2 (87)(ii)
4	AZILLIAN HEALTHCARE PRIVATE LIMITED 60,61 & 66, Skyline Infra Hub, B/H Intas Pharma, Matoda Patia, Changodar, Taluka Sanand Ahmedabad-382213	U24230GJ2005PTC047259	Wholly Owned Subsidiary	100%	Sec. 2 (87)(ii)

**IV. Shareholding Pattern (Equity Share Capital Breakup as % to Total Equity)**
**i) Category-wise Share Holding :**

Category of Shareholders	No. of Shares held at the beginning of the year 1st April,2019				No. of Shares held at the end of the year 31st March,2020				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total shares	
<b>A. Promoters</b>									
(1) Indian									
a) Individual/HUF	1704897	0	1704897	52.47	1776897	0	1776897	54.69	2.22
b) Central Govt	0	0	0	0	0	0	0	0	0
c) State Govt(s)	0	0	0	0	0	0	0	0	0
d) Bodies Corp.	0	0	0	0	0	0	0	0	0
e) Bank/FI	0	0	0	0	0	0	0	0	0
f) Any other...	0	0	0	0	0	0	0	0	0
* Directors	0	0	0	0	0	0	0	0	0
* Directors Relatives	0	0	0	0	0	0	0	0	0
* Persons acting in Concert	0	0	0	0	0	0	0	0	0
<b>SUB TOTAL: (A) (1)</b>	<b>1704897</b>	<b>0</b>	<b>1704897</b>	<b>52.47</b>	<b>1776897</b>	<b>0</b>	<b>1776897</b>	<b>54.69</b>	<b>2.22</b>
(2) Foreign	0	0	0	0	0	0	0	0	0
a) NRI- Individuals	0	0	0	0	0	0	0	0	0
b) Other Individuals	0	0	0	0	0	0	0	0	0
c) Bodies Corp.	0	0	0	0	0	0	0	0	0
d) Banks / FI	0	0	0	0	0	0	0	0	0
e) Qualified Foreign Investors	0	0	0	0	0	0	0	0	0
f) Any Other (Specify)	0	0	0	0	0	0	0	0	0
<b>SUBTOTAL: (A) (2)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>Total Shareholding of Promoter and promoter group (A) = (A)(1) + (A)(2)</b>	<b>1704897</b>	<b>0</b>	<b>1704897</b>	<b>52.47</b>	<b>1776897</b>	<b>0</b>	<b>1776897</b>	<b>54.69</b>	<b>2.22</b>
<b>B. PUBLIC SHAREHOLDING</b>									
(1) Institutions	0	0	0	0	0	0	0	0	0
a) Mutual Funds	0	0	0	0	0	0	0	0	0
b) Banks/FI	0	0	0	0	0	0	0	0	0
c) Central Govt.	0	0	0	0	0	0	0	0	0
d) State Govt.	0	0	0	0	0	0	0	0	0
e) Venture Capital Fund	0	0	0	0	0	0	0	0	0
f) Insurance Companies	0	0	0	0	0	0	0	0	0
g) FIIS	0	0	0	0	0	0	0	0	0
h) Foreign Venture Capital Funds	0	0	0	0	0	0	0	0	0
i) Others (A body incorporated under the state govt)	0	0	0	0	0	0	0	0	0
* U.T.I.	0	0	0	0	0	0	0	0	0
* Financial Institutions	0	0	0	0	0	0	0	0	0
* I.D.B.I	0	0	0	0	0	0	0	0	0

## i) Category-wise Share Holding : (Contd.....)

Category of Shareholders	No. of Shares held at the beginning of the year 1st April,2019				No. of Shares held at the end of the year 31st March,2020				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total shares	
* I.C.I.C.I.	0	0	0	0	0	0	0	0	0
* Government Companies	0	0	0	0	0	0	0	0	0
* State Financial Corp.	0	0	0	0	0	0	0	0	0
* Qualified Foreign Investor	0	0	0	0	0	0	0	0	0
* Any Other	0	0	0	0	0	0	0	0	0
* OTC Dealers (Bodies Corp.)	0	0	0	0	0	0	0	0	0
* Private Sector Banks	0	0	0	0	0	0	0	0	0
<b>SUB TOTAL (B)(1):</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>(2) Non-Institutions</b>									
a) Bodies corporate (Indian)	18002	0	18002	0.55	11382	0	11382	0.35	-0.20
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	155846	64322	220168	6.78	211843	64322	276165	8.50	1.72
ii) Individuals shareholders holding nominal share capital in excess of Rs. 1 lakh	970479	28750	999229	30.75	721321	28750	750071	23.09	-7.67
c) Others (specify)									
* Unclaimed or Suspense or Escrow account	0	0	0	0	0	0	0	0	0
* IEPF	0	0	0	0	0	0	0	0	0
* LLP	0	0	0	0	76631	0	76631	2.36	2.36
* Foreign Nationals	0	0	0	0	0	0	0	0	0
* Qualified Foreign Investor	0	0	0	0	0	0	0	0	0
* Alternate Investment Fund	0	0	0	0	0	0	0	0	0
* N.R.I. (Repat & Non-Repat)	150	0	150	0.00	0	0	0	0	-0.00461
* Foreign Corporate Bodies	0	0	0	0	0	0	0	0	0
* Trust	0	0	0	0	0	0	0	0	0
* Hindu Undivided Family	247479	0	247479	7.62	309827	0	309827	9.54	1.92
* Employee	0	0	0	0	0	0	0	0	0
* Clearing Member	59075	0	59075	1.82	48027	0	48027	1.48	-0.34
* Depository Receipts	0	0	0	0	0	0	0	0	0
* Other Directors and Relatives	0	0	0	0	0	0	0	0	0
* Market Makers	0	0	0	0	0	0	0	0	0
<b>SUB TOTAL (B)(2):</b>	<b>1451031</b>	<b>93072</b>	<b>1544103</b>	<b>47.53</b>	<b>1379031</b>	<b>93072</b>	<b>1472103</b>	<b>45.31</b>	<b>-2.22</b>
<b>Total Public Shareholding (B)= (B)(1) +(B)(2)</b>	<b>1451031</b>	<b>93072</b>	<b>1544103</b>	<b>47.53</b>	<b>1379031</b>	<b>93072</b>	<b>1472103</b>	<b>45.31</b>	<b>-2.22</b>
<b>C. Shares held by Custodian for GDRs &amp; ADRs</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>Grand Total (A+B+C)</b>	<b>3155928</b>	<b>93072</b>	<b>3249000</b>	<b>100</b>	<b>3155928</b>	<b>93072</b>	<b>3249000</b>	<b>100</b>	<b>0</b>

**(ii) Shareholding of promoters:**

Shareholders Name	Shareholding at the beginning of the year (1st April, 2019)			Shareholding at the end of the year (31st March, 2020)			% change in share holding during the year
	No. of Shares	% of total Shares of the company	% of Shares Pledged/encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged/encumbered to total shares	
1 SHAH SAMIR	1281500	39.44	0	1353500	41.66	0.00	2.22
2 DILIPKUMAR BHOGILAL SHAH	423397	13.03	0	423397	13.03	0.00	0.00
<b>Total</b>	<b>1704897</b>	<b>52.47</b>	<b>0</b>	<b>1776897</b>	<b>54.69</b>	<b>0.00</b>	<b>2.22</b>

**(iii) Change in Promoter's Shareholding :**

Shareholders Name	Shareholding as at 31st March, 2019		Cumulative Shareholding during the year		Type
	No. of Shares	% of total Shares of the Company	No. of Shares	% of Total Shares of the Company	
<b>1. SHAH SAMIR</b>	1281500	39.44			
12.03.2020	5000	0.15	1286500	39.60	Buy
13.03.2020	10000	0.31	1296500	39.90	Buy
17.03.2020	5000	0.16	1301500	40.06	Buy
18.03.2020	25000	0.77	1326500	40.83	Buy
20.03.2020	15000	0.46	1341500	41.29	Buy
23.03.2020	12000	0.37	1353500	41.66	Buy
31.03.2020			1353500	41.66	
<b>2. DILIPKUMAR BHOGILAL SHAH</b>	423397	13.03			
31.03.2020			423397	13.03	

**iv. Shareholding Pattern of Top 10 shareholders (Other than Directors, Promoters and Holders of GDR & ADR's):**

Shareholders Name	Shareholding as at 31st March, 2019		Cumulative Shareholding during the year		Type
	No. of Shares	% of total Shares of the Company	No. of Shares	% change in share-holding during the year	
<b>1 D D MASTER HUF</b>	150000	4.62			
31.03.2020			150000	4.62	
<b>2 CHIRAG CHAMPAKLAL PUJARA</b>	100000	3.08			
14-06-2019	-2500	-0.08	97500	3.00	Sell
21-06-2019	-154	-0.00	97346	3.00	Sell
28-06-2019	-511	-0.02	96835	2.98	Sell

iv. Shareholding Pattern of Top 10 shareholders (Other than Directors, Promoters and Holders of GDR & ADR's): (Contd.....)

Shareholders Name	Shareholding as at 31st March, 2019		Cumulative Shareholding during the year		Type	
	No. of Shares	% of total Shares of the Company	No. of Shares	% change in share-holding during the year		
	05-07-2019	-381	-0.01	96454	2.97	Sell
	12-07-2019	-2200	-0.07	94254	2.90	Sell
	19-07-2019	-50	-0.00	94204	2.90	Sell
	26-07-2019	-1577	-0.05	92627	2.85	Sell
	02-08-2019	-542	-0.02	92085	2.83	Sell
	09-08-2019	-415	-0.01	91670	2.82	Sell
	16-08-2019	-8436	-0.26	83234	2.56	Sell
	23-08-2019	-152	-0.00	83082	2.56	Sell
	31-03-2020			83082	2.56	
<b>3</b>	<b>NARESH JAYANTILAL SHAH</b>	88211	2.72			
	24-05-2019	-30000	-0.92	58211	1.79	Sell
	09-08-2019	-40000	-1.23	18211	0.56	Sell
	13-09-2019	-18000	-0.55	211	0.01	Sell
	31-03-2020			211	0.01	
<b>4</b>	<b>BHARATI ARVIND SHAH</b>	75000	2.31			
	02-08-2019	-20000	-0.62	55000	1.69	Sell
	30-09-2019	11481	0.35	66481	2.05	Buy
	04-10-2019	-1	-0.00	66480	2.05	Sell
	11-10-2019	-480	-0.01	66000	2.03	Sell
	10-01-2020	478	0.01	66478	2.05	Buy
	17-01-2020	-16746	-0.52	49732	1.53	Sell
	31-01-2020	-539	-0.02	49193	1.51	Sell
	07-02-2020	-582	-0.02	48611	1.50	Sell
	14-02-2020	-1032	-0.03	47579	1.46	Sell
	21-02-2020	-221	-0.01	47358	1.46	Sell
	28-02-2020	-1201	-0.04	46157	1.42	Sell
	13-03-2020	-7398	-0.23	38759	1.19	Sell
	20-03-2020	-25501	-0.78	13258	0.41	Sell
	27-03-2020	-13258	-0.41	0	0.00	Sell
	31-03-2020			0	0.00	
<b>5</b>	<b>RUPAL BHAVIN SHAH</b>	75000	2.31			
	24-01-2020	-6500	-0.20	68500	2.11	Sell
	31-01-2020	-67	-0.00	68433	2.11	Sell
	27-03-2020	-52402	-1.61	16031	0.49	Sell
	31-03-2020	-16031	-0.49	0	0.00	Sell
	31-03-2020			0	0.00	
<b>6</b>	<b>DHAVANI JAYANTKUMAR SHAH</b>	75000	2.31			
	27-12-2019	-75000	-2.31	0	0.00	Sell
	31-03-2020			0	0.00	
<b>7</b>	<b>VAISHALI DHWANI SHAH</b>	75000	2.31			
	31-03-2020			75000	2.31	



**iv. Shareholding Pattern of Top 10 shareholders (Other than Directors, Promoters and Holders of GDR & ADR's): (Contd.....)**

Shareholders Name	Shareholding as at 31st March, 2019		Cumulative Shareholding during the year		Type
	No. of Shares	% of total Shares of the Company	No. of Shares	% change in shareholding during the year	
<b>8 RAJVI NARESH SHAH</b>	74971	2.31			
19-07-2019	-50000	-1.54	24971	0.77	Sell
02-08-2019	-24971	-0.77	0	0.00	Sell
04-10-2019	1	0.00	1	0.00	Buy
31-03-2020			1	0.00	
<b>9 YASH MANISH MEHTA</b>	50000	1.54			
14-06-2019	-72	-0.00	49928	1.54	Sell
05-07-2019	-46	-0.00	49882	1.54	Sell
26-07-2019	-6552	-0.20	43330	1.33	Sell
06-09-2019	400	0.01	43730	1.35	Buy
13-09-2019	-9	-0.00	43721	1.35	Sell
20-09-2019	-2	-0.00	43719	1.35	Sell
08-11-2019	-101	-0.00	43618	1.34	Sell
27-12-2019	25000	0.77	68618	2.11	Buy
20-03-2020	-25853	-0.80	42765	1.32	Sell
27-03-2020	-42765	-1.32	0	0.00	Sell
31-03-2020			0	0.00	
<b>10 KOSHA MALAV SHAH</b>	44297	1.36			
12-04-2019	-4297	-0.13	40000	1.23	Sell
29-11-2019	-40000	-1.23	0	0.00	Sell
31-03-2020			0	0.00	
<b>11 JAGDISHCHANDRA DAHYALAL SHAH(HUF)</b>	25000	0.77			
22-11-2019	2000	0.06	27000	0.83	Buy
29-11-2019	4000	0.12	31000	0.95	Buy
13-12-2019	2000	0.06	33000	1.02	Buy
20-12-2019	4000	0.12	37000	1.14	Buy
10-01-2020	3000	0.09	40000	1.23	Buy
17-01-2020	5000	0.15	45000	1.39	Buy
24-01-2020	2475	0.08	47475	1.46	Buy
31-03-2020			47475	1.46	
<b>12 SANJAY JAYKANT SHAH (HUF)</b>	24500	0.75			
26-07-2019	25000	0.77	49500	1.52	Buy
31-03-2020			49500	1.52	
<b>13 NIRAJ RAJNIKANT SHAH</b>	20000	0.62			
26-04-2019	5000	0.15	25000	0.77	Buy
28-06-2019	25000	0.77	50000	1.54	Buy
30-08-2019	40000	1.23	90000	2.77	Buy
31-03-2020			90000	2.77	
<b>14 ARHAM SHARE CONSULTANTS PVT. LTD.</b>	<b>3250</b>	<b>0.10</b>			
05-04-2019	2	0.00	3252	0.10	Buy
19-04-2019	-1000	-0.03	2252	0.07	Sell
03-05-2019	500	0.02	2752	0.08	Buy
10-05-2019	-500	-0.02	2252	0.07	Sell
17-05-2019	503	0.02	2755	0.08	Buy

iv. Shareholding Pattern of Top 10 shareholders (Other than Directors, Promoters and Holders of GDR & ADR's): (Contd.....)

Shareholders Name	Shareholding as at 31st March, 2019		Cumulative Shareholding during the year		Type
	No. of Shares	% of total Shares of the Company	No. of Shares	% change in shareholding during the year	
07-06-2019	1	0.00	2756	0.08	Buy
14-06-2019	-1	-0.00	2755	0.08	Sell
05-07-2019	93	0.00	2848	0.09	Buy
12-07-2019	25	0.00	2873	0.09	Buy
19-07-2019	50001	1.54	52874	1.63	Buy
26-07-2019	-43449	-1.34	9425	0.29	Sell
02-08-2019	16247	0.50	25672	0.79	Buy
16-08-2019	4651	0.14	30323	0.93	Buy
23-08-2019	-511	-0.02	29812	0.92	Sell
30-08-2019	-8447	-0.26	21365	0.66	Sell
06-09-2019	-227	-0.01	21138	0.65	Sell
13-09-2019	-6602	-0.20	14536	0.45	Sell
20-09-2019	-997	-0.03	13539	0.42	Sell
30-09-2019	-13180	-0.41	359	0.01	Sell
04-10-2019	-359	-0.01	0	0.00	Sell
11-10-2019	478	0.01	478	0.01	Buy
18-10-2019	-478	-0.01	0	0.00	Sell
13-12-2019	11200	0.34	11200	0.34	Buy
20-12-2019	-11200	-0.34	0	0.00	Sell
27-12-2019	5	0.00	5	0.00	Buy
31-12-2019	-5	-0.00	0	0.00	Sell
06-03-2020	25000	0.77	25000	0.77	Buy
13-03-2020	7148	0.22	32148	0.99	Buy
20-03-2020	-6648	-0.20	25500	0.78	Sell
27-03-2020	39812	1.23	65312	2.01	Buy
31-03-2020	-21876	-0.67	43436	1.34	Sell
31-03-2020			43436	1.34	
<b>15 SILKON TRADES LLP</b>	<b>0</b>	<b>0.00</b>			
31-03-2020	76627	2.36	76627	2.36	Buy
31-03-2020			76627	2.36	
<b>16 HARISH KUMAR RIJHWANI</b>	<b>0</b>	<b>0.00</b>			
09-08-2019	40000	1.23	40000	1.23	Buy
08-11-2019	1	0.00	40001	1.23	Buy
29-11-2019	100	0.00	40101	1.23	Buy
31-01-2020	3	0.00	40104	1.23	Buy
07-02-2020	1	0.00	40105	1.23	Buy
20-03-2020	-9412	-0.29	30693	0.94	Sell
27-03-2020	-1976	-0.06	28717	0.88	Sell
31-03-2020	31283	0.96	60000	1.85	Buy
31-03-2020			60000	1.85	
<b>17 JAY SHARADKUMAR SHAH</b>	<b>0</b>	<b>0.00</b>			
29-11-2019	40000	1.23	40000	1.23	Buy
27-03-2020	10600	0.33	50600	1.56	Buy
31-03-2020			50600	1.56	

**V. Shareholding of Directors & KMP**

Shareholders Name	Shareholding at the beginning of the year		Cumulative Shareholding at the end of the year		Type	
	01/04/2019		31/03/2020			
	No. of Shares	% of total Shares of the Company	No. of Shares	% change in shareholding during the year		
<b>1</b>	<b>SHAH SAMIR</b>	1281500	39.44			
	12.03.2020	5000	0.15	1286500	39.60	Buy
	13.03.2020	10000	0.31	1296500	39.90	Buy
	17.03.2020	5000	0.16	1301500	40.06	Buy
	18.03.2020	25000	0.77	1326500	40.83	Buy
	20.03.2020	15000	0.46	1341500	41.29	Buy
	23.03.2020	12000	0.37	1353500	41.66	Buy
	31.03.2020			1353500	41.66	
<b>2</b>	<b>PRADEEPBHAI KASTURBHAI MEHTA</b> (Chief Financial Officer upto 12th August, 2018)	0	0.00			
	31.03.2020			0	0.00	
<b>3</b>	<b>DILIPKUMAR BHOGILAL SHAH</b>	423397	13.03			
	31.03.2020			423397	13.03	
<b>4</b>	<b>DINESHKUMAR SEVANTILAL SHAH</b> (Independent Director)	0	0.00			
	31.03.2020			0	0.00	
<b>5</b>	<b>VIJAY JASVANTLAL SHAH</b> (Independent Director)	0	0.00			
	31.03.2020			0	0.00	
<b>6</b>	<b>ANKUR AMIRAM DAVE</b> (Independent Director)	0	0.00			
	31.03.2020			0	0.00	
<b>7</b>	<b>NISARG ANILBHAI SHAH</b> (Independent Director upto 28th February, 2020)	0	0.00			
	31.03.2020			0	0.00	
<b>8</b>	<b>TANVI SAMIRBHAI SHAH</b> (Non-Executive Director)	0	0.00			
	31.03.2020			0	0.00	
<b>9</b>	<b>KOMAL BHAGAT</b> (Company Secretary upto 8th April, 2019)	0	0.00			
	31.03.2020			0	0.00	
<b>10</b>	<b>DEEPIKA UNDHAD</b> (Company Secretary w.e.f 8th April, 2019 till 01st June, 2019)	0	0.00			
	31.03.2020			0	0.00	
<b>11</b>	<b>MITUL JAGDISHCHANDRA SHAH</b> (Non-Executive Director upto 8th April, 2019)	30000	0.92			
	31.03.2020			30000	0.92	
<b>12</b>	<b>AMAR JAISWAL</b> (Non-Executive Director upto 8th April, 2019)	0	0.00			
	31.03.2020			0	0.00	

## V. Shareholding of Directors &amp; KMP

Shareholders Name	Shareholding at the beginning of the year		Cumulative Shareholding at the end of the year		Type
	01/04/2019		31/03/2020		
	No. of Shares	% of total Shares of the Company	No. of Shares	% change in shareholding during the year	
<b>13 JAY SHARADKUMAR SHAH</b> (Chief Financial Officer w.e.f 12th August, 2019)	0	0.00			
27.11.2019	40000	1.23	40000	1.23	Buy
20.03.2020	10000	0.31	50000	1.54	Buy
23.03.2020	600	0.02	50600	1.56	Buy
31.03.2020			50600	1.56	
<b>14 PUNEETA SHARMA</b> (Company Secretary w.e.f 01st June, 2019)	0	0.00			
31.03.2020			0	0.00	
<b>15 SWATI VIKRAMKUMAR SHAH</b> (Non-Executive Director w.e.f 29th May, 2019)	0	0.00			
31.03.2020			0	0.00	

## V. Indebtedness:

Indebtedness of the Company including interest outstanding/accrued but not due for payment.

