CIN: L24100GJ1984PLC111413
Reg.Office : 1-5th Floor, Aditraj Arcade, Nr Karma Shreshtha Tower, 100 Ft Rd, Satellite, Ahmedabad - 380015.

**Date: May 13, 2023**

To,

Listing Compliances,
BSE Limited,
P.J. Towers, Fort,
Mumbai – 400001.
**Scrip Code: 539938; Scrip Id: MIL**

**Sub: Submission of Annual Secretarial Compliance Report under Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.**

Dear Sir / Ma'am,

With Reference to the above-mentioned subject, we are attaching herewith Secretarial Compliance Report for the year ended 31st March, 2023 given by M/s. Yash Mehta & Associates, Practicing Company Secretaries, Ahmedabad in compliance of Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI circular no - CIR/CFD/CMD1/27/2019 dated February 8, 2019.

Kindly take the above on your record.

**Thanking You,**
**For Medico Intercontinental Limited**

_____
**Puneeta Sharma**
**Company Secretary & Compliance Officer**

Encl: As above

Godown Address: 12 & 19/1a, Madhav Estate, Near IBP Petrol pump, Forest Section-1, Aslali, Ahmedabad-382427.
Ph. No. : 079-26742739, Fax No. 079-26742740. Email ID : mail@medicointercontinental.com
Website: www.medicointercontinental.com

YASH MEHTA & ASSOCIATES
Company Secretaries

Address : 67, Chinubhai Tower, Besides H.K. College, Opp. Handloom House, Ashram Road, Ahmedabad - 380009.
- 9913069848 ☎ - 079-27419035, Web - www.ymassociates.in
- yash.ymassociates@gmail.com, support@ymassociates.in

**SECRETARIAL COMPLIANCE REPORT**
**MEDICO INTERCONTINENTAL LIMITED**
**CIN: L24100GJ1984PLC111413**
**FOR THE YEAR* ENDED ON 31ST MARCH, 2023**

We, M/s. Yash Mehta and Associates, Practicing Company Secretaries have examined:

1) all the documents and records made available to us and explanation provided by **MEDICO INTERCONTINENTAL LIMITED** — CIN: L24100GJ1984PLC111413 ("the listed entity"),

2) the filings/ submissions made by the listed entity to the stock exchanges,

3) website of the listed entity,

4) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended 31.03.2023 ("Review Period") in respect of compliance with the provisions of:

i) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the regulations, circulars, guidelines issued thereunder; and

ii) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder for the financial year ended 31.03.2023 ("Review Period"), have been examined, and include:

a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;

The listed entity has complied with filing of required documents under various regulations, to the extent applicable to the Company, during the year under review.

b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018,

The listed entity has complied with the Regulations with respect to the allotment of 67,51,000 fully paid up equity shares on preferential basis.

c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

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The Company has complied with filing of Annual Disclosures under Regulation 30(1), 30(2) and 31(4) of the said Regulations for the year under review.

d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;

e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;

f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;

g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations,2013;

h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

The listed entity has closed Trading window from time to time as required under the said regulations during the year under review.

During the year under review, the Company has also received declaration under Regulation 7(1)(b) from the Directors appointed.

i) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018

However, regulations mentioned above under clause (d), (e), (f) & (g) are not applicable to the Company during the review period; and based on the examination of documents/information received electronically, we hereby report that, during the Review Period;

| Sr. No. | Particulars | Compliance Status (YES/NO/NA) | Observation/ Remarks by PCS |
|---|---|---|---|
| 1 | Secretarial Standards:<br><br>The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI), as notified by the Central Government under section 118(10) of the Companies Act, 2013 and mandatorily applicable. | YES | No observation |

| | | | |
|---|---|---|---|
| 2 | Adoption and timely updation of the Policies:<br>• All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities<br>• All the policies are in conformity with SEBI Regulations and has been reviewed & updated on time as per the regulations/ circulars/ guidelines issued by SEBI | YES | No observation |
| 3 | Maintenance and disclosures on Website:<br>• The Listed entity is maintaining a functional website<br>• Timely dissemination of the documents/ information under a separate section on the website<br>• Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s)/ section of the website. | YES | No observation |
| 4 | Disqualification of Directors:<br>None of the Director of the Company are disqualified under Section 164 of Companies Act, 2013. | YES | No observation |
| 5 | Details related to Subsidiaries of listed entities have been examined w.r.t.:<br>a) Identification of material subsidiary companies<br>b) Requirements with respect to disclosure of material as well as other subsidiaries | YES | No observation |

| | | | |
|---|---|---|---|
| 6 | Preservation of Documents:<br><br>The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015. | YES | No observation |
| 7 | Performance Evaluation:<br><br>The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year/during the financial year as prescribed in SEBI Regulations. | YES | No observation |
| 8 | Related Party Transactions:<br><br>a) The listed entity has obtained prior approval of Audit Committee for all the Related party transactions.<br><br>b) The listed entity has provided detailed reasons along with confirmation whether the transactions were subsequently approved/ ratified/ rejected by the Audit Committee, in case no prior approval has been obtained. | YES | No observation |
| 9 | Disclosure of events or information:<br><br>The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder. | YES | No observation |