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtedness at the beginning of the financial year</b>				
i) Principal Amount	-	871372.00	-	871372.00
ii) Interest due but not paid	-	60693.00	-	60693.00
iii) Interest accrued but not due	-	-	-	-
<b>Total (i+ii+iii)</b>	-	<b>932065.00</b>	-	<b>932065.00</b>
<b>Change in Indebtedness during the financial year</b>				
Addition	65866502.00	18722439.00	-	84588940.00
Subtraction	-	-	-	-
<b>Net Change</b>	<b>65866502.00</b>	<b>18722439.00</b>	-	<b>84588940.00</b>
<b>Indebtedness at the end of the financial year</b>				
i) Principal Amount	60496369.00	18474017.00	-	78970386.00
ii) Interest due but not paid	5370133.00	1180487.00	-	6550620.00
iii) Interest accrued but not due	-	-	-	-
<b>Total (i+ii+iii)</b>	<b>65866502.00</b>	<b>19654504.00</b>	-	<b>85521006.00</b>

**VI. Remuneration of Directors and Key Managerial Personnel:**
**A. Remuneration to Managing Director, Whole-time Directors and/or Manager:**

S. N.	Particulars of Remuneration	Name of MD / WTD / Manager		Total Amount
		Mr. Samir Shah (Managing Director)	-	
1	Gross Salary	12,00,000.00		12,00,000.00
	(a) Salary as per provisions contained in Section 17(1) of the Income tax Act, 1961	-		-
	(a) Value of Perquisites u/s 17 (2) of Income Tax Act, 1961	-		-
	(b) Profits in lieu of salary under section 17(3) Incometax Act, 1961	-		-
2	Stock Option	-		-
3	Sweat Equity	-		-
4	Commission - as % of profit - others, specify...	-		-
5	Others, please specify	-		-
	<b>Total (A)</b>	<b>12,00,000.00</b>		<b>12,00,000.00</b>
	Ceiling as per the Act			

**B. Remuneration to Other Directors:**

S. N.	Particulars of Remuneration	Name of Directors				Total Amount
		1	2	3	4	
	<b>Independent Directors / Non-Executive Directors</b>					
1	<b>Independent Directors</b>	<b>Mr. Dinesh Shah</b>	<b>Mr. Vijay Shah</b>	<b>Mr. Ankur Dave</b>	<b>Mr. Nisarg Shah</b>	
	Fee for attending Board Meetings	-	-	-	-	-
	Commission	-	-	-	-	-
	Others, please specify	-	-	-	-	-
	<b>Total (1)</b>	-	-	-	-	-
2	<b>Other Non-Executive Directors</b>	<b>Mrs. Tanvi Shah</b>	<b>Mr. Amar Jaiswal</b>	<b>Mr. Mitul Shah</b>	<b>Mrs. Swati V. Shah</b>	
	Fee for attending Board Meetings	-	-	-	-	-
	Commission	-	-	-	-	-
	Others, please specify	-	-	-	-	-
	<b>Total (2)</b>	-	-	-	-	-
	<b>Total (B) = (1+2)</b>	-	-	-	-	-
	<b>Total Managerial Remuneration</b>	-	-	-	-	-
	Overall Ceiling as per the Act					

**C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD**

S. N.	Particulars of Remuneration	Key Managerial Personnel						Total Amount
		CEO Mr.Dilipkumar Shah	Company Secretary			CFO		
			Ms.Komal Bhagat	Ms.Deepika Undhad	Ms.Puneeta Sharma	Mr.Pradeep Mehta	Mr.Jay Shah	
1	<b>Gross Salary</b>							
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	-	-	36,000.00	3,65,154.00	1,06,344.00	3,19,742.00	8,27,240.00
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-			-		-
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-			-		-
2	Stock Option	-	-			-		-
3	Sweat Equity	-	-			-		-
4	Commission							
	- as % of profit							
	- others, specify...	-	-			-		-
5	Others, please specify	-	-			-		-
	<b>TOTAL</b>	-	-	36,000.00	3,65,154.00	1,06,344.00	3,19,742.00	8,27,240.00

**VII. Penalties / Punishment / Compounding of Offences:**

Type	Section of the companies Act	Brief Description	Details of Penalty/ Punishment/ Compounding fees imposed	Authority [RD/NCLT/ Court]	Appeal made If any (give details)
<b>A. COMPANY</b>					
Penalty	Nil	Nil	Nil	Nil	Nil
Punishment	Nil	Nil	Nil	Nil	Nil
Compounding	Nil	Nil	Nil	Nil	Nil
<b>B. DIRECTORS</b>					
Penalty	Nil	Nil	Nil	Nil	Nil
Punishment	Nil	Nil	Nil	Nil	Nil
Compounding	Nil	Nil	Nil	Nil	Nil
<b>C. OTHER OFFICERS IN DEFAULT</b>					
Penalty	Nil	Nil	Nil	Nil	Nil
Punishment	Nil	Nil	Nil	Nil	Nil
Compounding	Nil	Nil	Nil	Nil	Nil

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

Place : Ahmedabad  
Date : 04/08/2020

Sd/-  
Samir Shah  
Managing Director  
DIN: 03350268

Sd/-  
Tanvi Shah  
Director  
DIN: 08192047

## CEO and CFO Certification

The Board of Directors  
**Medico Intercontinental Limited**  
Ahmedabad.

Dear Members of the Board,

We, Dilipkumar Bhogilal Shah, Chief Executive Officer, and Mr. Jay Sharadkumar Shah, Chief Financial Officer of Medico Intercontinental Limited, to the best of our knowledge and belief, certify that:

1. We have reviewed the Balance Sheet as at March 31, 2020, Statement of Profit and loss, the Statement of Changes in Equity and the Statement of Cash Flows for the year ended, and a summary of the significant accounting policies and other explanatory information of the Company, and the Board's report for the year ended March 31, 2020.
2. These statements do not contain any materially untrue statement or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report.
3. The financial statements, and other financial information included in this report, present in all material respect a true and fair view of the Company's affairs, the financial condition, results of operation and cash flows of the Company as at, and for, the periods presented in this report, and are in compliance with the existing accounting standards and / or applicable laws and regulations.
4. There are no transactions entered into by the Company during the year that are fraudulent, illegal or violate the Company's Code of Conduct and Ethics, except as disclosed to the Company's auditors and the Company's audit committee of the Board of Directors.
5. We are responsible for establishing and maintaining disclosure controls and procedures and internal controls over financial reporting for the Company, and we have:
  - a. Designed such disclosure controls and procedures or caused such disclosure controls and procedures to be designed under our supervision to ensure that material information relating to the Company, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared.
  - b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with Indian Accounting Standards (Ind AS).
  - c. Evaluated the effectiveness of the Company's disclosure, controls and procedures.
  - d. Disclosed in this report, changes, if any, in the Company's internal control over financial reporting that occurred during the Company's most recent fiscal year that has materially affected, or is reasonably likely to materially affect, the Company's internal control over financial reporting.
6. We have disclosed, based on our most recent evaluation of the Company's internal control over financial reporting, wherever applicable, to the Company's auditors and the audit Committee of the Company's Board (and persons performing the equivalent functions):
  - a. Any deficiencies in the design or operation of internal controls, that could adversely affect the Company's ability to record, process, summarize and report financial data, and have confirmed that there have been no material weaknesses in internal controls over financial reporting including any corrective actions with regard to deficiencies.
  - b. Any significant changes in internal controls during the year covered by this report.
  - c. All significant changes in accounting policies during the year, if any, and the same have been disclosed in the notes to the financial statements.
  - d. Any instances of significant fraud of which we are aware, that involve the Management or other employees who have a significant role in the Company's internal control system.
7. We affirm that we have not denied any personal access to the audit committee of the Company (in respect of matters alleged misconduct) and we have provided protection to whistleblowers from unfair termination and other unfair or prejudicial employment practices.
8. We further declare that all Board members and senior management personnel have affirmed compliance with the Code of Conduct and Ethics for the year covered by this report.

Place : Ahmedabad  
Date : 04/08/2020

Sd/-  
Dilipkumar Shah  
Chief Executive Officer

Sd/-  
Jay Sharadkumar Shah  
Chief Financial Officer

## INDEPENDENT AUDITORS' REPORT ON STANDALONE FINANCIAL STATEMENTS

TO THE MEMBERS OF  
**MEDICO INTERCONTINENTAL LIMITED**  
 (formerly known as INTERCONTINENTAL LEASING & FINANCE COMPANY LIMITED)

### Report on the Standalone Financial Statements:

We have audited the accompanying standalone financial statements of **MEDICO INTERCONTINENTAL LIMITED (formerly known as INTERCONTINENTAL LEASING & FINANCE COMPANY LIMITED)** ("the company"), which comprise the Balance Sheet as at 31st March, 2020, the Statement of Profit and Loss, the Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information (hereinafter referred to as "the standalone financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 (hereinafter referred to as "the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, (hereinafter referred to as "Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2020, the profit and total comprehensive income, changes in equity and its cash flows for the year ended on that date.

### Basis for Opinion:

We conducted our audit of the standalone financial statements in accordance with the Standards on Auditing specified under section 143(10) of the Act (hereinafter referred to as "SAs"). Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (hereinafter referred to as "ICAI") together with the ethical requirements that are relevant to our audit of the standalone financial statements under the provisions of the Act and the Rules made there under, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

### Emphasis of matter:

We draw your attention to Note 27 to the financial statements which explain the uncertainties and the management's assessment of the financial impact due to the lock-downs and other restrictions and conditions related to the COVID-19 pandemic situation, for which a definitive assessment of the impact in the subsequent period is highly dependent upon circumstances as they evolve. Our opinion is not modified in respect of this matter.

### Key audit matters:

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Key audit matter	How our audit addressed the key audit matter
Revenue recognition as per Ind AS 115	Our audit procedures included the following:
Refer to Note - 1 (Significant Accounting Policies) and Note - 1.10 (Revenue from operations) of the financial statements.  The Company's revenue is principally derived from sale of various medicine products.  In accordance with Ind AS 115, revenue from sale of goods is recognized when control of the products being sold is transferred to the customer and when there are no unfulfilled obligations. The performance obligations in the contracts are fulfilled at the time of	We evaluated the design and tested operating effectiveness of the relevant controls with respect to revenue recognition including those relating to cut off at year end;  We assessed the appropriateness of the revenue recognition accounting policies in line with Ind AS 115 "Revenue from Contracts with Customers";  We performed substantive testing of revenue transactions, recorded during the year by testing the underlying documents which included goods dispatch notes, shipping documents and customer acknowledgments, as applicable;



Key audit matter	How our audit addressed the key audit matter
<p>dispatch, delivery or upon formal customer acceptance depending on terms of contract with the customer. Revenue is measured at fair value of the consideration received or receivable after deduction of any trade/ volume discounts and taxes or duties collected.</p> <p>We identified revenue recognition as a key audit matter since revenue is significant to the financial statements and is required to be recognized as per the requirements of applicable accounting framework.</p>	<p>We tested manual journal entries posted to revenue to identify unusual items;</p> <p>We tested, on a sample basis, specific revenue transactions recorded before and after the financial year end date including examination of credit notes issued after the year end to determine whether the revenue has been recognized in the appropriate financial period.</p> <p>Based on the above stated procedures, no significant exceptions were noted in revenue recognition.</p>

**Other Information:**

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the annual report, but does not include the financial statements and our auditor's report thereon.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information; we are required to report that fact. We have nothing to report in this regard.

**Management's Responsibility for the Financial Statements:**

The Company's Board of Directors is responsible for the matters in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India (Indian GAAPs), including the Accounting Standards ('Ind AS') specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.

This responsibility also includes the maintenance of adequate accounting records in accordance with the provision of the Act for safeguarding of the assets of the Company and for preventing and detecting the frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of internal financial control, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

**Auditor's Responsibility:**

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- o Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient

and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- o Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances; Under Section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.
- o Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- o Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- o Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

#### **Report on other Legal and Regulatory Requirements:**

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143(3) of the Act, based on our audit we report that:
  - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
  - b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
  - c) The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, Statement of Changes in Equity and the Statement of Cash Flow dealt with by this Report are in agreement with the relevant books of account.
  - d) In our opinion, the aforesaid standalone financial statements comply with the Ind AS specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
  - e) On the basis of the written representations received from the Directors as on March 31, 2020 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2020 from being appointed as a director in terms of Section 164 (2) of the Act.

- f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in “Annexure – B”. Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company’s internal financial controls over financial reporting.
- g) With respect to the other matters to be included in the Auditor’s Report in accordance with the requirements of section 197(16) of the Act, as amended: In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.
- h) With respect to the other matters to be included in the Auditor’s Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:
  - o The Company has not any pending litigations on its financial position in its standalone financial statements.
  - o The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
  - o There were no any amounts required to be transferred, to the Investor Education and Protection Fund by the Company.

**For, V. GOSWAMI & CO.,**  
**Chartered Accountants**  
**(FRN: 0128769W)**

**Sd/-**  
**Nilesh Purohit**  
**(Partner)**  
**Mem. No: 162541**  
**UDIN: 20162541AAAABJ2467**

**Date : 30/06/2020**  
**Place : Ahmedabad**

### Annexure “A” to the Independent Auditor’s Report

(Referred to in paragraph 1 under “Report on Other Legal and Regulatory Requirement of our report of even date to the members of **MEDICO INTERCONTINENTAL LIMITED (formerly known as INTERCONTINENTAL LEASING & FINANCE COMPANY LIMITED)** on the standalone financial statements for the year ended 31st March, 2020).

1. In respect of its fixed assets:
  - a) The Company has maintained proper records showing full particulars, including quantitative details and situation, of fixed assets.
  - b) The fixed assets are physically verified by the Management according to a phased programme designed to cover all the items every year which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the programme, a portion of the fixed assets has been physically verified by the Management during the year and no material discrepancies have been noticed on such verification.
  - c) According to the information and explanation given to us and on the basis of our examination of the records of the company, the company doesn’t have any freehold/ immovable properties.
2. As explained to us, inventories have been physically verified during the year by the management and in our opinion the frequency of verification is reasonable. Discrepancies noticed on physical verification of the inventories between the physical inventories and book records were not material, having regards to the size of the operations of the company and the same have been properly dealt with.
3. In respect of loans, secured or unsecured, granted by the company to companies, firms, Limited liability partnerships or other parties covered in the register maintained under section 189 of Companies Act, 2013:
  - a) Whether receipt of the principal amount and interest are also regular;-  
There are no such loans and hence the said clause is not applicable
  - b) If overdue amount is more than rupees one lakh, whether reasonable steps have been taken by the company for recovery of the principal and interest: - There are no such loans and hence the said clause is not applicable.
4. In our opinion and according to the information and explanations given to us, the company has complied with the provisions of section 185 and 186 of the companies Act, 2013, in respect of grant of loans, making investments and providing guarantees and securities.
5. According to the information and explanations given to us, the Company has not accepted any deposits from the public. Therefore, the provisions of paragraph 3 (v) of the CARO 2016 are not applicable to the Company.
6. According to the information and explanations given to us, Maintenance of Cost records is not applicable to the company pursuant to the rules made by the Central Government of India regarding the maintenance of cost records under sub-section (1) of Section 148 of the Act. Therefore, the provisions of paragraph 3(vi) of the CARO 2016 are not applicable to the Company.
7. According to the information and explanations given to us in respect of statutory dues:
  - a. The Company is regular in depositing the undisputed statutory dues, including provident fund, employees' state insurance, income tax, sales tax, wealth tax, service tax, duty of customs, duty of excise, Good and service tax, value added tax and other material statutory dues, as applicable, with the appropriate authorities.
  - b. the Company examined by us, there are no dues of income-tax, Goods and services tax and service tax which have not been deposited on account of any dispute.
  - c. Whether the amount required to be transferred to investor education and protection fund in accordance with the relevant provisions of the Companies Act, 2013 and rules made thereunder has been transferred to such fund within time: - The said clause is not applicable to the company.
8. Based on our audit procedures and information and explanations given by the management and considering the Corporate Debt Restructuring (CDR) scheme, we are of the opinion that the Company is not having any such term loans as on balance 31st March, 2020.

9. According to the information and explanations given to us, the term loans raised during the year were, prima facie, been applied for the purpose for which those are raised. The Company has not raised any money by way of initial public offer or further public offer (including debt instruments).
10. Based on our audit procedures performed for the purpose of reporting the true and fair view of the financial statements and on the basis of information and explanations given by the management, no fraud by the Company or on the Company by its officers or employees has been noticed or reported during the year.
11. In our opinion and according to the information and explanations given to us, the Company is not a Nidhi Company. Therefore, the provisions of paragraph 3 (xii) of the CARO 2016 are not applicable to the Company.
12. According to the information and explanation given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with sections 177 and 188 of the Companies Act, 2013, where applicable and details of such transactions have been disclosed in the financial statements etc., as required by the applicable accounting standards.
13. According to the information and explanation given to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares of fully or partly convertible debentures during the year. Therefore, the provisions of paragraph 3(xiv) of the CARO 2016 are not applicable to the Company.
14. According to the information and explanations given to us, the Company has not entered into non- cash transactions with directors or persons connected with him. Therefore, the provisions of paragraph 3(xv) of the CARO 2016 are not applicable to the Company.
15. In our opinion and according to information and explanations provided to us, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

**For, V. GOSWAMI & CO.,**  
**Chartered Accountants**  
**(FRN: 0128769W)**

**Sd/-**  
**Nilesh Purohit**  
**(Partner)**  
**Mem. No: 162541**  
**UDIN: 20162541AAAABJ2467**

**Date : 30/06/2020**  
**Place : Ahmedabad**

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### **Annexure “B” to the Independent Auditor’s Report**

(Referred to in paragraph 2 (f) under “Report on Other Legal and Regulatory Requirement of our report of even date)

#### **Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013**

We have audited the internal financial controls over financial reporting of MEDICO INTERCONTINENTAL LIMITED (formerly known as INTERCONTINENTAL LEASING & FINANCE COMPANY LIMITED) as of 31st March, 2020 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

#### **Management’s Responsibility for Internal Financial Controls:**

The Company’s management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India (ICAI). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the

timely preparation of reliable financial information, as required under the Companies Act, 2013.

**Auditors' Responsibility:**

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of internal financial controls and both issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

**Meaning of Internal Financial Controls over Financial Reporting:**

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

**Inherent Limitations of Internal Financial Controls over Financial Reporting:**

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

**Opinion:**

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March, 2020, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

**For, V. GOSWAMI & CO.,**  
**Chartered Accountants**  
**(FRN: 0128769W)**

**Sd/-**  
**Nilesh Purohit**  
**(Partner)**  
**Mem. No: 162541**  
**UDIN: 20162541AAAABJ2467**

**Date : 30/06/2020**  
**Place : Ahmedabad**

**STANDALONE BALANCE SHEET AS AT 31 March, 2020**

Particulars	Note	As at 31 March, 2020	As at 31 March, 2019
<b>ASSETS:</b>			
<b>Non- current Assets</b>			
(a) Property, Plant & Equipment	2	1,182,378.00	18,721.00
(b) Financial Assests			
(i) Investments	3	35,720,000.00	300,000.00
(ii) Loans	4	-	7,926,475.00
(c) Deferred Tax Assets (Net)	5	123,183.00	115,841.00
(d) Other non current Assets			
<b>Sub-total - Non-current Assets</b>		<b><u>37,025,561.00</u></b>	<b><u>8,361,037.00</u></b>
<b>Current Assets</b>			
(a) Inventories	6	25,581,690.00	6,314,958.00
(b) Financial Assests			
(i) Trade Receivables	7	126,667,179.74	64,689,262.00
(ii) Cash and Cash Equivalent	8	1,378,847.62	11,496,516.71
(c) Other Current Assets	9	1,058,475.00	341,022.00
<b>Sub-total - Current Assets</b>		<b><u>154,686,192.36</u></b>	<b><u>82,841,758.71</u></b>
<b>TOTAL ASSETS</b>		<b><u>191,711,753.36</u></b>	<b><u>91,202,795.71</u></b>
<b>EQUITY AND LIABILITIES:</b>			
<b>Equity</b>			
(a) Equity Share capital	10	32,490,000.00	32,490,000.00
(b) Other equity	11	18,960,546.63	7,776,694.87
<b>Sub-total -Shareholders' Funds</b>		<b><u>51,450,546.63</u></b>	<b><u>40,266,694.87</u></b>
<b>Non-current Liabilities</b>			
(a) Financial Liabilities			
(i) Borrowings	12.1	85,226,852.89	932,065.00
(ii) Other Financial Liabilities			-
(b) Provisions			-
<b>Sub-total - Non-current Liabilities</b>		<b><u>85,226,852.89</u></b>	<b><u>932,065.00</u></b>
<b>Current Liabilities</b>			
(a) Financial Liabilities			
(i) Borrowings	12.2	294,153.00	-
(ii) Trade Payable	13		-
Due to micor enterprises and small enterprises		31,783,435.00	23,352,777.00
Due to others		20,221,548.00	25,591,737.00
(b) Other Current Liabilities	14	549,698.84	459,228.59
(c) Provisions	15	2,185,519.00	600,293.25
<b>Sub-total - Current Liabilities</b>		<b><u>55,034,353.84</u></b>	<b><u>50,004,035.84</u></b>
<b>TOTAL EQUITY AND LIABILITIES</b>		<b><u>191,711,753.36</u></b>	<b><u>91,202,795.71</u></b>
Basis of preparation, measurement and significant accounting policies	1		

The accompanying notes are an integral part of these financial statements  
As per our report of even date

**For V. GOSWAMI & CO,**  
Chartered Accountants  
FRN : 0128769W  
Sd/-  
**Nilesh Purohit**  
Partner  
M.No. 162541

Place : Ahmedabad  
Dated : 30/06/2020

**For and on behalf of the board**

Sd/-  
**Tanvi Shah**  
Chairman  
Din:-08192047  
Sd/-  
**Jay Shah**  
Chief Financial officer  
PAN No.: CZOPS1007A

Sd/-  
**Samir Shah**  
Managing Director  
Din:-03350268  
Sd/-  
**Puneeta Sharma**  
Company Secretary  
PAN No.: CXOPS0548E

## STANDALONE STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31st March, 2020

Particulars	Note	Year ended 31.03.2020 Amt. (Rs.)	Year ended 31.03.2019 Amt. (Rs.)
<b>Revenue:</b>			
Revenue From Operation	16	469329067.92	99,531,328.32
Other Operating Income	17	243833.33	3,559,322.02
<b>Total Revenue</b>		<b>469,572,901.25</b>	<b>103,090,650.34</b>
<b>Expenses:</b>			
Purchase of Stock in Trade	18	438712848.55	95,279,369.32
Changes in inventories	19	-19266732.00	-6,314,958.00
Employee Benefit Expense	20	9858979.00	1,063,900.00
Depreciation And Amortization Expense	2	245018.00	32,080.00
Finance cost	21	6551578.45	64,526.60
Other Expenses	22	18109430.49	2,675,274.10
<b>Total Expenses</b>		<b>454,211,122.49</b>	<b>92,800,192.02</b>
<b>Profit Before Exceptional items</b>		<b>15,361,778.76</b>	<b>10,290,458.32</b>
<b>Exceptional Items</b>			
Bad Debts			-
<b>Profit Before Tax</b>		<b>15,361,778.76</b>	<b>10,290,458.32</b>
<b>Tax Expense:</b>			
- Current Tax		4185269	2,600,293.25
- Deferred Tax		-7342	98,893.00
<b>Profit For the Year (A)</b>		<b>11,183,851.76</b>	<b>7,591,272.07</b>
<b>OTHER COMPREHENSIVE INCOME:</b>			
<b>Items that will not be reclassified subsequently to profit or loss</b>			
- Net fair value gain/(loss) on investments in equity instruments through OCI		NIL	NIL
- Loss on fair valuation of defined benefit plans as per actuarial valuation		NIL	NIL
- Deferred tax (expense)/benefit relating to these items		NIL	NIL
<b>OTHER COMPREHENSIVE INCOME FOR THE YEAR (B)</b>		<b>NIL</b>	<b>NIL</b>
<b>TOTAL COMPREHENSIVE INCOME FOR THE YEAR (A+B)</b>		<b>11,183,851.76</b>	<b>7,591,272.07</b>
<b>Earnings per equity share of face value of Rs. 10/-each</b>			
Basic and Diluted (Rs.)	23	3.44	2.34
Basis of preparation, measurement and significant accounting policies First time adoption of Ind AS			
	1		

The accompanying notes are an integral part of these financial statements  
As per our report of even date

**For V. GOSWAMI & CO,**  
Chartered Accountants  
FRN : 0128769W  
Sd/-  
**Nilesh Purohit**  
Partner  
M.No. 162541

**For and on behalf of the board**

Sd/-  
**Tanvi Shah**  
Chairman  
Din:-08192047  
Sd/-  
**Jay Shah**  
Chief Financial officer  
PAN No.: CZOPS1007A

Sd/-  
**Samir Shah**  
Managing Director  
Din:-03350268  
Sd/-  
**Puneeta Sharma**  
Company Secretary  
PAN No.: CXOPS0548E

**Place : Ahmedabad**  
**Dated : 30/06/2020**



**STANDALONE CASH FLOW STATEMENT FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2020**

Particulars	As At 31.03.2020 Amt. (Rs.)	As At 31.03.2019 Amt. (Rs.)
<b>A. CASH FLOW FROM OPERATING ACTIVITIES :</b>		
a) Net Profit/ (Loss) before tax	15361778.76	10290458.32
b) OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES	<b>15361778.76</b>	<b>10290458.32</b>
<u>Adjustments For:</u>		
Loss on Sale of Fixed Assets		0.00
Depreciation	245018.00	32080.00
<b>CASH GENERATED FROM OPERATIONS</b>	<b>15606796.76</b>	<b>10322538.32</b>
<u>Adjustments for:</u>		
Decrease/(Increase) Inventories	-19266732.00	-6314958.00
Decrease/(Increase) Tradereceivable	-61977917.74	-51381975.00
Decrease/(Increase) in Loan	0.00	15951634.00
Decrease/(Increase) Other Current assets	-717453.00	-341022.00
Increase/(Decrease) in Trade Payable	3060469.00	42880714.00
Increase/(Decrease) Current Financial Liabilities-borrowing	294153.00	
Increase/(Decrease) in Other Current Liabilities	90427.00	335228.59
<b>CASH GENERATION FROM OPERATING ACTIVITY</b>	<b>-62910256.98</b>	<b>11452159.91</b>
Income tax Paid Net	-2600000.00	<b>-2000000.00</b>
<b>NET CASH FROM/(USED IN) OPERATING ACTIVITIES</b>	<b>-65510256.98</b>	<b>9452159.91</b>
<b>B. CASH FLOW FROM INVESTING ACTIVITIES:</b>		
Purchase of Fixed Assets	-1408675.00	
Decrease/(Increase) in Investment	-35420000.00	-300000.00
<b>NET CASH FROM/(USED IN) INVESTING ACTIVITIES</b>	<b>-36828675.00</b>	<b>-300000.00</b>
<b>C. CASH FLOW FROM FINANCING ACTIVITIES:</b>		
Increase/(Decrease) in Loan and advances	7926475.00	
Increase/(Decrease) in Borrowings	84294787.89	698450.00
<b>NET CASH FROM/(USED IN) FINANCING ACTIVITIES</b>	<b>92221262.89</b>	<b>698450.00</b>
NET INCREASE IN CASH AND CASH EQUIVALENTS	-10117669.09	9850609.91
CASH AND CASH EQUIVALENTS (At the beginning of the year)	11496516.71	1645906.80
CASH AND CASH EQUIVALENTS (At the end of the year)	1378847.62	11496516.71

- The above cash flow statement has been prepared under the "Indirect Method" as set out in Ind AS 7, 'Statement of Cash Flows'.
- Previous Year's figure have been regrouped, rearranged, wherever necessary, to correspond with the current year's classification/disclosure.

As per our report of even date

**For V. GOSWAMI & CO,**

Chartered Accountants

FRN : 0128769W

Sd/-

**Nilesh Purohit**

Partner

M.No. 162541

Place : Ahmedabad

Dated : 30/06/2020

**For and on behalf of the board**

Sd/-

**Tanvi Shah**

Chairman

Din:-08192047

Sd/-

**Jay Shah**

Chief Financial officer

PAN No.: CZOPS1007A

Sd/-

**Samir Shah**

Managing Director

Din:-03350268

Sd/-

**Puneeta Sharma**

Company Secretary

PAN No.: CXOPS0548E

**NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2020**  
**STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31ST MARCH, 2020**

	As at 31st March, 2020	As at 31st March, 2019
<b>A. EQUITY SHARE CAPITAL</b>		
Balance at the beginning of the reporting year		
Equity shares of Rs.10/- each issued, subscribed and paid	32,490,000	32,490,000
Changes in Equity Share capital during the year	NIL	NIL
<b>Balance at the end of the reporting year</b>	<b>32,490,000</b>	<b>32,490,000</b>
<b>B. OTHER EQUITY</b>		
	<b>Reserves and Surplus</b>	<b>Items of Other Comprehensive Income (OCI)</b>
	<b>Capital Reserve</b>	<b>Retained Earnings</b>
		<b>Equity instruments through OCI</b>
		<b>Total</b>
<b>Balance As at 1st April, 2018</b>		(109,322)
Profit for the year	7,591,272.07	7,591,272
Other comprehensive income for the year		-
<b>Total comprehensive income for the year</b>	<b>7,776,694.87</b>	<b>7,591,272</b>
Balance As at 31st March, 2019	7,776,694.87	7,481,950.07
<b>Balance As at 1st April, 2019</b>	<b>7,776,694.87</b>	<b>7,776,694.87</b>
Profit for the year	11,183,851.76	11,183,851.76
Other comprehensive income for the year		-
<b>Total comprehensive income for the year</b>	<b>18,960,546.63</b>	<b>18,960,546.63</b>
<b>Balance As at 31st March, 2020</b>	<b>18,960,546.63</b>	<b>18,960,546.63</b>

As per our report of even date

**For V. GOSWAMI & CO,**

Chartered Accountants

FRN : 0128769W

Sd/-

**Nilesh Purohit**

Partner

M.No. 162541

**Place : Ahmedabad****Dated : 30/06/2020****For and on behalf of the board**

Sd/-

**Tanvi Shah**

Chairman

Din:-08192047

Sd/-

**Jay Shah**

Chief Financial officer

PAN No.: CZOPS1007A

Sd/-

**Samir Shah**

Managing Director

Din:-03350268

Sd/-

**Puneeta Sharma**

Company Secretary

PAN No.: CXOPS0548E

**NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2020**

**1.01 Company overview:**

MEDICO INTERCONTINENTAL LIMITED (Formerly Known as M/S. INTERCONTINENTAL LEASING & FINANCE COMPANY LIMITED) ("the company") was incorporated on August 14, 1984 having its registered office in 1-5TH FLOOR, ADIT RAJ ARCADE NR KARMA SHRESHTHA TOWER, 100 FT RD, SATELLITE AHMEDABAD -380015, Gujarat State. The Company is into the business of trading various medicines.

**Basis of preparation and Significant accounting policies:**

**1.02 Statement of compliance:**

The financial statements of the Company have been prepared in accordance with the Indian Accounting Standards (Ind AS) as per the Companies (Indian Accounting Standards) Rules, 2015 as amended and notified under Section 133 of the Companies Act, 2013 ("the Act") and other relevant provisions of the Act. The financial statements have been prepared on accrual basis under the historical cost convention. The accounting policies adopted in the preparation of the financial statements are consistent with those followed in the previous year.

**1.03 Basis of preparation and presentation:**

The financial statements have been prepared on the historical cost basis except for certain financial instruments that are measured at fair values at the end of each reporting period.

**1.04 Use of estimates:**

The preparation of the financial statements in conformity with Ind AS requires management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from those estimates. The Management believes that the estimates used in preparation of the financial statements are prudent and reasonable. Future results could differ due to these estimates and the differences between the actual results and the estimates are recognised in the periods in which the results are known / materialise.

**1.05 Current versus non-current classification:**

The company presents assets and liabilities in the balance sheet bases on current/non-current classification. An asset is treated as current when it.

- expected to be realised or intended to be sold or consumed in normal operating cycle,
- held primarily for the purpose of trading,
- expected to be realised within twelve months after the reporting period, or
- cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve month after the reporting period.

All other assets are classified as non-current.

A liability is current when it is :

- expected to be settled in normal operating cycle,
- held primarily for the purpose of trading,
- dues to be settled within twelve months after the reporting period, or
- there is no unconditional right to defer the settlement of liability for atleast twelve months after the reporting period.

The Company classifies all other liabilities as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

The operation cycle is the time between the acquisition of assets for processing and their realisation in cash and cash equivalents. The company has identified twelve months as its operating cycle.

**1.06 Property, plant and equipment and other intangible assets:**

**Recognition and measurement:**

Items of property, plant and equipment are measured at cost less accumulated depreciation and accumulated impairment losses, if any.

Cost of an item of property, plant and equipment comprises its purchase price, including import duties and non-refundable purchase taxes, after deducting trade discounts and rebates, any directly attributable cost of bringing the item to its working condition for its intended use and estimated costs of dismantling and removing the item and restoring the site on which it is located.

Any gain or loss on disposal of an item of property, plant and equipment is recognised in statement of profit or loss.

**Depreciation and amortisation:**

Depreciation, on fixed assets, based on useful life of the assets as prescribed in Schedule II to the Companies Act, 2013, on Written Down Value (WDV) method. Depreciation on additions during the year is provided on prorata time basis.

**1.07 Inventories:**

Inventories are valued at the lower of cost and the net realisable value after providing for obsolescence and other losses, where considered necessary. Cost of inventory includes cost of purchase and other costs incurred in bringing the inventories to their present location and condition. valued and verified by the managements.

**1.08 Cash and cash equivalents (for purposes of Cash Flow Statement):**

Cash comprises cash on hand and demand deposits with banks. Cash equivalents are short-term balances (with an original maturity of three months or less from the date of acquisition), highly liquid investments that are readily convertible into known amounts of cash and which are subject to insignificant risk of changes in value.

**1.09 Cash flow statement:**

Cash flows are reported using the indirect method, whereby profit / (loss) before extraordinary items and tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating, investing and financing activities of the Company are segregated based on the available information.

**1.10 Revenue recognition:**

Revenue is measured at the fair value of the consideration received or receivable. Amounts disclosed as revenue are net of returns, trade allowances, rebates, GST and amounts collected on behalf of third parties.

**Sale of products:**

Timing of recognition- Revenue from sale of products is recognized when control of the products is Transferred to customers based on the terms of sale.

Measurement of revenue- Revenue from sales is based on the price specified in the sales contracts, net of all expected discounts and returns in relation to sales made until the end of the reporting period.

No element of financing is deemed present as the sales are made with credit terms consistent with market practices. A receivable is recognized when the goods are dispatched, delivered or upon formal customer acceptance depending on terms of contract with the customer.

**Other income:**

Interest income is accounted on accrual basis.

All other income is recognised on accrual basis.

**1.11 Employee benefits:**

**Short Term Employee Benefits:**

Short-term employee benefit obligations are measured on an undiscounted basis and are expensed as the related service is provided. A liability is recognised for the amount expected to be paid if the Company has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee, and the amount of obligation can be estimated reliably.

**Defined contribution plans:**

The Company's contribution to provident fund is considered as defined contribution plans and is charged as an expense as they fall due based on the amount of contribution required to be made.

**1.12 Borrowing costs:**

Borrowing costs include interest, amortisation of ancillary costs incurred and exchange differences arising from foreign currency borrowings to the extent they are regarded as an adjustment to the interest cost. Costs in connection with the borrowing of funds to the extent not directly related to the acquisition of qualifying assets are charged to the Statement of Profit and Loss over the tenure of the loan. Borrowing costs, allocated to and utilised for qualifying assets, pertaining to the period from commencement of activities relating to construction / development of the qualifying asset upto the date of capitalisation of such asset is added to the cost of the assets. Capitalisation of borrowing costs is suspended and charged to the Statement of Profit and Loss during extended periods when active development activity on the qualifying assets is interrupted.

**1.13 Earnings per share:**

Basic earnings per share is computed by dividing the profit / (loss) after tax (including the post tax effect of extraordinary items, if any) by the weighted average number of equity shares outstanding during the year.

**1.14 Taxes on income:**

**Current tax:**

The tax currently payable is based on taxable profit for the year. Taxable profit differs from 'profit before tax' as reported in the statement of profit and loss because of items of income or expense that are taxable or deductible in other years and items that are never taxable or deductible. The Company's current tax is calculated using tax rates that have been enacted or substantively enacted by the end of the reporting period.

**Deferred tax:**

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognised for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised. Such deferred tax assets and liabilities are not recognised if the temporary difference arises from the initial recognition (other than in a business combination) of assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realised, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Company expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

**1.15 Contingent liabilities:**

A contingent liability exists when there is a possible but not probable obligation, or a present obligation that may, but probably will not, require an outflow of resources, or a present obligation whose amount cannot be estimated reliably. Contingent liabilities do not warrant provisions, but are disclosed unless the possibility of outflow of resources is remote. There are no contingent liabilities as disclosed by the managements.

**1.16 Segment Reporting:**

Segments are identified based on dominant source and nature of risks and returns and internal financial reporting system to the management. Inter segment revenue are accounted for on the basis of transactions which are primarily market led. Revenue and expenses which relate to enterprises as a whole and are not attributable to segments are included under "Other Unallocable Expenditure Net of Unallocable Income.

**1.17 Investments and other financial assets:**

**i) Classification**

The Company classifies its financial assets in the following measurement categories:

- those to be measured subsequently at fair value (either through other comprehensive income, or through profit or loss), and
- those measured at amortised cost.

The classification depends on the entity's business model for managing the financial assets and the cash flows.

For assets measured at fair value, gains and losses will either be recorded in Statement of profit or loss or other comprehensive income. For investments in debt instruments, this will depend on the business model in which the investment is held. For investments in equity instruments, this will depend on whether the Company has made an irrevocable election at the time of initial recognition to account for equity investment at fair value through other comprehensive income.

The Company reclassifies debt investments when and only when its business model for managing those assets changes.

**ii) Measurement:**

At initial recognition, the company measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss, transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at fair value through profit or loss are expensed in profit or loss.

**iii) Debt instruments:**

Subsequent measurement of debt instruments depends on the Company's business model for managing the asset and the cash flow characteristics of the asset. There are three measurement categories into which the Company classifies its debt instruments.

**iv) Amortised cost:**

Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortised cost. A gain or loss on a debt investment that is subsequently measured at amortised cost and is not part of a hedging relationship is recognised in profit or loss when the asset is derecognised or impaired. Interest income from these financial assets is included in finance income using the effective interest rate method.

**v) Fair value through other comprehensive income (FVOCI):**

Assets that are held for collection of contractual cash flows and for selling the financial assets, where the assets' cash flows represent solely payments of principal and interest, are measured at fair value through other comprehensive income (FVOCI). Movements in the carrying amount are taken through OCI, except for the recognition of impairment gains or losses, interest revenue and foreign exchange gains and losses which are recognised in profit and loss. When the financial asset is derecognised, the cumulative gain or loss previously recognised in OCI is reclassified from equity to profit or loss and recognised in other gains/(losses). Interest income from these financial assets is included in other income using the effective interest rate method.