Yash Mehta & Associates FCS 12143 CP 16535 Company Secretaries

| | | | |
|---|---|---|---|
| 10 | Prohibition of Insider Trading:<br><br>The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015. | YES | No observation |
| 11 | Actions taken by SEBI or Stock Exchange(s), if any:<br><br>No Actions taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder. | YES | No observation |
| 12 | Additional Non-compliances, if any:<br><br>No any additional non-compliance observed for all SEBI regulation/ circular/ guidance note etc. | NA | |

Compliances related to resignation of statutory auditors from listed entities and their material subsidiaries as per SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October, 2019:

| Sr. No. | Particulars | Compliance Status (Yes/No/NA) | Observations /Remarks by PCS* |
|---|---|---|---|
| 1. | Compliances with the following conditions while appointing/re-appointing an auditor | | |
| | i. If the auditor has resigned within 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter; or<br><br>ii. If the auditor has resigned after 45 days from the end of a quarter of a financial year, the auditor before | NA | - |

| | | | |
|---|---|---|---|
| | such resignation, has issued the limited review/ audit report for such quarter as well as the next quarter; or<br><br>iii. If the auditor has signed the limited review/ audit report for the first three quarters of a financial year, the auditor before such resignation, has issued the limited review/ audit report for the last quarter of such financial year as well as the audit report for such financial year. | | |
| 2. | Other conditions relating to resignation of statutory auditor | | |
| | i. Reporting of concerns by Auditor with respect to the listed entity/its material subsidiary to the Audit Committee:<br><br>a) In case of any concern with the management of the listed entity/material subsidiary such as non-availability of information / non-cooperation by the management which has hampered the audit process, the auditor has approached the Chairman of the Audit Committee of the listed entity and the Audit Committee shall receive such concern directly and immediately without specifically waiting for the quarterly Audit Committee meetings. | NA | - |
| | b) In case the auditor proposes to resign, all concerns with respect to the proposed resignation, along with relevant documents has been brought to the notice of the Audit Committee. In cases where the proposed resignation | | |

| | | | |
|---|---|---|---|
| | is due to non-receipt of information / explanation from the company, the auditor has informed the Audit Committee the details of information/ explanation sought and not provided by the management, as applicable.<br><br>c) The Audit Committee / Board of Directors, as the case may be, deliberated on the matter on receipt of such information from the auditor relating to the proposal to resign as mentioned above and communicate its views to the management and the auditor.<br><br>ii. Disclaimer in case of non-receipt of information:<br><br>The auditor has provided an appropriate disclaimer in its audit report, which is in accordance with the Standards of Auditing as specified by ICAI / NFRA, in case where the listed entity/ its material subsidiary has not provided information as required by the auditor. | | |
| 3. | The listed entity/ its material subsidiary has obtained information from the Auditor upon resignation, in the format as specified in Annexure- A in SEBI Circular CIR/ CFD/ CMD1/ 114/ 2019 dated 18th October, 2019. | NA | - |

**The Additional disclosure of Annual Secretarial Compliance Report as below:**

a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:

| Sr No | Compliance Requirement (Regulations/ circulars/ guidelines including specific clause) | Regulation/ Circular No. | Deviations | Action Taken by | Type of Action | Details of Violation | Fine Amount | Observation /Remarks of the PCS | Management Response | Remarks |
|---|---|---|---|---|---|---|---|---|---|---|
| NIL | | | | | | | | | | |

a) The listed entity has taken the following actions to comply with the observations made in previous reports:

| Sr No | Compliance Requirement (Regulations/ circulars/ guidelines including specific clause) | Regulation/ Circular No. | Deviations | Action Taken by | Type of Action | Details of Violation | Fine Amount | Observation / Remarks of the PCS | Management Response | Remarks |
|---|---|---|---|---|---|---|---|---|---|---|
| NIL | | | | | | | | | | |

**Note: The provision/ compliance related to Conditions of Corporate Governance were applicable to the Company from 1st January, 2023, hence the compliance with respect to the conditions as specified above were not applicable to the Company for a period from 01.04.2022 to 31.12.2022.*

Mehta & Associates FCS12143 CP 16535 Company Secretaries

Yash J. Mehta

**YASH MEHTA**
**PROPRIETOR**
**FOR YASH MEHTA & ASSOCIATES**
**COMPANY SECRETARIES**
**FCS No.: 12143 C. P. No.: 16535**
**PEER REVIEW NUMBER: 1269/2021**
**UDIN: F012143E000300365**

**Date** : 12.05.2023
**Place** : Ahmedabad