**vi) Fair value through profit or loss:**

Assets that do not meet the criteria for amortised cost or FVOCI are measured at fair value through profit or loss. A gain or loss on debt investment that is subsequently measured at fair value through profit or loss is recognised in profit or loss and presented net in the statement of profit and loss in the period in which it arises. Interest income from these financial assets is included in other income.

**vii) Financial liabilities:**

Financial liabilities are subsequently carried at amortized cost using the effective interest method.

**viii) Investments in subsidiaries:**

Investments in subsidiaries, associates and joint ventures are carried at cost in the financial statements.

**ix) Equity instruments:**

An equity instrument is a contract that evidences residual interest in the assets of the company after deducting all of its liabilities. Incremental costs directly attributable to the issuance of equity instruments are recognized as a deduction from equity instrument net of any tax effects.

**1.18 Previous year figures:**

Previous Year's figures have been regrouped/reclassified, wherever necessary, to correspond with the current year's classification/disclosures.

**NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2020**
**NOTE - 2 : PROPERTY, PLANT AND EQUIPMENT:**

Particulars	Land Freehold	Furniture and fixtures	Office Equip-ment	Factory Building	Plant & Machinery	Dies, Moulds & Tools	Computer	Vehicle	Total
<b>Year ended March 31, 2019</b>									
<b>Opening gross carrying amount</b>	-	-	-	-	-	-	96,240	-	<b>96,240</b>
Additions	-	-	-	-	-	-	-	-	-
Disposals	-	-	-	-	-	-	-	-	-
Closing gross carrying amount	-	-	-	-	-	-	96,240	-	96,240
<b>Accumulated depreciation and impairment</b>									
Opening accumulated depreciation	-	-	-	-	-	-	45,439	-	<b>45,439</b>
Adjustment During the year	-	-	-	-	-	-	-	-	-
Depreciation charge during the year	-	-	-	-	-	-	32,080	-	<b>32,080</b>
Closing accumulated depreciation and impairment	-	-	-	-	-	-	77,519	-	77,519
Net carrying amount	-	-	-	-	-	-	18,721	-	18,721
<b>Year ended March 31, 2020</b>									
<b>Opening gross carrying amount</b>	-	-	-	-	-	-	96,240	-	<b>96,240</b>
Additions	-	99,000	-	-	-	-	227,070	1,082,605	<b>1,408,675</b>
Disposals	-	-	-	-	-	-	-	-	-
Closing gross carrying amount	-	99,000	-	-	-	-	323,310	1,082,605	1,504,915
<b>Accumulated depreciation and impairment</b>									
Opening accumulated depreciation	-	-	-	-	-	-	77,519	-	<b>77,519</b>
Depreciation charge during the year	-	6,759	-	-	-	-	66,550	171,709	<b>245,018</b>
Closing accumulated depreciation and impairment	-	6,759	-	-	-	-	144,069	171,709	322,537
Net carrying amount	-	92,241	-	-	-	-	179,241	910,896	1,182,378

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2020

Particulars	As At 31.03.2020 Number of Shares	As At 31.03.2020 Amt. Rs.	As At 31.03.2019 Number Shares	As At 31.03.2019 Amt. Rs.
<b>NOTE - 3 : NON - CURRENT INVESTMENT:</b>				
<b>Investment in Equity Instruments in Subsidiaries Company</b>				
EVAGRACE PHARMA PVT LTD(10000 shares of Rs.10)	10000	100,000.00	10000	100,000.00
RITZ FORMULATIONS PVT LTD (10000 shares of Rs.10)	10000	100,000.00	10000	100,000.00
SUNGRACE PHARMA PVT LTD (10000 shares of Rs.10)	10000	100,000.00	10000	100,000.00
AZILLIAN HEALTHCARE PVT LTD(220000shares of Rs.10)	220000	35,420,000.00		
		<b>35,720,000.00</b>		<b>300,000.00</b>

Particulars	As At 31.03.2020 Amt. (Rs.)	As At 31.03.2019 Amt. (Rs.)
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**NOTE - 4 - NON-CURRENT LOANS:**

(Unsecured, considered good except stated otherwise)

Advance recoverable in cash or kind or for value to be received

ASHAPURA HOUSING P LTD, MUMBAI	152,318
OFFICE (MUMBAI) RENT DEPOSIT	10,000
OPTIONS INFRA PROJECT PVT LTD, MUMBAI	87,635
PROFIN CAPITAL SERVICES LTD	-100,000
SAMYA INTERNATIONAL	7,776,522
	<b>7,926,475</b>

**NOTE - 5 - DEFERRED TAX ASSETS:**

Deffered tax assets	123,183	115,841
	<b>123,183</b>	<b>115,841</b>

**NOTE - 6 - INVENTORIES:**

FINISHED GOODS	25,581,690	6,314,958
	<b>25,581,690</b>	<b>6,314,958</b>

**NOTE - 7 - TRADE RECEIVABLES:**

UNSECURED, CONSIDERED GOOD	126,667,180	64,689,262
	<b>126,667,180</b>	<b>64,689,262</b>

\* Confirmation of Trade receivable Parties are not available.

**NOTE - 8 - CASH AND CASH EQUIVALENTS:**

<b>Cash Balance</b>		
CASH ON HAND	363,933	911,507
<b>Balance with Bank</b>		
IN CURRENT ACCOUNT*	1,014,915	10,585,010
(*Current account with ICICI BANK, IDBI BANK AND STANDARD CHARTERED BANK)		
	<b>1,378,848</b>	<b>11,496,517</b>



**NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2020**

Particulars	As At 31.03.2020 Amt. (Rs.)	As At 31.03.2019 Amt. (Rs.)
<b>NOTE - 9 - OTHER CURRENT ASSETS:</b>		
SECURITY DEPOSITS BAJAJ FORMU	40,000	
SECURITY DEPOSITS -EMBARK LIFE	13,000	5,000
REKHA PRAJAPATI -DEPOSIT	23,000	
TDS [COMM/& PRO.FEES] RECEIVAB		96,542
TDS [INTREST] RECEIVABLE		159,177
PRE-PAID EXP.	982,475	31,723
ADVANCE TAX	-	
INCOME TAX REFUND		48,580
	<b>1,058,475</b>	<b>341,022</b>

**NOTE - 10 - EQUITY SHARE CAPITAL:**
**Authorized :**

 10000000 (P.Y. 10000000) Equity Shares of Rs. 10/- each 10,00,00,000 10,00,00,000
**Issued, Subscribed and Paid-up:\***

 3249000 (P.Y. 3249000) Equity Shares of Rs. 10/- each 32,490,000.00 32,490,000.00
**32,490,000.00** **32,490,000.00**

a. The reconciliation of the number of outstanding shares as at 31st March 2020 and 31st March, 2019 is set out below:

Particulars	As at 31.03.2020		As at 31.03.2019	
	Number of Shares	Amount	Number of Shares	Amount
Shares outstanding at the beginning of the year	3,249,000	32,490,000	3,249,000	32,490,000
Add: Issue during the year	NIL	NIL	NIL	NIL
Shares outstanding at the end of the year	3,249,000	32,490,000	3,249,000	32,490,000

b. The Company has only one class of equity shares having a par value of Rs. 10/- per share . Each holder of equity share is entitled to same rights based on the number of shares held.

c. Shares in the Company held by each shareholders holding more than 5% shares:

Particulars Name of Shareholders	As at 31.03.2020		As at 31.03.2019	
	No. of Shares Held	Percentage of holding	No. of Shares Held	Percentage of holding
SAMIR SHAH	1,353,500	41.66%	1,281,500	39.44%
DILIPKUMAR BHOGILAL SHAH	423,397	13.03%	423,397	13.03%

Particulars	As At 31.03.2020 Amt. (Rs.)	As At 31.03.2019 Amt. (Rs.)
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**NOTE - 11 - OTHER EQUITY:**

Retained earning	18,960,547	7,776,695
	<b>18,960,547</b>	<b>7,776,695</b>

**NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2020**

Particulars	As At 31.03.2020 Amt. (Rs.)	As At 31.03.2019 Amt. (Rs.)
<b>NOTE - 12 - BORROWINGS:</b>		
<b>12.1 NON-CURRENT LIABILITIES</b>		
<b>Secured</b>		
<b>a. From Standard Chartered Bank</b>		
Overdraft and Cash Credit	65,073,956	-
Company availed Overdraft and cash credit from Standard Chartered Bank of Rs.8,50,00,000 against Hypothication of Stock & Book debts		
<b>b. Term Loan</b>		
ICICI BANK	498,393	-
ICICI BANK of Rs.9300000.00 for Tenure 36 Months, Instalments of Rs.29876.00 Per Month against hypothication of vehicles		
<b>Unsecured</b>		
Loans from Director	19,654,504	932,065
	<b>85,226,853</b>	<b>932,065</b>
<b>12.2 CURRENT-LIABILITES</b>		
<b>Term Loan</b>		
Current maturities of long term debts	294,153	-
	<b>294,153</b>	-
<b>NOTE - 13 - TRADE PAYABLE:</b>		
<b>Unsecured</b>		
<b>Trade Payable*</b>		
- Outstanding dues of Micro and Small Enterprises	31,783,435	23,352,777
- Others for Goods and Expenses	20,221,548	25,591,737
	<b>52,004,983</b>	<b>48,944,514</b>
* Disclosure of outstanding dues of Micro and Small Enterprises under Trade Payable is based on the information available with the Company regarding the status of the suppliers as defined under the Micro, Small and Medium Enterprises Development Act, 2006.		
<b>NOTE - 14 - PROVISIONS:</b>		
Statutory due-TDS	242,912	297,789
P F PAYABLE	38,377	
PROFESSIONAL TAX	5,980	600
TELEPHONE EXP PAYABLE	7,030	
GST PAYABLE	255,400	114,840
AUDIT FEES PAYABLE		35,000
ADVERTISMENT EXPS PAYABLE		11,000
	<b>549,699</b>	<b>459,229</b>
<b>NOTE - 15 - REVENUE FROM OPERATION:</b>		
PROVISION FOR TAX	2,185,519	600,293
	<b>2,185,519</b>	<b>600,293</b>

**NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2020**

Particulars	Year ended 31.03.2020 Amt (Rs.)	Year ended 31.03.2019 Amt (Rs.)
<b>NOTE - 16 - REVENUE FROM OPERATION:</b>		
SALES AND SERVICES	469,329,068	99,531,328
	<b>469,329,068</b>	<b>99,531,328</b>
<b>NOTE - 17 - OTHER INCOME:</b>		
INTEREST INCOME	205,003	1,591,246
COMMISSION INCOME		1,930,841
INTREST ON INCOME TAX REFUND		4,371
OTHER INCOME	38,830	32,864
	<b>243,833</b>	<b>3,559,322</b>
<b>NOTE - 18 - PURCHASE OF STOCK IN TRADE:</b>		
PURCHASE A/C	438,712,849	95,279,369
	<b>438,712,849</b>	<b>95,279,369</b>
<b>NOTE - 19 - CHANGE IN INVENTORIES:</b>		
ADD-OPENING STOCK	6,314,958	-
LESS-CLOSING STOCK	25,581,690	6,314,958
	<b>-19,266,732</b>	<b>-6,314,958</b>
<b>NOTE - 20 - EMPLOYEE BENEFIT EXPENSE:</b>		
BONUS	505,086	
PF EXPENSES	216,677	
STAFF WELFARE	28,617	
LEAVE ENCASHMENT EXPS	381,701	19,112
REMMURATION DIRECTOR	1,200,000	750,000
SALARY A/C	7,526,898	294,788
	<b>9,858,979</b>	<b>1,063,900</b>
<b>NOTE - 21 - FINANCE COST:</b>		
INTEREST EXPENSES	6,550,620	61,304
BANK CHARGES	958.45	3,223
	<b>6,551,578</b>	<b>64,527</b>
<b>NOTE - 22 - OTHER EXPENSES:</b>		
LISTING FEES	300,000	295,000.00
PROFESSIONAL FEES	350,500	1,065,840.00
AUDITORS REMUNERATION:		
- For Audit	265,000	35,000.00
ROC FILING FEES	659,300	25,800.00
OFFICE RENT EXPS	571,597	110,709.00
ADVERTISMENT EXP	343,466	115,939.35
ANNUAL ISSUER FEES	19,620	21,823.00
BSE LTD (EXPENSE)	15,000	138,828.00
IMPORT EXPENSE CHARGE		7,569.60
EGM/AGM EXPENSE	72,742	2,360.00
FOREIGN INVST.LIMITS [EXP]		10,000.00

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2020

Particulars	Year ended 31.03.2019 Amt (Rs.)	Year ended 31.03.2018 Amt (Rs.)
<b>NOTE - 22 - OTHER EXPENSES: (CONTD.....)</b>		
FOREIGN RATE DIFFERENCE EXP		12,537.20
FREIGHT EXP	111,231	2,660.00
FREIGHT EXP [OUTWARD] 5%	346,710	19,840.00
GODOWN MAINTANANCE	16,500	2,500.00
GODOWN RENT [NO 12]	120,000	20,000.00
PLATE CHARGES		-
PRODUCT PERMISSION CHARGES [E]		-
ROUNDING (OTHER)		-
SALE PROMOTION A/C	3,110,225	42,212.00
SHARE TRANSFER AGENT FEES	99,507	79,517.00
STATIONARY & PRINTING EXP	76,823	2,470.00
WAREHOUSING CHARGES (IMPORT)		967.00
COMMISSION [EXP]	6,397,284	89,906.00
CONVEYANCE [PETROL] EXP.	216,798	12,325.00
ELECTRICITY EXPS	161,225	60.00
FREIGHT EXP (OUTWARDS)12%	524,392	44,416.95
FREIGHT EXP (OUTWARDS)18%	5,479	-
KASAR & DISCOUNT	6,992	6,334.00
LICENCE FEES	5,000	3,000.00
LOAN PROCESS [FINANCE] CHARGES	538,750	400,000.00
OFFICE & CANTEEN EXPS	163,944	61,989.00
OFFICE [GODOWN] MISCE.EXP.	722,457	22,079.00
PROFESSIONAL TAX [FIRM]	4,800	2,101.00
LEGAL EXP.	21,885	3,105.00
MUNICIPAL TAX	151,158	715.00
STATIONERY & PRINTING [EXP]	105,140	1,170.00
TRADMARK (LEGAL EXP)	453,600	4,500.00
INSURANCE [S/P]	130,346	12,001.00
DIGHITAL SIGN EXPS	4,000	
FOREING INVEST LIMIT EXPS	10,000	
OTHER EXPS	1,180	
COMPUTER EXPS	178,673	
DONATION	22,000	
OFFICE MAINTENANCE EXPS	82,554	
PACKING EXPS	5,594	
POSTAGES AND COURIER EXPS	911,991	
SALES INCENTIVE EXPS	30,000	
TELEPHONE EXPS	159,109	
ELECTRIC REPAIR EXPS	25,956	
MACHINERY R/M/S EXP	96,040	
MAINTENANCE [SOFTWARE]	7,000	
TOURS AND TRAVELS EXPS	437,794	
GST LATE FEES	25,700	
VEHICLE EXPS	24,368	
	<b>18,109,430</b>	<b>2,675,274.10</b>

**NOTE - 23 - EARNINGS PER SHARE (EPS):**

a) Weighted Average Number of Equity Shares outstanding during the year	3,249,000	3,249,000
b) Net Profit after tax available for Equity Shareholders (Rs.)	11,183,852	7,591,272
c) Basic and Diluted Earnings Per Share (Rs.)	3.44	2.34

The Company does not have any outstanding dilutive potential equity shares.

**NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2020**

**NOTE - 24 - RELATED PARTY DISCLOSURES NATURE OF RELATIONSHIP AND TRANSACTION WITH RELATED PARTIES:**

**1 Related Parties and their Relationship:**

**a) Subsidiary Company:**

1. EVAGRACE PHARMA PRIVATE LIMITED
2. RITZ FORMULATIONS PRIVATE LIMITED
3. SUNGRACE PHARMA PRIVATE LIMITED
4. AZILLIAN HEALTHCARE PRIVATE LIMITED

**b) Key Management Personnel:**

SAMIR D SHAH	MANAGING DIRECTOR
PRADIP K MEHTA	CHIEF FINANCIAL OFFICER (UPTO 12/08/2019)
JAY S SHAH	CHIEF FINANCIAL OFFICER (W.E.F. 12/08/2019)
DILIPKUMAR B SHAH	CHIEF EXECUTIVE OFFICER (W.E.F 29/05/2019)
DEEPIKA MILAN UNDHAND	COMPANY SECRETARY (UPTO 01/06/2019)
PUNEETA SHARMA	COMPANY SECRETARY (W.E.F 01/06/2019)

**c) Independent AND Non-Executive Directors:**

DINESHKUMAR SEVANTILAL SHAH	Independent Director
VIJAY JASVANTLAL SHAH	Independent Director
ANKUR AMIRAM DAVE	Independent Director
NISARG ANILBHAI SHAH	Independent Director (UPTO 28/02/2020)
TANVI SAMIRBHAI SHAH	Non-Executive Director
SWATI V SHAH	Non-Executive Director (W.E.F 29/05/2020)

**e) Relatives of Key Management Personnel:**

<u>Name</u>	<u>Relationship</u>
TANVI S SHAH	Wife of Samir Shah

**f) Enterprises over which key management personnel are able to exercise significant influence:**

<u>Name of enterprise</u>	<u>Director/Partner/Employee</u>
MEDICO HEALTHCARE	Partnership firm in which Samir Shah and Dilip Shah are Parnter
OXFORD PHARMA	Partnership firm in which Samir Shah and Dilip Shah are Parnter

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2020

**NOTE - 24 - RELATED PARTY DISCLOSURES NATURE OF RELATIONSHIP AND TRANSACTION WITH RELATED PARTIES: (CONTD.....)****2a) Related Party Transactions entered during the year:**

Particulars	Enterprises trusts over which significant influence exercised by key management personnel		Subsidiary Company		Key Managerial Persons		Other Related Parties		Total	
	March 31,2020	March 31,2019	March 31,2020	March 31,2019	March 31,2020	March 31,2019	March 31,2020	March 31,2019	March 31,2020	March 31,2019
Purchase of goods	120739351		4731560						125,470,911	
Sale of goods	27308284		27539609				0	117434	54,847,893	117,434
Arrangement Fees Paid										
Rent/Vehicle Hire Charges paid	300000				75000				375,000	
Dividend paid									-	
Dividend received									-	
Interest Paid					1,180,487	60,693			1,180,487	60,693
Discount Allowed									-	
Loans Taken					48,560,000	932,065			48,560,000	932,065
loans Repayment					30,900,000				30,900,000	
Remuneration on A/c of Salary & Perquisites					2,027,240	871,080			2,027,240	871,080

**2b) Balance Outstanding at the end of the Financial Year:**

Particulars	Enterprises trusts over which significant influence exercised by key management personnel		Subsidiary Company		Key Managerial Persons		Other Related Parties		Total	
	March 31,2020	March 31,2019	March 31,2020	March 31,2019	March 31,2020	March 31,2019	March 31,2020	March 31,2019	March 31,2020	March 31,2019
Receivable/(Payable) on account of goods sale/services rendered/received	21365985	0	11210260	0	0	0	0	0	32576245	0
Receivable on account of Security deposit/ Prepaid Lease	0	0	0	0	-	-	-	-	0	0
Payable on account of Loans Taken	0	0	0	0	19654504	932065	0	0	19654504	932065

**NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2020**
**NOTE - 25 - SEGMENTAL REPORTING FOR THE YEAR ENDED ON 31ST MARCH, 2020 IS AS UNDER.**
**(A) On the basis of Business Segments :**

Particulars	FY 2019-20			FY 2018-19		
	Trading	Finance	Total	Trading	Finance	Total
External Revenues	469572901.3	0	469572901.3	99531328.32	3,522,086.62	103,053,414.94
Internal Segment Revenues			0		-	-
Other Non-allocable Income			0			37,235.40
Total Revenues	469572901.3	0	469572901.3	99531328.32	3,522,086.62	103,090,650.34
Less: Elimination			0		-	-
<b>Total Revenues</b>	<b>469572901.3</b>	<b>0</b>	<b>469572901.3</b>	<b>99531328.32</b>	<b>3,522,086.62</b>	<b>103,090,650.34</b>
External Expenses	454211122.5		454211122.5	92800192.02	0	92800192.02
Other Non-allocable Expenses			0	0	0	
Non reportable Segment Revenue			0	0	0	0
Other Income			0	0	0	0
Interest Cost			0	0	0	0
<b>Total Expenditure</b>	<b>454211122.5</b>	<b>0</b>	<b>454211122.5</b>	<b>92800192.02</b>	<b>0</b>	<b>92800192.02</b>
Provision for Taxes/ Deferred Tax	4177927		4177927	0	0	2699186.25
<b>NET PROFIT</b>	<b>11183851.76</b>	<b>0</b>	<b>11183851.76</b>	<b>6731136.3</b>	<b>3522086.62</b>	<b>7591272.07</b>
<b>OTHER INFORMATION</b>						
Segment Assets	191711753.4	0	191711753.4	71,004,220.00	8,226,475.00	79,230,695.00
Unallocable Corporate Assets			0	-	-	11,972,100.71
<b>TOTAL ASSETS</b>	<b>191711753.4</b>	<b>0</b>	<b>191711753.4</b>	<b>71,004,220.00</b>	<b>8,226,475.00</b>	<b>91,202,795.71</b>
Segment Liabilities	140261206.7	0	140261206.7	48,944,514.00	932,065.00	49,876,579.00
Unallocable Liabilities			0	-	-	1,059,521.84
<b>TOTAL LIABILITIES</b>	<b>140261206.7</b>	<b>0</b>	<b>140261206.7</b>	<b>48,944,514.00</b>	<b>932,065.00</b>	<b>50,936,100.84</b>
<b>CAPITAL EXPENDITURE</b>				-	-	-
Segment Capital Expenditure	1408675		1408675	-	-	-
Unallocable Capital Expenses			0		-	18,721.00
<b>TOTAL CAPITAL EXPENDITURE</b>	<b>1408675</b>	<b>0</b>	<b>1408675</b>	<b>0</b>	<b>-</b>	<b>18,721.00</b>
<b>DEPRECIATION &amp; AMORTISATION</b>				-	-	-
Segment Depreciation & Amortisement	245018		245018	-	-	-
Unallocated Depreciation & Amortisement	0			32,080	-	32,080.00
<b>TOTAL DEPRECIATION &amp; AMORTISEMENT</b>	<b>245018</b>	<b>0</b>	<b>245018</b>	<b>32,080.00</b>	<b>-</b>	<b>32,080.00</b>

**(B) Other Disclosure :-**

1. Segments have been identified in line with the Indian Accounting Standard on Segment Reporting (IND AS-108) taking into account the organization structure as well as the differential risks and returns of these segments.
2. The Company has disclosed Business Segment as the primary segment.
3. The Segment Revenues, Results, Assets and Liabilities include the respective amount identifiable to each of the segment and amounts allocated on a reasonable basis.

**Note :-** Above details compiled by the Management and relied upon by the Auditors.

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2020

**NOTE - 26 - FAIR VALUE MEASUREMENTS:****a. Financial instruments by category:**

Particulars	As at March 31, 2020		As at March 31, 2019	
	FVOCI	Amortised cost	FVOCI	Amortised cost
<i>Financial Assets</i>				
Investments				
- Equity / Pref instruments	-	35,720,000	-	300,000
Trade receivables	-	126,667,180	-	64,689,262
Cash and cash equivalents	-	1,378,848	-	11,496,517
Loans	-	-	-	7,926,475
<b>Total financial asset</b>	<b>-</b>	<b>163,766,027</b>	<b>-</b>	<b>84,412,254</b>
<i>Financial Liabilities</i>				
Borrowings	-	85,521,006	-	932,065
Other Financial Liabilities	-	-	-	-
<b>Total financial liabilities</b>	<b>-</b>	<b>85,521,006</b>	<b>-</b>	<b>932,065</b>

**b. Fair value hierarchy:**

Financial assets and liabilities measured at fair value - March 31 2020	Notes	Level 1	Level 2	Level 3	Total
<i>Financial Assets</i>					
Investments					
- Equity / Pref instruments		-	-	-	-
<b>Total financial asset</b>	-	-	-	-	-
Financial assets and liabilities measured at amortised cost - March 31 2020	Notes	Level 1	Level 2	Level 3	Total
<i>Financial Assets</i>					
Investments					
- Equity / Pref instruments	3		-	35,720,000	35,720,000
Trade receivables	7	-	-	126,667,180	126,667,180
Cash and cash equivalents	8	-	-	1,378,848	1,378,848
Loans	4	-	-	-	-
<b>Total financial asset</b>		<b>-</b>	<b>-</b>	<b>163,766,027</b>	<b>163,766,027</b>
<i>Financial Liabilities</i>					
Borrowings	12.1	-	-	85,521,006	85,521,006
Other financial liabilities		-	-	-	-
Total financial liabilities		-	-	85,521,006	85,521,006
Financial assets and liabilities measured at fair value - March 31 2019	Notes	Level 1	Level 2	Level 3	Total
<i>Financial Assets</i>					
Investments					
- Equity / Pref instruments		-	-	-	-
<b>Total financial asset</b>		<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>



**NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2020**

**NOTE - 26 - FAIR VALUE MEASUREMENTS: (CONTD.....)**

**b. Fair value hierarchy:**

Financial assets and liabilities measured at amortised cost - March 31 2019	Notes	Level 1	Level 2	Level 3	Total
<i>Financial Assets</i>					
Investments					
- Equity / Pref instruments	3		-	300,000	300,000
Trade receivables	7	-	-	64,689,262	64,689,262
Cash and cash equivalents	8	-	-	11,496,517	11,496,517
Loans	4	-	-	7,926,475	7,926,475
<b>Total financial asset</b>		-	-	<b>84,412,254</b>	<b>84,412,254</b>
<i>Financial Liabilities</i>					
Borrowings	12.1	-	-	932,065	932,065
Other financial liabilities		-	-	-	-
<b>Total financial liabilities</b>		-	-	<b>932,065</b>	<b>932,065</b>

\*Fair value of instruments is classified in various fair value hierarchies based on the following three levels:

Level 1: Level 1 hierarchy includes financial instruments measured using quoted prices.

Level 2: The fair value of financial instruments that are not traded in an active market is determined using valuation techniques, which maximise the use of observable market data and rely as little as possible on entity specific estimates. If significant inputs required to fair value an instruments are observable, the instrument is included in Level 2.

Level 3: If one or more of the significant inputs are not based on observable market data, the instruments is included in level 3.

Management uses its best judgement in estimating the fair value of its financial instruments. However, there are inherent limitations in any estimation technique. Therefore, for substantially all financial instruments, the fair value estimates presented above are not necessarily indicative of the amounts that the Company could have realized or paid in sale transactions as of respective dates. As such, the fair value of financial instruments subsequent to the reporting dates may be different from the amounts reported at each reporting date.

**NOTES - 27 - IMPACT ASSESSMENT OF THE GLOBAL HEALTH PANDEMIC- COVID-19 AND RELATED ESTIMATION UNCERTAINTY:**

During the last few months the global Pandemic Covid-19 has had significant impact on the economic activity globally and in India and is disrupting supply chains with closing of national and state borders and also imposing of lock down and the economic activity have come to a grinding halt. Post announcement by WHO as a global pandemic, numerous steps have been taken by the Government and the companies to contain the spread of virus. The Central and most State governments have lifted the lockdown partially from May 2020 to allow economic activity , the company belongs to trading of essential medicines, there is no big impact on supply chain of the business during the lockdown period because government given special relaxation for operating medicine related business during the lockdown periods.

However the extent to which the business/operations of the company shall be impacted due to various uncertainties arising from Covid-19 shall depend on future developments that are highly uncertain and it may take time for the demand to get to full normalcy. There may be delays beyond usual credit terms from customers.

The Company as a measure of prudence has initiated the following actions:

- a) focus on reducing costs
- b) managing customer exposure and continuous monitoring of their financial health
- c) monitoring cash inflows and outflows with specific focus on maintaining liquidity by actively following up for recovery of receivables and managing vendor payments
- d) Re-engineering the operations to achieve efficiencies.

The Company has made an assessment on measurement of assets and liabilities including recoverability of carrying values of its assets, its liquidity position and ability to repay its debts for the next one year, and concluded that no material adjustments are considered necessary.

However, the actual impact may be different from that estimated as at the date of approval of these financial statements and the company will continue to closely monitor any material changes to the assumptions made or future economic conditions.

**NOTE - 28 - FINANCIAL RISK MANAGEMENT:**

The Company is exposed to market risk (fluctuation in foreign currency exchange rates, price and interest rate), liquidity risk and credit risk, which may adversely impact the fair value of its financial instruments. The Company assesses the unpredictability of the financial environment and seeks to mitigate potential adverse effects on the financial performance of the Company.

**(A) Market risk**

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises of currency risk, interest rate risk and price risk. Financial instruments affected by market risk include loans and borrowings, trade receivables and trade payables involving foreign currency exposure. The sensitivity analyses in the following sections relate to the position as at March 31, 2020 and March 31, 2019.

The sensitivity of the relevant profit or loss item is the effect of the assumed changes in respective market risks. This is based on the financial assets and financial liabilities held at 31 March 2020 and 31 March 2019.

**(i) Foreign currency exchange rate risk**

Foreign currency risk is the risk that fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rate. The company is exposed to foreign currency risk due to import of materials. The company measures risk through sensitivity analysis. As on March 31, 2020 no outstanding amount is payable for purchase of imported material.

**ii) Interest rate risk**

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of change in market interest rates. The Company's exposure to the risk of changes in market interest rates relates primarily to the Company's debt obligations with floating interest rates. As the Company has certain debt obligations with floating interest rates, exposure to the risk of changes in market interest rates are dependent of changes in market interest rates. Management monitors the movement in interest rate and, wherever possible, reacts to material movements in such rates by restructuring its financing arrangement.

As the Company has no significant interest bearing assets, the income and operating cash flows are substantially independent of changes in market interest rates.

**B) Credit Risk**

Credit risk is the risk that one party to a financial instrument will cause a financial loss for the other party by failing to discharge an obligation. Credit risk encompasses both, the direct risk of default and the risk of deterioration of credit worthiness.

Credit risk arises primarily from financial assets such as trade receivables, investments in mutual funds, cash and cash equivalent and other balances with banks.

In respect of trade receivables, credit risk is being managed by the company through credit approvals, establishing credit limits and continuously monitoring the creditworthiness of customers to which the company grants credit terms in the normal course of business. All trade receivables are also reviewed and assessed for default on a regular basis. The concentration of credit risk is limited due to the fact that the customer base is large.

**NOTE - 29** - Previous year figures have been regrouped/reclassified wherever necessary to correspond with current year classification/disclosure.

The accompanying notes are an integral part of these financial statements

As per our report of even date

**For V. GOSWAMI & CO,**

Chartered Accountants

FRN : 0128769W

Sd/-

**Nilesh Purohit**

Partner

M.No. 162541

**Place : Ahmedabad**

**Dated : 30/06/2020**

**For and on behalf of the board**

Sd/-

**Tanvi Shah**

Chairman

Din:-08192047

Sd/-

**Jay Shah**

Chief Financial officer

PAN No.: CZOPS1007A

Sd/-

**Samir Shah**

Managing Director

Din:-03350268

Sd/-

**Puneeta Sharma**

Company Secretary

PAN No.: CXOPS0548E

**INDEPENDENT AUDITORS' REPORT ON CONSOLIDATED FINANCIAL STATEMENTS**

TO THE MEMBERS OF  
**MEDICO INTERCONTINENTAL LIMITED**  
 (formerly known as INTERCONTINENTAL LEASING & FINANCE COMPANY LIMITED)

**Report on the Consolidated Financial Statements:**

We have audited the accompanying consolidated financial statements of **MEDICO INTERCONTINENTAL LIMITED (formerly known as INTERCONTINENTAL LEASING & FINANCE COMPANY LIMITED)** ("the Holding company") and its subsidiary (Holding Company and its subsidiary together referred to as "the Group", which comprise the consolidated Balance Sheet as at 31st March, 2020, the consolidated Statement of Profit and Loss, the consolidated Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements give the information required by the Companies Act, 2013 (hereinafter referred to as "the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, (hereinafter referred to as "Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2020, the consolidated profit and total comprehensive income, consolidated changes in equity and its consolidated cash flows for the year ended on that date.

**Basis for Opinion:**

We conducted our audit of the consolidated financial statements in accordance with the Standards on Auditing specified under section 143(10) of the Act (hereinafter referred to as "SAs"). Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (hereinafter referred to as "ICAI") together with the ethical requirements that are relevant to our audit of the consolidated financial statements under the provisions of the Act and the Rules made there under, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

**Emphasis of matter:**

We draw your attention to Note 29 to the consolidated financial statements which explain the uncertainties and the management's assessment of the financial impact due to the lock-downs and other restrictions and conditions related to the COVID-19 pandemic situation, for which a definitive assessment of the impact in the subsequent period is highly dependent upon circumstances as they evolve. Our opinion is not modified in respect of this matter.

**Key audit matters:**

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

<b>Key audit matter</b>	<b>How our audit addressed the key audit matter</b>
Revenue recognition as per Ind AS 115	Our audit procedures included the following:
Refer to Note - 1 (Significant Accounting Policies) and Note - 1.10 (Revenue from operations) of the financial statements.	We evaluated the design and tested operating effectiveness of the relevant controls with respect to revenue recognition including those relating to cut off at year end;
The Company's revenue is principally derived from sale of various medicine products.	We assessed the appropriateness of the revenue recognition accounting policies in line with Ind AS 115 "Revenue from Contracts with Customers";
In accordance with Ind AS 115, revenue from sale of goods is recognized when control of the products being sold is transferred to the customer and when there are no unfulfilled obligations. The performance obligations in the contracts are fulfilled at the time of dispatch,	We performed substantive testing of revenue transactions, recorded during the year by testing the underlying documents which included goods dispatch notes, shipping documents and customer acknowledgments, as applicable;

<p>delivery or upon formal customer acceptance depending on terms of contract with the customer. Revenue is measured at fair value of the consideration received or receivable after deduction of any trade/volume discounts and taxes or duties collected.</p>	<p>We tested manual journal entries posted to revenue to identify unusual items;</p>
<p>We identified revenue recognition as a key audit matter since revenue is significant to the financial statements and is required to be recognized as per the requirements of applicable accounting framework.</p>	<p>We tested, on a sample basis, specific revenue transactions recorded before and after the financial year end date including examination of credit notes issued after the year end to determine whether the revenue has been recognized in the appropriate financial period.</p>
	<p>Based on the above stated procedures, no significant exceptions were noted in revenue recognition.</p>

**Other Information:**

The Holding Company's Board of Directors is responsible for the other information. The other information comprises the information included in the annual report, but does not include the consolidated financial statements and our auditor's report thereon.

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information; we are required to report that fact.

We have nothing to report in this regard.

**Management's Responsibility for the Financial Statements:**

The Holding Company's Board of Directors is responsible for the matters in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these consolidated financial statements that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Company in accordance with the accounting principles generally accepted in India (Indian GAAPs), including the Accounting Standards ('Ind AS') specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.

This responsibility also includes the maintenance of adequate accounting records in accordance with the provision of the Act for safeguarding of the assets of the Company and for preventing and detecting the frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of internal financial control, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

**Auditor's Responsibility:**

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- o Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence

that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- o Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances; Under Section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.
- o Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- o Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- o Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

**Other Matter:**

We did not audit the annual financial statements of four subsidiaries included in the Statement, whose financial information reflects total assets of Rs. 2112.03 lakhs as at 31st March 2020, total revenues of Rs. 3946.22 lakhs, total net profit after tax of Rs. 123.84 lakhs and cash flows (net) of (Rs. 4.52 lakhs) for the year ended on that date, as considered in the Statement. These annual financial statements have been audited by other auditors whose audit reports have been furnished to us by the management, and our opinion in so far as it relates to the amounts and disclosures included in respect of these subsidiaries is based solely on the audit reports of such other auditors, and the procedures performed by us as stated in paragraph above.

Our opinion is not modified in respect of this with respect to our reliance on the work done by and the reports of the other auditors.

**Report on other Legal and Regulatory Requirements:**

1. As required by Section 143(3) of the Act, based on our audit we report that:
  - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
  - b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
  - c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss including Other Comprehensive Income, Consolidated Statement of Changes in Equity and the Consolidated Statement of Cash Flow dealt with by this Report are in agreement with the relevant books of account.
  - d) In our opinion, the aforesaid consolidated financial statements comply with the Ind AS specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.

- e) On the basis of the written representations received from the directors of the Holding Company as on March 31, 2020 taken on record by the Board of Directors of the holding company and reports of the statutory auditors of its subsidiary company, none of the directors is disqualified as on March 31, 2020 from being appointed as a director in terms of Section 164 (2) of the Act.
- f) With respect to the adequacy of the internal financial controls over financial reporting of the Group and the operating effectiveness of such controls, refer to our separate Report in “Annexure – A”. Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Group internal financial controls over financial reporting.
- g) With respect to the other matters to be included in the Auditor’s Report in accordance with the requirements of section 197(16) of the Act, as amended: In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.
- h) With respect to the other matters to be included in the Auditor’s Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:
  - o The Group has not any pending litigations on its financial position in its consolidated financial statements.
  - o The Group did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
  - o There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Group.

For, V. GOSWAMI & CO,  
Chartered Accountants  
(FRN: 0128769W)

Sd/-  
Nilesh Purohit  
(Partner)  
Mem. No.: 162541

Date : 30/06/2020  
Place : Ahmedabad  
UDIN: 20162541AAAABK8896

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### Annexure “A” to the Independent Auditor’s Report

(Referred to in paragraph 1 (f) under “Report on Other Legal and Regulatory Requirement of our report of even date)

#### Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013

We have audited the internal financial controls over financial reporting of **MEDICO INTERCONTINENTAL LIMITED (formerly known as INTERCONTINENTAL LEASING & FINANCE COMPANY LIMITED)** (“the Holding Company”) and its subsidiary as of 31st March, 2020 in conjunction with our audit of the consolidated financial statements of the Company for the year ended on that date.

#### Management’s Responsibility for Internal Financial Controls:

The Respective Board of Directors of the Holding Company and its subsidiary management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India (ICAI). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and

completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

**Auditors' Responsibility:**

Our responsibility is to express an opinion on the Holding Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of internal financial controls and both issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

**Meaning of Internal Financial Controls over Financial Reporting:**

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

**Inherent Limitations of Internal Financial Controls over Financial Reporting:**

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

**Opinion:**

In our opinion, the Holding Company and its subsidiary have, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March, 2020, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India

**For, V. GOSWAMI & CO,**  
**Chartered Accountants**  
**(FRN: 0128769W)**

**Sd/-**  
**Nilesh Purohit**  
**(Partner)**  
**Mem. No.: 162541**

**Date : 30/06/2020**  
**Place : Ahmedabad**  
**UDIN: 20162541AAAABK8896**

**CONSOLIDATED BALANCE SHEET AS AT 31 March, 2020**

Particulars	Note	As at 31 March, 2020	As at 31 March, 2019
<b>ASSETS:</b>			
<b>Non- current Assets</b>			
(a) Property, Plant & Equipment	2.1	11,355,290.00	18,721.00
(b) Intangible Assets	2.2	5,454,112.00	
(c) Financial Assests			
(i) Investments			-
(ii) Loans	3	3,361,000.00	7,926,475.00
(c) Deferred Tax Assets(Net)	4.1	0.00	115,841.00
(d) Other non current Assets			
<b>Sub-total - Non-current Assets</b>		<b>20,170,402.00</b>	<b>8,061,037.00</b>
<b>Current Assets</b>			
(a) Inventories	5	86,772,699.00	6,314,958.00
(b) Financial Assests			
(i) Trade Receivables	6	227,682,098.57	64,689,262.00
(ii) Cash and Cash Equivalents	7	7,788,076.65	11,810,164.71
(iii) Loan	8	11,833,386.48	0
(c) Other Current Assets	9	6,163,986.00	395,564.00
<b>Sub-total - Current Assets</b>		<b>340,240,246.70</b>	<b>83,209,948.71</b>
<b>TOTAL ASSETS</b>		<b>360,410,648.70</b>	<b>91,270,985.71</b>
<b>EQUITY AND LIABILITIES:</b>			
<b>Equity</b>			
(a) Equity Share capital	10	32,490,000.00	32,490,000.00
(b) Other equity	11	31,113,643.04	7,545,586.87
<b>Sub-total -Shareholders' Funds</b>		<b>63,603,643.04</b>	<b>40,035,586.87</b>
<b>Non- current Liabilities</b>			
(a) Financial Liabilities			
(i) Borrowings	12.1	130,774,622.47	1,121,465.00
(ii) Other Financial Liabilities			-
(b) Provisions			-
(c) Deferred tax liab (Net)	4.2	140,689.00	
<b>Sub-total - Non-current Liabilities</b>		<b>130,915,311.47</b>	<b>1,121,465.00</b>
<b>Current Liabilities</b>			
(a) Financial Liabilities			
(i) Borrowings	12.2	5,827,896.20	-
(ii) Trade Payable	13	0.00	-
Due to micor enterprises and small enterprises		31,783,435.00	23,352,777.00
Due to others		107,905,416.08	25,701,635.00
(b) Other Current Liabilities	14	14,792,427.91	459,229.00
(c) Provisions	15	5,582,519.00	600,292.84
<b>Sub-total - Current Liabilities</b>		<b>165,891,694.19</b>	<b>50,113,933.84</b>
<b>TOTAL EQUITY AND LIABILITIES</b>		<b>360,410,648.70</b>	<b>91,270,985.71</b>
Basis of preparation, measurement and significant accounting policies	1		

The accompanying notes are an integral part of these financial statements  
As per our report of even date

**For V. GOSWAMI & CO,**  
Chartered Accountants  
FRN : 0128769W  
Sd/-  
**Nilesh Purohit**  
Partner  
M.No. 162541

Place : Ahmedabad  
Dated : 30/06/2020

**For and on behalf of the board**

Sd/-  
**Tanvi Shah**  
Chairman  
Din:-08192047  
Sd/-  
**Jay Shah**  
Chief Financial officer  
PAN No.: CZOPS1007A

Sd/-  
**Samir Shah**  
Managing Director  
Din:-03350268  
Sd/-  
**Puneeta Sharma**  
Company Secretary  
PAN No.: CXOPS0548E



**CONSOLIDATED STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31st March, 2020**

Particulars	Note	Year ended 31.03.2020 Amt. (Rs.)	Year ended 31.03.2019 Amt. (Rs.)
<b>Revenue:</b>			
Revenue From Operation	16	819635431.73	99,531,328.32
Other Operating Income	17	512106.33	3,559,322.02
<b>Total Revenue</b>		<b>820147538.06</b>	<b>103,090,650.34</b>
<b>Expenses:</b>			
Purchase of Stock in Trade	18	751806622.21	95,279,369.32
Changes in inventories	19	-58439543.43	-6,314,958.00
Employee Benefit Expense	20	32204867.00	1,063,900.00
Depreciation And Amortization Expense	2	1049566.00	32,080.00
Finance cost	21	10952862.58	64,526.60
Other Expenses	22	50555107.53	2,906,382.10
<b>Total Expenses</b>		<b>788129481.89</b>	<b>93,031,300.02</b>
<b>Profit Before Exceptional items</b>		<b>32018056.17</b>	<b>10,059,350.32</b>
<b>Exceptional Items</b>			
Bad Debts		-	-
<b>Profit Before Tax</b>		<b>32018056.17</b>	<b>10,059,350.32</b>
Tax Expense:			
- Current Tax		8342000.00	2,600,293.25
- Deferred Tax		108000.00	98,893.00
<b>Profit For the Year (A)</b>		<b>23568056.17</b>	<b>7,360,164.07</b>
<b>OTHER COMPREHENSIVE INCOME:</b>			
<b>Items that will not be reclassified subsequently to profit or loss</b>			
- Net fair value gain/(loss) on investments in equity instruments through OCI		NIL	NIL
- Loss on fair valuation of defined benefit plans as per actuarial valuation		NIL	NIL
- Deferred tax (expense)/benefit relating to these items		NIL	NIL
<b>OTHER COMPREHENSIVE INCOME FOR THE YEAR (B)</b>		<b>NIL</b>	<b>NIL</b>
<b>TOTAL COMPREHENSIVE INCOME FOR THE YEAR (A+B)</b>		<b>23568056.17</b>	<b>7,360,164.07</b>
<b>Earnings per equity share of face value of Rs. 10/-each</b>			
Basic and Diluted (Rs.)	23	7.25	2.27
Basis of preparation, measurement and significant accounting policies First time adoption of Ind AS 1			

The accompanying notes are an integral part of these financial statements  
As per our report of even date

**For V. GOSWAMI & CO,**

Chartered Accountants

FRN : 0128769W

Sd/-

**Nilesh Purohit**

Partner

M.No. 162541

**Place : Ahmedabad**

**Dated : 30/06/2020**

**For and on behalf of the board**

Sd/-

**Tanvi Shah**

Chairman

Din:-08192047

Sd/-

**Jay Shah**

Chief Financial officer

PAN No.: CZOPS1007A

Sd/-

**Samir Shah**

Managing Director

Din:-03350268

Sd/-

**Puneeta Sharma**

Company Secretary

PAN No.: CXOPS0548E

**CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2020**

Particulars	As At 31.03.2020 Amt. (Rs.)	As At 31.03.2019 Amt. (Rs.)
<b>A. CASH FLOW FROM OPERATING ACTIVITIES :</b>		
a) Net Profit/ (Loss) before tax	32018056.17	10059350.32
b) OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES	<b>32018056.17</b>	<b>10059350.32</b>
<b>Adjustments For:</b>		
Loss on Sale of Fixed Assets		
Depreciation	1049566.00	32080.00
CASH GENERATED FROM OPERATIONS	<b>30968490.17</b>	<b>10091430.32</b>
<b>Adjustments for:</b>		
Decrease/(Increase) Inventories	-80457741.00	-6314958.00
Decrease/(Increase) Tradereceivable	-162992836.57	-51381975.00
Decrease/(Increase) Other Current assets	-5768422.00	-395564.00
Decrease/(Increase) in Current assets loan	-11833386.48	15951634.00
Increase/(Decrease) in Trade Payable	90634439.08	42990612.00
Increase/(Decrease) Current Financial Liabilities-borrowing	5827896.20	
Increase/(Decrease) in Other Current Liabilities and Provisions	46270840.07	335228.39
CASH GENEARATION FROM OPERATINGACTIVITY	<b>-87350720.53</b>	<b>11276407.71</b>
Income tax Paid Net	-50890000.00	-2000000.00
<b>NET CASH FROM/(USED IN) OPERATING ACTIVITIES</b>	<b>-138240720.53</b>	<b>9276407.71</b>
<b>B. CASH FLOW FROM INVESTING ACTIVITIES:</b>		
Purchase of Fixed Assets	-1628006.00	
Purchase of Investment and Intangible assets	-35420000.00	0.00
<b>NET CASH FROM/(USED IN) INVESTING ACTIVITIES</b>	<b>-37048006.00</b>	<b>0.00</b>
<b>C. CASH FLOW FROM FINANCING ACTIVITIES:</b>		
Increase/(Decrease) in Loan and advances	4565475.00	
Increase/(Decrease) in Borrowings	129653157.47	887850.00
<b>NET CASH FROM/(USED IN) FINANCING ACTIVITIES</b>	<b>134218632.47</b>	<b>887850.00</b>
<b>NET INCREASE IN CASH AND CASH EQUIVALENTS</b>	<b>-4022088.06</b>	<b>10164257.71</b>
CASH AND CASH EQUIVALENTS (At the beginning of the year)	11810164.71	1645907.00
CASH AND CASH EQUIVALENTS (At the end of the year)	7788076.65	11810164.71

- The above cash flow statement has been prepared under the "Indirect Method" as set out in Ind AS 7, 'Statement of Cash Flows'.
- Previous Year's figure have been regrouped, rearranged, wherever necessary, to correspond with the current year's classification/disclosure.

As per our report of even date

**For V. GOSWAMI & CO,**

Chartered Accountants

FRN : 0128769W

Sd/-

**Nilesh Purohit**

Partner

M.No. 162541

**Place : Ahmedabad**

**Dated : 30/06/2020**

**For and on behalf of the board**

Sd/-

**Tanvi Shah**

Chairman

Din:-08192047

Sd/-

**Jay Shah**

Chief Financial officer

PAN No.: CZOPS1007A

Sd/-

**Samir Shah**

Managing Director

Din:-03350268

Sd/-

**Puneeta Sharma**

Company Secretary

PAN No.: CXOPS0548E

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2020  
STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31ST MARCH, 2020

	As at 31st March, 2020	As at 31st March, 2019
<b>A. EQUITY SHARE CAPITAL</b>		
Balance at the beginning of the reporting year		
Equity shares of Rs.10/- each issued, subscribed and paid	32,490,000	32,490,000
Changes in Equity Share capital during the year	NIL	NIL
<b>Balance at the end of the reporting year</b>	<b>32,490,000</b>	<b>32,490,000</b>

**B. OTHER EQUITY**

	Reserves and Surplus		Items of Other Comprehensive Income (OCI)	
	Capital Reserve	Retained Earnings	Equity instruments through OCI	Total
<b>Balance As at 1st April, 2018</b>		<b>185,422.80</b>	-	(109,322)
Profit for the year		7,360,164.07	-	7360164.07
Other comprehensive income for the year			-	
<b>Total comprehensive income for the year</b>		<b>7,545,586.87</b>	-	7,360,164
<b>Balance As at 31st March, 2019</b>		<b>7,545,586.87</b>	-	<b>7,250,842.07</b>
<b>Balance As at 1st April, 2019</b>		<b>7,545,586.87</b>	-	7,545,586.87
Profit for the year		23,568,056.17	-	23,568,056.17
Other comprehensive income for the year			-	
<b>Total comprehensive income for the year</b>		<b>31,113,643.04</b>	-	31,113,643.04
Balance As at 31st March, 2020		31,113,643.04	-	31,113,643.04

As per our report of even date

**For V. GOSWAMI & CO,**

Chartered Accountants

FRN : 0128769W

Sd/-

**Nilesh Purohit**

Partner

M.No. 162541

Place : Ahmedabad

Dated : 30/06/2020

**For and on behalf of the board**

Sd/-

**Tanvi Shah**

Chairman

Din:-08192047

Sd/-

**Jay Shah**

Chief Financial officer

PAN No.: CZOPS1007A

Sd/-

**Samir Shah**

Managing Director

Din:-03350268

Sd/-

**Puneeta Sharma**

Company Secretary

PAN No.: CXOPS0548E

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**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2020**
**1.01 Company overview:**

The consolidated financial statements (herein after referred to as “financial statements”) comprise financial statements of The MEDICO INTERCONTINENTAL LIMITED (Formerly Known as M/S. INTERCONTINENTAL LEASING & FINANCE COMPANY LIMITED) (the Parent), its subsidiary (collectively referred as Group) for the year ended March 31, 2020.

MEDICO INTERCONTINENTAL LIMITED (Formerly Known as M/S. INTERCONTINENTAL LEASING & FINANCE COMPANY LIMITED) (“ the company”) was incorporated on August 14,1984 having its registered office at 1-5TH FLOOR, ADIT RAJ ARCADE NR KARMA SHRESHTHA TOWER, 100 FT RD, SATELLITE AHMEDABAD -380015, Gujarat State.The Company is into the business of trading various medicines.

**Basis of preparation and Significant accounting policies:****1.02 Statement of compliance:**

The financial statements of the Company have been prepared in accordance with the Indian Accounting Standards (Ind AS) as per the Companies (Indian Accounting Standards) Rules, 2015 as amended and notified under Section 133 of the Companies Act, 2013 (“the Act”) and other relevant provisions of the Act. The financial statements have been prepared on accrual basis under the historical cost convention. The accounting policies adopted in the preparation of the financial statements are consistent with those followed in the previous year.

**1.03 Basis of preparation and presentation:**

The financial statements have been prepared on the historical cost basis except for certain financial instruments that are measured at fair values at the end of each reporting period.

**1.04 Use of estimates:**

The preparation of the financial statements in conformity with Ind AS requires management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from those estimates. The Management believes that the estimates used in preparation of the financial statements are prudent and reasonable. Future results could differ due to these estimates and the differences between the actual results and the estimates are recognised in the periods in which the results are known / materialise.

**1.05 Current versus non-current classification:**

The company presents assets and liabilities in the balance sheet bases on current/non-current classification. An asset is treated as current when it

- expected to be realised or intended to be sold or consumed in normal operating cycle,
- held primarily for the purpose of trading,
- expected to be realised within twelve months after the reporting period, or
- cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve month after the reporting period.

All other assets are classified as non-current.

A liability is current when it is:

- expected to be settled in normal operating cycle,
- held primarily for the purpose of trading,
- dues to be settled within twelve months after the reporting period, or
- there is no unconditional right to defer the settlement of liability for atleast twelve months after the reporting period.

The Company classifies all other liabilities as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

The operation cycle is the time between the acquisition of assets for processing and their realisation in cash and cash equivalents. The company has identified twelve months as its operating cycle.

**1.06 Property, plant and equipment and other intangible assets:**

**Recognition and measurement:**

Items of property, plant and equipment are measured at cost less accumulated depreciation and accumulated impairment losses, if any.

Cost of an item of property, plant and equipment comprises its purchase price, including import duties and non-refundable purchase taxes, after deducting trade discounts and rebates, any directly attributable cost of bringing the item to its working condition for its intended use and estimated costs of dismantling and removing the item and restoring the site on which it is located.

Any gain or loss on disposal of an item of property, plant and equipment is recognised in statement of profit or loss.

**Depreciation and amortisation:**

Depreciation, on fixed assets, based on useful life of the assets as prescribed in Schedule II to the Companies Act, 2013, on Written Down Value (WDV) method. Depreciation on additions during the year is provided on prorata time basis.

**1.07 Inventories:**

Inventories are valued at the lower of cost and the net realisable value after providing for obsolescence and other losses, where considered necessary. Cost of inventory includes cost of purchase and other costs incurred in bringing the inventories to their present location and condition.

**1.08 Cash and cash equivalents (for purposes of Cash Flow Statement):**

Cash comprises cash on hand and demand deposits with banks. Cash equivalents are short-term balances (with an original maturity of three months or less from the date of acquisition), highly liquid investments that are readily convertible into known amounts of cash and which are subject to insignificant risk of changes in value.

**1.09 Cash flow statement:**

Cash flows are reported using the indirect method, whereby profit / (loss) before extraordinary items and tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating, investing and financing activities of the Company are segregated based on the available information.

**1.10 Revenue recognition:**

Revenue is measured at the fair value of the consideration received or receivable. Amounts disclosed as revenue are net of returns, trade allowances, rebates, GST and amounts collected on behalf of third parties.

**Sale of products:**

Timing of recognition- Revenue from sale of products is recognized when control of the products is Transferred to customers based on the terms of sale.

Measurement of revenue- Revenue from sales is based on the price specified in the sales contracts, net of all expected discounts and returns in relation to sales made until the end of the reporting period.

No element of financing is deemed present as the sales are made with credit terms consistent with market practices. A receivable is recognized when the goods are dispatched, delivered or upon formal customer acceptance depending on terms of contract with the customer.

**Other income:**

Interest income is accounted on accrual basis.

All other income is recognised on accrual basis.

**1.11 Employee benefits:**

**Short Term Employee Benefits:**

Short-term employee benefit obligations are measured on an undiscounted basis and are expensed as the related service is provided. A liability is recognised for the amount expected to be paid if the Company has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee, and the amount of obligation can be estimated reliably.

**Defined contribution plans:**

The Company's contribution to provident fund is considered as defined contribution plans and is charged as an expense as they fall due based on the amount of contribution required to be made.

**1.12 Borrowing costs:**

Borrowing costs include interest, amortisation of ancillary costs incurred and exchange differences arising from foreign currency borrowings to the extent they are regarded as an adjustment to the interest cost. Costs in connection with the borrowing of funds to the extent not directly related to the acquisition of qualifying assets are charged to the Statement of Profit and Loss over the tenure of the loan. Borrowing costs, allocated to and utilised for qualifying assets, pertaining to the period from commencement of activities relating to construction / development of the qualifying asset upto the date of capitalisation of such asset is added to the cost of the assets. Capitalisation of borrowing costs is suspended and charged to the Statement of Profit and Loss during extended periods when active development activity on the qualifying assets is interrupted.

**1.13 Earnings per share:**

Basic earnings per share is computed by dividing the profit / (loss) after tax (including the post tax effect of extraordinary items, if any) by the weighted average number of equity shares outstanding during the year.

**1.14 Taxes on income:****Current tax:**

The tax currently payable is based on taxable profit for the year. Taxable profit differs from 'profit before tax' as reported in the statement of profit and loss because of items of income or expense that are taxable or deductible in other years and items that are never taxable or deductible. The Company's current tax is calculated using tax rates that have been enacted or substantively enacted by the end of the reporting period.

**Deferred tax:**

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognised for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised. Such deferred tax assets and liabilities are not recognised if the temporary difference arises from the initial recognition (other than in a business combination) of assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realised, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Company expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

**1.15 Contingent liabilities:**

A contingent liability exists when there is a possible but not probable obligation, or a present obligation that may, but probably will not, require an outflow of resources, or a present obligation whose amount cannot be estimated reliably. Contingent liabilities do not warrant provisions, but are disclosed unless the possibility of outflow of resources is remote.

**1.16 Segment Reporting:**

Segments are identified based on dominant source and nature of risks and returns and internal financial reporting system to the management. Inter segment revenue are accounted for on the basis of transactions which are primarily market led. Revenue and expenses which relate to enterprises as a whole and are not attributable to segments are included under "Other Unallocable Expenditure Net of Unallocable Income."

**1.17 Investments and other financial assets:**

**i) Classification:**

The Company classifies its financial assets in the following measurement categories:

- those to be measured subsequently at fair value (either through other comprehensive income, or through profit or loss), and
- those measured at amortised cost.

The classification depends on the entity's business model for managing the financial assets and the cash flows.

For assets measured at fair value, gains and losses will either be recorded in Statement of profit or loss or other comprehensive income. For investments in debt instruments, this will depend on the business model in which the investment is held. For investments in equity instruments, this will depend on whether the Company has made an irrevocable election at the time of initial recognition to account for equity investment at fair value through other comprehensive income.

The Company reclassifies debt investments when and only when its business model for managing those assets changes.

**ii) Measurement:**

At initial recognition, the company measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss, transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at fair value through profit or loss are expensed in profit or loss.

**iii) Debt instruments:**

Subsequent measurement of debt instruments depends on the Company's business model for managing the asset and the cash flow characteristics of the asset. There are three measurement categories into which the Company classifies its debt instruments.

**iv) Amortised cost:**

Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortised cost. A gain or loss on a debt investment that is subsequently measured at amortised cost and is not part of a hedging relationship is recognised in profit or loss when the asset is derecognised or impaired. Interest income from these financial assets is included in finance income using the effective interest rate method.

**v) Fair value through other comprehensive income (FVOCI):**

Assets that are held for collection of contractual cash flows and for selling the financial assets, where the assets' cash flows represent solely payments of principal and interest, are measured at fair value through other comprehensive income (FVOCI). Movements in the carrying amount are taken through OCI, except for the recognition of impairment gains or losses, interest revenue and foreign exchange gains and losses which are recognised in profit and loss. When the financial asset is derecognised, the cumulative gain or loss previously recognised in OCI is reclassified from equity to profit or loss and recognised in other gains/(losses). Interest income from these financial assets is included in other income using the effective interest rate method.

**vi) Fair value through profit or loss:**

Assets that do not meet the criteria for amortised cost or FVOCI are measured at fair value through profit or loss. A gain or loss on debt investment that is subsequently measured at fair value through profit or loss is recognised in profit or loss and presented net in the statement of profit and loss in the period in which it arises. Interest income from these financial assets is included in other income.

**vii) Financial liabilities:**

Financial liabilities are subsequently carried at amortized cost using the effective interest method.

**viii) Investments in subsidiaries:**

Investments in subsidiaries, associates and joint ventures are carried at cost in the separate financial statements.

**ix) Equity instruments:**

An equity instrument is a contract that evidences residual interest in the assets of the company after deducting all of its liabilities. Incremental costs directly attributable to the issuance of equity instruments are recognized as a deduction from equity instrument net of any tax effects.

**1.18 Basis of consolidation:**

The Parent Company consolidates entities which it owns or controls and applies equity method of accounting where the Company has significant influence over the other entity.

**Consolidation of subsidiary:**

The Parent Company controls an entity when it is exposed, or has rights, to variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. Power is demonstrated through existing rights that give the current ability to direct the relevant activities of the entity that significantly affect the entity's returns.

Subsidiary is consolidated from the date control commences until the date control ceases.

Consolidated financial statements combine like items of assets, liabilities, equity, income, expenses and cash flows of the Parent Company with those of the subsidiary. For this purpose, income and expenses of the subsidiary are based on the amounts of the assets and liabilities recognised in the consolidated financial statements at the acquisition date. Offset the carrying amount of the Parent Company's investment in subsidiary and the Parent Company's portion of the equity of each subsidiary. Intragroup transactions, balances and unrealized gains and losses on transactions between entities of group are eliminated. Intragroup losses may indicate an impairment that requires recognition in the consolidated financial statements. Ind AS 12, Income taxes, applies to temporary differences that arise from the elimination of profit and losses resulting from intragroup transactions.

Consolidated financial statements are prepared using uniform accounting policies for like transactions and events in similar circumstances.

Non-controlling interests in the profit or loss and equity of subsidiary are shown separately in the consolidated financial statements of profit and loss and consolidated statement of changes in equity respectively.

**1.19 Previous year figures:**

Previous Year's figures have been regrouped/reclassified, wherever necessary, to correspond with the current year's classification/disclosures.



**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31ST MARCH, 2020**
**NOTE - 2.1 : PROPERTY, PLANT AND EQUIPMENT:**

Particulars	Land Freehold	Furniture and fixtures	Office Equip-ment	Godown Building	Plant & Machinery	Dies, Moulds & Tools	Computer	Vehicles	Total
<b>Year ended March 31, 2019</b>									
Opening gross carrying amount	-	-	-	-	-	-	96,240	-	96,240
Additions	-	-	-	-	-	-	-	-	-
Disposals	-	-	-	-	-	-	-	-	-
Closing gross carrying amount	-	-	-	-	-	-	96,240	-	96,240
<b>Accumulated depreciation and impairment</b>									
Opening accumulated depreciation	-	-	-	-	-	-	45,439	-	45,439
Adjustment During the year	-	-	-	-	-	-	-	-	-
Depreciation charge during the year	-	-	-	-	-	-	32,080	-	32,080
Closing accumulated depreciation and impairment	-	-	-	-	-	-	77,519	-	77,519
Net carrying amount	-	-	-	-	-	-	18,721	-	18,721
<b>Year ended March 31, 2020</b>									
Opening gross carrying amount	-	1,765,538	447,042	7,578,486	1,116,461	-	723,385	5,526,313	17,157,225
Additions	-	99,000	-	-	134,055	-	312,346	1,082,605	1,628,006
Disposals	-	-	-	-	-	-	-	-	-
Closing gross carrying amount	-	1,864,538	447,042	7,578,486	1,250,516	-	1,035,731	6,608,918	18,785,231
<b>Accumulated depreciation and impairment</b>									
Opening accumulated depreciation	-	993,002	160,806	1,428,236	547,704	-	672,557	2,639,966	6,442,271
Depreciation charge during the year	-	80,150	42,255	194,963	61,336	-	93,092	515,874	987,670
Closing accumulated depreciation and impairment	-	1,073,152	203,061	1,623,199	609,040	-	765,649	3,155,840	7,429,941
Net carrying amount	-	791,386	243,981	5,955,287	641,476	-	270,082	3,453,078	11,355,290

**NOTE - 2.2 - INTANGIBLE ASSETS:**

Particulars								Goodwill	Total
<b>Year ended March 31, 2019</b>									
Opening gross carrying amount	-	-	-	-	-	-	-	-	-
Additions	-	-	-	-	-	-	-	-	-
Disposals	-	-	-	-	-	-	-	-	-
Closing gross carrying amount	-	-	-	-	-	-	-	-	-
<b>Accumulated depreciation and impairment</b>									
Opening accumulated depreciation	-	-	-	-	-	-	-	-	-
Adjustment During the year	-	-	-	-	-	-	-	-	-
Depreciation charge during the year	-	-	-	-	-	-	-	-	-
Closing accumulated depreciation and impairment	-	-	-	-	-	-	-	-	-
Net carrying amount	-	-	-	-	-	-	-	-	-
<b>Year ended March 31, 2020</b>									
Opening gross carrying amount	-	-	-	-	-	-	-	7,268,426	7,268,426
Additions	-	-	-	-	-	-	-	-	-
Disposals	-	-	-	-	-	-	-	-	-
Closing gross carrying amount	-	-	-	-	-	-	-	7,268,426	7,268,426
<b>Accumulated depreciation and impairment</b>									
Opening accumulated depreciation	-	-	-	-	-	-	-	1,752,418	1,752,418
Depreciation charge during the year	-	-	-	-	-	-	-	61,896	61,896
Closing accumulated depreciation and impairment	-	-	-	-	-	-	-	1,814,314	1,814,314
Net carrying amount	-	-	-	-	-	-	-	5,454,112	5,454,112

MEDICO INTERCONTINENTAL LIMITED has acquired AZILLIAN HEALTHCARE PVT LTD (AHPL) during the FY 2019-20, the excess of cost of investment in AHPL over the portion of EQUITY in AHPL amounting Rs. 5268426.00 had been treated as Goodwill on consolidation.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2020

Particulars	As At 31.03.2020 Amt. (Rs.)	As At 31.03.2019 Amt. (Rs.)
<b>NOTE - 3 - NON-CURRENT LOANS:</b>		
<b>(Unsecured, considered good except stated otherwise)</b>		
Advance recoverable in cash or kind or for value to be received	-	
ASHAPURA HOUSING P LTD, MUMBAI		152,318.00
OFFICE (MUMBAI) RENT DEPOSIT		10,000.00
OPTIONS INFRA PROJECT PVT LTD, MUMBAI		87,635.00
PROFIN CAPITAL SERVICES LTD		-100,000.00
SAMYA INTERNATIONAL		7,776,522.00
PURE AND CURE HEALTHCARE PVT LTD	30000	
RENT DEPOSIT A/C (D), AHMEDABAD	36000	
ROYAL LABS DEPOSIT	3250000	
GODOWN DEPOSIT	15000	
PACKING MATERIAL DEPOSIT	12000	
Akums Drugs and Pharma Ltd	18000	
	<b>3,361,000.00</b>	<b>7,926,475.00</b>
<b>NOTE - 4 - DEFERRED TAX:</b>		
<b>4.1 Deferred tax assets-Net</b>		
Deferred tax assets-Net	0	115,841.00
	-	<b>115,841.00</b>
<b>4.2 Deferred tax liabilities-Net</b>		
Deferred tax liabilities-Net	263872	-
Deferred tax assets-Net	123183	
	<b>140,689.00</b>	-
<b>NOTE - 5 - INVENTORIES:</b>		
FINISHED GOODS	86772699.00	6,314,958.00
	<b>86,772,699.00</b>	<b>6,314,958.00</b>
<b>NOTE - 6 - TRADE RECEIVABLES:</b>		
UNSECURED, CONSIDERED GOOD	227682098.57	64,689,262.00
	<b>227,682,098.57</b>	<b>64,689,262.00</b>
* Confirmation of Trade receivable Parties are not available.		
<b>NOTE - 7 - CASH AND CASH EQUIVALENTS:</b>		
<b>Cash Balance</b>		
CASH ON HAND	815776.50	935,213.00
<b>Balance with Bank</b>		
IN CURRENT ACCOUNT*	6972300.15	10,874,951.71
(*Current account with ICICI BANK, IDBI BANK AND STANDARD CHARTERED BANK)		
	<b>7,788,076.65</b>	<b>11,810,164.71</b>

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2020**

Particulars	As At	As At
	31.03.2020	31.03.2019
	Amt. (Rs.)	Amt. (Rs.)

**NOTE - 8 - FINANCIAL ASSETS-LOAN:**

Advances given for For Purchase	11759552.48	
Advances given for For Expenses	73834	
	<b>11,833,386.48</b>	<b>-</b>

**NOTE - 9 - OTHER CURRENT ASSETS:**

SECURITY DEPOSITS BAJAJ FORMU	40000	
SECURITY DEPOSITS -EMBARK LIFE	13000	5,000.00
REKHA PRAJAPATI -DEPOSIT	23000	
TDS [COMM& PRO.FEES] RECEIVAB	0	96,542.00
TDS [INTREST] RECEIVABLE	33622	159,177.00
PRE-PAID EXP.	1003016	31,723.00
ADVANCE TAX	1400000	-
INCOME TAX REFUND	0	48,580.00
ADVANCE TO SUPPLIER FOR GOODS AND SERVICES	1541315	47,378.00
GST RECEIVABLE	2110033	7,164.00
	<b>6,163,986.00</b>	<b>395,564.00</b>

**NOTE - 10 - EQUITY SHARE CAPITAL:**
**Authorized :**

10000000(P.Y. 10000000) Equity Shares of Rs. 10/- each	10,00,00,000	10,00,00,000
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**Issued, Subscribed and Paid-up:\***

3242900 (P.Y. 3242900) Equity Shares of Rs. 10/- each	32,490,000.00	32,490,000.00
	<b>32,490,000.00</b>	<b>32,490,000.00</b>

a. The reconciliation of the number of outstanding shares as at 31st March 2020 and 31st March, 2019 is set out below:

Particulars	As at 31.03.2020		As at 31.03.2019	
	Number of Shares	Amount	Number of Shares	Amount
Shares outstanding at the beginning of the year	3,249,000	32,490,000	3,249,000.00	32,490,000.00
Add: issue during the year	NIL	NIL	NIL	NIL
Shares outstanding at the end of the year	3,249,000	32,490,000	3,249,000.00	32,490,000.00

b. The Company has only one class of equity shares having a par value of Rs. 10/- per share . Each holder of equity share is entitled to same rights based on the number of shares held.

c. Shares in the Company held by each shareholders holding more than 5% shares:

Particulars	As at 31.03.2020		As at 31.03.2019	
	No. of Shares Held	Percentage of holding	No. of Shares Held	Percentage of holding
Name of Shareholders				
SAMIR SHAH	1,353,500	41.66%	1,281,500	39.44%
DILIPKUMAR BHOGILAL SHAH	423,397	13.03%	423,397	13.03%

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2020

Particulars	As At 31.03.2020 Amt. (Rs.)	As At 31.03.2019 Amt. (Rs.)
<b>NOTE - 11 - OTHER EQUITY:</b>		
Retained earning	31,113,643.04	7,545,586.87
	<b>31,113,643.04</b>	<b>7,545,586.87</b>

**NOTE - 12 - BORROWINGS:****NOTE - 12.1 - NON CURRENT LIABILITIES:****Secured****a. From Canara Bank**

STANDARD CHARTERED BANK	65073955.89	-
Company availed Overdraft and cash credit from Standard Chartered Bank of Rs.8,50,00,000 against Hypothication of Stock & Book debts.		

**b. Term Loan**

ICICI BANK	498393.00	-
HDFC BANK-CAR LOAN	600639.39	
KOTAK MAHINDRA PRIME LTD	19879.00	
KOTAK MAHINDRA BANK	3075154.80	
KOTAK MAHINDRA BANK	9208403.39	
ICICIBANK of Rs.9300000.00 for Tenure 36 Months, Instalments of Rs.29876.00 Per Month against hepothication of vehicles.		
KOTAK MAHINDRA PRIME LTD of Rs.5,00,000 for Tenure 36 Months, Instalments of Rs.15800 per Month against hepothication of vehicles.		
HDFC BANK Rs.2200000 for Tenure 36 Months, Instalments of Rs.44610 Per Month against hepothication of vehicles.		
Company availed Cash credit and term loan from KOTAK MAHINDRABANK LTD of Rs.2,00,00,000 against Hypothication of Stock & Book debts.		

**Unsecured**

Loans from Director	0.00	1,121,465.00
	52298197.00	-
	<b>130,774,622.47</b>	<b>1,121,465.00</b>

**NOTE - 12.2 - CURRENT LIABILITES:****Term Loan**

Current maturities of long term debts	5303814.20	
Borrowing from others	524082.00	
	<b>5,827,896.20</b>	-

**NOTE - 13 - TRADE PAYABLE:****Unsecured****Trade Payable\***

- Outstanding dues of Micro and Small Enterprises	31783435.00	23,352,777.00
- Others for Goods and Expenses	107905416.1	25,701,635.00
	<b>139,688,851.08</b>	<b>49,054,412.00</b>

\* Disclosure of outstanding dues of Micro and Small Enterprises under Trade Payable is based on the information available with the Company regarding the status of the suppliers as defined under the Micro, Small and Medium Enterprises Development Act, 2006.

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2020**

Particulars	As At 31.03.2020 Amt. (Rs.)	As At 31.03.2019 Amt. (Rs.)
<b>NOTE - 14 - OTHER CURRENT LIABILITIES:</b>		
Statutory due-TDS	818463.25	297789.00
P F PAYABLE	38377	
PROFESSIONAL TAX	8450	600.00
TELEPHONE EXP PAYABLE	7030	
GST PAYABLE	593448.99	114840.00
AUDIT FEES PAYABLE	0	35000.00
ADVERTISMENT EXPS PAYABLE	0	11000.00
PAYABLE FOR EXPENSES	12391382.67	
ADVANCE FROM CUSTOMER	885276	
PAYABLE TO OTHERS	50000	
	<b>14792427.91</b>	<b>459229</b>
<b>NOTE - 15 - PROVISIONS:</b>		
PROVISION FOR TAX	5582519	600,292.84
	<b>5,582,519.00</b>	<b>600,292.84</b>
<b>NOTE - 16 - REVENUE FROM OPERATION:</b>		
SALES AND SERVICES	819,635,431.73	99,531,328.32
	<b>819,635,431.73</b>	<b>99,531,328.32</b>
<b>NOTE - 17 - OTHER INCOME:</b>		
INTEREST INCOME	473276	1,591,246.00
COMMISSION [INCOME]	0	1,930,840.62
INTREST ON INCOME TAX REFUND	0	4,371.00
OTHER INCOME	38830.33	32,864.40
	<b>512,106.33</b>	<b>3,559,322.02</b>
<b>NOTE - 18 - PURCHASE OF STOCK IN TRADE:</b>		
PURCHASE A/C	751,806,622.21	95,279,369.32
	<b>751,806,622.21</b>	<b>95,279,369.32</b>
<b>NOTE - 19 - CHANGE IN INVENTORIES:</b>		
ADD-OPENING STOCK	28,333,155.57	-
LESS-CLOSING STOCK	86,772,699.00	6,314,958.00
	-58,439,543.43	-6,314,958.00
<b>NOTE - 20 - EMLOYEE BENEFIT EXPENSE:</b>		
BONUS	882,801.00	
PF EXPENSES	658,667.00	
STAFF WELFARE	134,302.00	
LEAVE ENCASHMENT EXPS	685,751.00	19,112.00
REMMURATION [DIRECTORS]	2,100,000.00	750,000.00
SALARY A/C	27,743,346.00	294,788.00
	<b>32,204,867.00</b>	<b>1,063,900.00</b>

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2020

Particulars	As At 31.03.2020 Amt. (Rs.)	As At 31.03.2019 Amt. (Rs.)
<b>NOTE - 21 - FINANCE COST:</b>		
INTEREST EXPENSES	10,651,969.13	61,304.00
BANK CHARGES	958.45	3,222.60
PROCESSING CHARGES	299,935.00	
	<b>10,952,862.58</b>	<b>64,526.60</b>
<b>NOTE - 22 - OTHER EXPENSES:</b>		
LISTING FEES	300,000.00	295,000.00
PROFESSIONAL FEES	1,117,035.00	1,065,840.00
AUDITORS REMUNERATION	-	
- For Audit	415,000.00	50,000.00
ROC FILING FEES	702,586.00	25,800.00
OFFICE RENT EXPS	571,597.00	170,709.00
ADVERTISMENT EXP	475,326.00	115,939.00
ANNUAL ISSUER FEES	19,620.00	21,823.00
BSE LTD (EXPENSE)	15,000.00	138,828.00
IMPORT EXPENSE CHARGE	-	10,122.10
EGM/AGM EXPENSE	72,742.00	2,360.00
FOREIGN INVST.LIMITS [EXP]	-	10,000.00
FOREIGN RATE DIFFERENCE EXP	-	12,537.00
FREIGHT EXP	948,859.00	2,660.00
FREIGHT EXP [OUTWARD] 5%	2,602,055.40	19,840.00
GODOWN MAINTANANCE	61,300.00	2,500.00
GODOWN RENT [NO 12]	120,000.00	20,000.00
PLATE CHARGES	-	-
PRODUCT PERMISSION CHARGES [E]	59,000.00	-
ROUNDING (OTHER)	-	-
SALE PROMOTION A/C	12,712,857.00	42,212.00
SHARE TRANSFER AGENT FEES	99,507.00	79,517.00
STATIONARY & PRINTING EXP	158,938.50	17,358.00
WAREHOUSING CHARGES(IMPORT)	-	
COMMISSION [EXP]	13,054,259.00	89,906.00
CONVEYANCE [PETROL] EXP.	556,267.35	12,325.00
ELECTRICITY EXPS	500,878.11	60.00
FREIGHT EXP (OUTWARDS)12%	524,392.42	42,832.00
FREIGHT EXP (OUTWARDS)18%	5,478.90	-
KASAR & DISCOUNT	6,994.03	6,334.00
LICENCE FEES	5,000.00	3,000.00
LOAN PROCESS [FINANCE] CHARGES	538,750.00	400,000.00
OFFICE & CANTEEN EXPS	163,944.00	61,989.00
OFFICE [GODOWN] MISCE.EXP.	722,457.25	22,079.00
PROFESSIONAL TAX [FIRM]	4,800.00	2,101.00
LEGAL EXP.	21,885.00	107,255.00
MUNICIPAL TAX	151,158.00	715.00
STATIONERY & PRINTING [EXP]	149,089.00	1,170.00
TRADMARK (LEGAL EXP)	453,600.00	4,500.00
INSURANCE EXPS	251,512.00	12,001.00

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2020**

Particulars	As At 31.03.2020 Amt. (Rs.)	As At 31.03.2019 Amt. (Rs.)
<b>NOTE - 22 - OTHER EXPENSES: (CONTD.....)</b>		
DIGITAL SIGN EXPS	4,000.00	
FOREING INVEST LIMIT EXPS	10,000.00	
OTHER EXPS	398,218.00	37,070.00
COMPUTER EXPS	267,473.40	
DONATION	22,000.00	
OFFICE MAINTENANCE EXPS	82,554.00	
PACKING EXPS	320,294.00	
POSTAGES AND COURIER EXPS	2,808,278.00	
SALES INCENTIVE EXPS	261,621.00	
TELEPHONE EXPS	599,690.32	
ELECTRIC REPAIR EXPS	25,956.00	
MACHINERY R/M/S EXP	258,329.00	
MAINTENANCE [SOFTWARE]	7,000.00	
TOURS AND TRAVELS EXPS	437,794.00	
GST LATE FEES	25,700.00	
VEHICLE EXPS	24,368.00	
ADMIN EXPS	-	
RENT EXPS	1,995,000.00	
REPAIR AND MAINTENANCE	154,548.00	
RATES AND TAXES	88,126.00	
TRAVELLING AND CONVEYANCE	3,401,745.00	
CYLINDER EXPS	29,150.00	
EXPIRE AND DAMANGE GOODS	-	
BAD DEBTS	699,975.00	
DESIGN AND PLATE CHARGES	-	
DISCOUNT	337,942.34	
DONATION	42,000.00	
DRUG BOOKS EXP	70,000.00	
FOOD EXPS	1,934.00	
INTEREST AND LATE FEES	1,500.00	
INTEREST ON TDS	14,649.00	
INVENTORY CHARGES	5,000.00	
TESTING EXPS	9,660.00	
INTERNET EXPS	84,000.00	
RATE DIFFERNCE EXPS	387,784.06	
STAMP DUTY	99,045.00	
BANK CHARGES	17,885.45	
CLEARANCE CHARGE-IMPORT	-	
	<b>50,555,107.53</b>	<b>2,906,382.10</b>

**NOTE - 23 - EARNINGS PER SHARE (EPS):**

a) Weighted Average Number of Equity Shares outstanding during the year	3249000	3,249,000.00
b) Net Profit after tax available for Equity Shareholders (Rs.)	23568056.17	7,360,164.07
c) Basic and Diluted Earnings Per Share (Rs.)	7.25	2.27

The Company does not have any outstanding dilutive potential equity shares.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2020

**NOTE - 24 - CONSOLIDATED SEGMENTAL REPORTING FOR THE YEAR ENDED ON 31ST MARCH, 2020 IS AS UNDER.****(A) On the basis of Business Segments:**

Particulars	FY 2019-20			FY 2018-19		
	Trading	Finance	Total	Trading	Finance	Total
External Revenues	820147538.1	0	820147538.1	99531328.32	3,522,086.62	103,053,414.94
Internal Segment Revenues			0		-	-
Other Non-allocable Income			0			37,235.40
<b>Total Revenues</b>	<b>820147538.1</b>	<b>0</b>	<b>820147538.1</b>	<b>99531328.32</b>	<b>3,522,086.62</b>	<b>103,090,650.34</b>
Less: Elimination			0		-	-
<b>Total Revenues</b>	<b>820147538.1</b>	<b>0</b>	<b>820147538.1</b>	<b>99531328.32</b>	<b>3,522,086.62</b>	<b>103,090,650.34</b>
External Expenses	788129481.9		788129481.9	93031300.02	0	93031300.02
Other Non-allocable Expenses			0	0	0	
Non reportable Segment Revenue			0	0	0	0
Other Income			0	0	0	0
Interest Cost			0	0	0	0
<b>Total Expenditure</b>	<b>788129481.9</b>	<b>0</b>	<b>788129481.9</b>	<b>93031300.02</b>	<b>0</b>	<b>93031300.02</b>
Provision for Taxes/ Deferred Tax	8450000		8450000	0	0	2699186.25
<b>NET PROFIT</b>	<b>23568056.17</b>	<b>0</b>	<b>23568056.17</b>	<b>6500028.3</b>	<b>3522086.62</b>	<b>7360164.07</b>

Particulars	FY 2019-20			FY 2018-19		
	Finance	Total	Trading	Finance	Total	
<b>OTHER INFORMATION</b>						
Segment Assets	360410648.7	0	360410648.7	71,004,220.00	7,926,475.00	78,930,695.00
Unallocable Corporate Assets			0	-	-	12,340,290.71
<b>TOTAL ASSETS</b>	<b>360410648.7</b>	<b>0</b>	<b>360410648.7</b>	<b>71,004,220.00</b>	<b>7,926,475.00</b>	<b>91,270,985.71</b>
Segment Liabilities	296807005.7	0	296807005.7	49,054,412.00	1,121,465.00	50,175,877.00
Unallocable Liabilities			0	-	-	1,059,521.84
<b>TOTAL LIABILITIES</b>	<b>296807005.7</b>	<b>0</b>	<b>296807005.7</b>	<b>49,054,412.00</b>	<b>1,121,465.00</b>	<b>51,235,398.84</b>
<b>CAPITAL EXPENDITURE</b>				-	-	-
Segment Capital Expenditure	1628006		1628006	-	-	-
Unallocable Capital Expenses			0		-	18,721.00
<b>TOTAL CAPITAL EXPENDITURE</b>	<b>1628006</b>	<b>0</b>	<b>1628006</b>	<b>0</b>	<b>-</b>	<b>18,721.00</b>
<b>DEPRECIATION &amp; AMORTISATION</b>				-	-	-
Segment Depreciation & Amortisement	987670		987670	32,080	-	32,080.00
Unallocated Depreciation & Amortisement	0			-	-	-
<b>TOTAL DEPRECIATION &amp; AMORTISEMENT</b>	<b>987670</b>	<b>0</b>	<b>987670</b>	<b>32,080.00</b>	<b>-</b>	<b>32,080.00</b>

**(B) Other Disclosure :-**

1. Segments have been identified in line with the Indian Accounting Standard on Segment Reporting (IND AS-108) taking into account the organization structure as well as the differential risks and returns of these segments.
2. The Company has disclosed Business Segment as the primary segment.
3. The Segment Revenues, Results, Assets and Liabilities include the respective amount identifiable to each of the segment and amounts allocated on a reasonable basis.

**Note :-** Above details compiled by the Management and relied upon by the Auditors.



## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2020

**NOTE - 25 - FAIR VALUE MEASUREMENTS:**
**a. Financial instruments by category:**

Particulars	As at March 31, 2020		As at March 31, 2019	
	FVOCI	Amortised cost	FVOCI	Amortised cost
<i>Financial Assets</i>				
Investments				
- Equity / Pref instruments	-	-	-	-
Trade receivables	-	227,682,099	-	64,689,262
Cash and cash equivalents	-	7,788,077	-	11,810,165
Loans	-	3,361,000	-	7,926,475
<b>Total financial asset</b>	-	<b>238,831,175</b>	-	<b>84,425,902</b>
<i>Financial Liabilities</i>				
Borrowings	-	136,602,519	-	1,121,465
Other Financial Liabilities	-	-	-	-
<b>Total financial liabilities</b>	-	<b>136,602,519</b>	-	<b>1,121,465</b>

**b. Fair value hierarchy:**

Financial assets and liabilities measured at fair value - March 31 2020	Notes	Level 1	Level 2	Level 3	Total
<i>Financial Assets</i>					
Investments					
- Equity / Pref instruments		-	-	-	-
<b>Total financial asset</b>		-	-	-	-
Financial assets and liabilities measured at amortised cost - March 31 2020	Notes	Level 1	Level 2	Level 3	Total
<i>Financial Assets</i>					
Investments					
- Equity / Pref instruments			-	-	-
Trade receivables	6	-	-	227,682,099	227,682,099
Cash and cash equivalents	7	-	-	7,788,077	7,788,077
Loans	3	-	-	3,361,000	3,361,000
<b>Total financial asset</b>		-	-	<b>238831175</b>	<b>238831175</b>
<i>Financial Liabilities</i>					
Borrowings	12.1	-	-	136,602,519	136,602,519
Other financial liabilities		-	-	-	-
<b>Total financial liabilities</b>		-	-	<b>136,602,519</b>	<b>136,602,519</b>
Financial assets and liabilities measured at fair value- March 31 2019	Notes	Level 1	Level 2	Level 3	Total
<i>Financial Assets</i>					
Investments					
- Equity / Pref instruments					
<b>Total financial asset</b>		-	-	-	-

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2020

**NOTE - 25 - FAIR VALUE MEASUREMENTS: (CONTD.....)****b. Fair value hierarchy:**

Financial assets and liabilities measured at amortised cost - March 31 2019	Notes	Level 1	Level 2	Level 3	Total
<i>Financial Assets</i>					
Investments					
- Equity / Pref instruments					
Trade receivables	6	-	-	64,689,262	64,689,262
Cash and cash equivalents	7	-	-	11,810,165	11,810,165
Loans	3	-	-	7,926,475	7,926,475
<b>Total financial asset</b>		-	-	<b>84,425,902</b>	<b>84,425,902</b>
<i>Financial Liabilities</i>					
Borrowings	12.1	-	-	1,121,465	1,121,465
Other financial liabilities		-	-	-	-
<b>Total financial liabilities</b>		-	-	<b>1,121,465</b>	<b>1,121,465</b>

\* Fair value of instruments is classified in various fair value hierarchies based on the following three levels:

**Level 1:** Level 1 hierarchy includes financial instruments measured using quoted prices.

**Level 2:** The fair value of financial instruments that are not traded in an active market is determined using valuation techniques, which maximise the use of observable market data and rely as little as possible on entity specific estimates. If significant inputs required to fair value an instruments are observable, the instrument is included in Level 2.

**Level 3:** If one or more of the significant inputs are not based on observable market data, the instruments is included in level 3.

Management uses its best judgement in estimating the fair value of its financial instruments. However, there are inherent limitations in any estimation technique. Therefore, for substantially all financial instruments, the fair value estimates presented above are not necessarily indicative of the amounts that the Company could have realized or paid in sale transactions as of respective dates. As such, the fair value of financial instruments subsequent to the reporting dates may be different from the amounts reported at each reporting date.

**NOTE - 26 - RELATED PARTY DISCLOSURES NATURE OF RELATIONSHIP AND TRANSACTION WITH RELATED PARTIES:****1 Related Parties and their Relationship:****a) Holding Company**

- Medico Intercontinental Limited  
(formerly known as Intercontinental Leasing and Finance Company Limited)

**b) Key Management Personnel:**

SAMIR D SHAH	MANAGING DIRECTOR
PRADIP K MEHTA	CHIEF FINANCIAL OFFICER (UPTO 12/08/2019)
JAY S SHAH	CHIEF FINANCIAL OFFICER (W.E.F. 12/08/2019)
DILIPKUMAR B SHAH	CHIEF EXECUTIVE OFFICER (W.E.F 29/05/2019)
DEEPIKA MILAN UNDHAND	COMPANY SECRETARY (UPTO 01/06/2019)
PUNEETA SHARMA	COMPANY SECRETARY (W.E.F 01/06/2019)
DILIPKUMAR B SHAH	DIRECTOR
SHARAD B SHAH	DIRECTOR
KHUSHBOO R SHAH	DIRECTOR
TANVI S SHAH	DIRECTOR

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2020

**NOTE - 26 - RELATED PARTY DISCLOSURES NATURE OF RELATIONSHIP AND TRANSACTION WITH RELATED PARTIES: (Contd.....)**
**1 Related Parties and their Relationship:**
**c) Independent AND Non-Executive Directors:**

DINESHKUMAR SEVANTILAL SHAH	Independent Director
VIJAY JASVANTLAL SHAH	Independent Director
ANKUR AMIRAM DAVE	Independent Director
NISARG ANILBHAI SHAH	Independent Director (UPTO 28/02/2020)
TANVI SAMIRBHAI SHAH	Non-Executive Director
SWATI V SHAH	Non-Executive Director (W.E.F 29/05/2020)

**e) Enterprises over which key management personnel are able to exercise significant influence:**

<u>Name of enterprise</u>	<u>Director/Partner/Employee</u>
Sungrace Pharma	Proprietor Ship firm in which Ronak Shah is Proprietor
OXFORD PHARMA	Partnership firm in which Samir Shah is Partner
Ritz Formulations Private Limited	Wholly Owned Subsidiary of Holding Company
Evagrace Pharma Private Limited	Wholly Owned Subsidiary of Holding Company
Azillian Healthcare Private Limited	Wholly Owned Subsidiary of Holding Company
Sungrace Pharma Private Limited	Wholly Owned Subsidiary of Holding Company
FLORA MARKETING	Proprietorship Firm in Which Tanvi Shah is Proprietor
KINGSTON CAFÉ	Proprietor Ship firm in which SAMIR Shah is Proprietor
KINGSTON INFRACON	Partnership firm in which Samir Shah & DILIP SHAH are Partner
MEDICO HEALTHCARE	Partnership firm in which Samir Shah & DILIP SHAH are Partner
RITZ PHARMA	Partnership firm in which Samir Shah & DILIP SHAH are Partner

**2a) Related Party Transactions entered during the year:**

Particulars	Enterprises trusts over which significant influence exercised by key management personnel		Key Managerial Persons		Other Related Parties		Total	
	March 31,2020	March 31,2019	March 31,2020	March 31,2019	March 31,2020	March 31,2019	March 31,2020	March 31,2019
Purchase of goods	200696884	0					200,696,884	0
Sale of goods	27758966				0	0	27,758,966	0
Arrangement Fees Paid							-	0
Rent/Vehicle Hire Charges paid	1500000		435000				1,935,000	0
Dividend paid							-	0
Dividend received							-	0
Interest Paid			3,911,717	60,693			3,911,717	60693
Discount Allowed							-	0
Sale Promotion Exp	3085200						3,085,200	0
Loans Taken			76,510,000	1,121,465			76,510,000	1121465
Loans Repayment			31,977,900				31,977,900	0
Remuneration on A/c of Salary & Perquisites			4,236,169	871,080	183,086		4,419,255	871080

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31ST MARCH, 2020

**NOTE - 26 - RELATED PARTY DISCLOSURES NATURE OF RELATIONSHIP AND TRANSACTION WITH RELATED PARTIES: (Contd.....)****2b) Balance Outstanding at the end of the Financial Year:**

Particulars	Enterprises trusts over which significant influence exercised by key management personnel		Key Managerial Persons		Other Related Parties		Total	
	March 31,2020	March 31,2019	March 31,2020	March 31,2019	March 31,2020	March 31,2019	March 31,2020	March 31,2019
Receivable/ (Payable) on account of goods sale/services rendered/ received	-11086619	0	0	0	0	0	-11,086,619	0
Receivable on account of Security deposit/Prepaid Lease	0	0	0	0	0	0	-	0
Payable on account of Loans Taken	0	0	52,337,008	1,121,465	-	-	52,337,008	1121465

**NOTES - 27 - ADDITIONAL INFORMATION REGARDING SUBSIDIARIES COMPANIES:**

YEAR 2018-19								
Name of the Entity	Net Assets, i.e. Total Assets minus Total Liabilities		Share in Profit or Loss		Share in Other Comprehensive Income		Share in Total Comprehensive Income	
	As % of Consolidated Net Assets	Amount (Rs.)	As % of Consolidated Profit or Loss	Amount (Rs.)	As % of Consolidated Profit or Loss	Amount (Rs.)	As % of Consolidated Profit or Loss	Amount (Rs.)
<b>PARENT COMPANY</b>								
Medico Intercontinental Limited	99.22%	32832722.87	102.30%	10290458.32	0	0	102.30%	10290458.32
<b>SUBSIDIARY COMPANIES</b>								
Ritz Formulations Private Limited	0.38%	126524	-0.43%	-43376	0	0	-0.43%	-43376
Sungrace Pharma Private Limited	0.35%	116665	-0.53%	-52835	0	0	-0.53%	-52835
Evagrace Pharma Private Limited	0.05%	15103	-1.34%	-134897	0	0	-1.34%	-134897
<b>MINORITY RESERVE SUBSIDIARY COMPANIES</b>								
<b>TOTAL</b>	<b>100.00%</b>	<b>33091014.87</b>	<b>100%</b>	<b>10059350.32</b>	<b>%</b>		<b>100%</b>	<b>10059350.32</b>

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2020**
**NOTES - 27 - ADDITIONAL INFORMATION REGARDING SUBSIDIARIES COMPANIES: (CONTD.....)**

YEAR 2019-20								
Name of the Entity	Net Assets, i.e. Total Assets minus Total Liabilities		Share in Profit or Loss		Share in Other Comprehensive Income		Share in Total Comprehensive Income	
	As % of Consolidated Net Assets	Amount (Rs.)	As % of Consolidated Profit or Loss	Amount (Rs.)	As % of Consolidated Profit or Loss	Amount (Rs.)	As % of Consolidated Profit or Loss	Amount (Rs.)
<b>PARENT COMPANY</b>								
Medico Intercontinental Limited	45.40%	28876477.00	47.45%	11183986.17	0	0	47.45%	11183986.17
<b>SUBSIDIARY COMPANIES</b>								
Ritz Formulations Private Limited	15.41%	9798392.00	8.78%	2068672.00	0	0	8.78%	2068672
Sungrace Pharma Private Limited	0.27%	171490.00	3.88%	913764.00	0	0	3.88%	913764
Evagrace Pharma Private Limited	20.16%	12823446.00	7.99%	1883685.00	0	0	7.99%	1883685
Azillian Healthcare PVT LTD	18.76%	11933838.04	31.90%	7517949.00	0	0	31.90%	7517949
<b>MINORITY RESERVE SUBSIDIARY COMPANIES</b>								
<b>TOTAL</b>	<b>100.00%</b>	<b>63603643.04</b>	<b>100%</b>	<b>23568056.17</b>	<b>%</b>		<b>100%</b>	<b>23568056.17</b>

**NOTE - 28 - FINANCIAL RISK MANAGEMENT**

The Company is exposed to market risk (fluctuation in foreign currency exchange rates, price and interest rate), liquidity risk and credit risk, which may adversely impact the fair value of its financial instruments. The Company assesses the unpredictability of the financial environment and seeks to mitigate potential adverse effects on the financial performance of the Company.

**(A) Market risk**

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises of currency risk, interest rate risk and price risk. Financial instruments affected by market risk include loans and borrowings, trade receivables and trade payables involving foreign currency exposure. The sensitivity analyses in the following sections relate to the position as at March 31, 2020 and March 31, 2019.

The sensitivity of the relevant profit or loss item is the effect of the assumed changes in respective market risks. This is based on the financial assets and financial liabilities held at 31 March 2020 and 31 March 2019.

**(i) Foreign currency exchange rate risk**

Foreign currency risk is the risk that fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rate. The company is exposed to foreign currency risk due to import of materials. The company measures risk through sensitivity analysis. As on March 31, 2020 no outstanding amount is payable for purchase of imported material.

**ii) Interest rate risk**

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of change in market interest rates. The Company's exposure to the risk of changes in market interest rates relates primarily to the Company's debt obligations with floating interest rates. As the Company has certain debt obligations with floating interest rates, exposure to the risk of changes in market interest rates are dependent of changes in market interest rates. Management monitors the

movement in interest rate and, wherever possible, reacts to material movements in such rates by restructuring its financing arrangement.

As the Company has no significant interest bearing assets, the income and operating cash flows are substantially independent of changes in market interest rates.

#### B) Credit Risk

Credit risk is the risk that one party to a financial instrument will cause a financial loss for the other party by failing to discharge an obligation. Credit risk encompasses both, the direct risk of default and the risk of deterioration of credit worthiness.

Credit risk arises primarily from financial assets such as trade receivables, investments in mutual funds, cash and cash equivalent and other balances with banks.

In respect of trade receivables, credit risk is being managed by the company through credit approvals, establishing credit limits and continuously monitoring the creditworthiness of customers to which the company grants credit terms in the normal course of business. All trade receivables are also reviewed and assessed for default on a regular basis. The concentration of credit risk is limited due to the fact that the customer base is large.

#### **NOTE - 29 - IMPACT ASSESSMENT OF THE GLOBAL HEALTH PANDEMIC- COVID-19 AND RELATED ESTIMATION UNCERTAINTY**

During the last few months the global Pandemic Covid-19 has had significant impact on the economic activity globally and in India and is disrupting supply chains with closing of national and state borders and also imposing of lock down and the economic activity have come to a grinding halt. Post announcement by WHO as a global pandemic, numerous steps have been taken by the Government and the companies to contain the spread of virus. The Central and most State governments have lifted the lockdown partially from May 2020 to allow economic activity , the company belongs to trading of essential medicines, there is no big impact on supply chain of the business during the lockdown period because government given special relaxation for operating medicine related business during the lockdown periods.

However the extent to which the business/operations of the company shall be impacted due to various uncertainties arising from Covid-19 shall depend on future developments that are highly uncertain and it may take time for the demand to get to full normalcy. There may be delays beyond usual credit terms from customers.

The Company as a measure of prudence has initiated the following actions:

- focus on reducing costs
- managing customer exposure and continuous monitoring of their financial health
- monitoring cash inflows and outflows with specific focus on maintaining liquidity by actively following up for recovery of receivables and managing vendor payments
- Re-engineering the operations to achieve efficiencies.

The Company has made an assessment on measurement of assets and liabilities including recoverability of carrying values of its assets, its liquidity position and ability to repay its debts for the next one year, and concluded that no material adjustments are considered necessary.

However, the actual impact may be different from that estimated as at the date of approval of these financial statements and the company will continue to closely monitor any material changes to the assumptions made or future economic conditions.

**NOTE - 30 -** Previous year figures have been regrouped/reclassified wherever necessary to correspond with current year classification/disclosure.

The accompanying notes are an integral part of the financial statements.

The accompanying notes are an integral part of these financial statements

As per our report of even date

**For V. GOSWAMI & CO,**

Chartered Accountants

FRN : 0128769W

Sd/-

**Nilesh Purohit**

Partner

M.No. 162541

**Place : Ahmedabad**

**Dated : 30/06/2020**

**For and on behalf of the board**

Sd/-

**Tanvi Shah**

Chairman

Din:-08192047

Sd/-

**Jay Shah**

Chief Financial officer

PAN No.: CZOPS1007A

Sd/-

**Samir Shah**

Managing Director

Din:-03350268

Sd/-

**Puneeta Sharma**

Company Secretary

PAN No.: CXOPS0548E

## Book-Post

*If Undelivered please return to :*



**MEDICO INTERCONTINENTAL LIMITED**

(formerly known as Intercontinental Leasing and Finance Company Limited)

**CIN : L24100GJ1984PLC111413**

**Registered Office :** 1-5th Floor, Adit Raj Arcade,  
Nr. Karma Shreshtha Tower, 100 Ft Road, Satellite, Ahmedabad, Gujarat - 380015, India.