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ANTARA ASSISTED CARE SERVICES LIMITED

NOTICE is hereby given that the 12th Annual General Meeting of Antara Assisted Care Services Limited will be held on Monday, July 8, 2024 at 1000 hours at Landmark House, 3rd Floor, Plot No. 65, Sector 44, Gurugram, Haryana-122003 to transact the following businesses:

ORDINARY BUSINESS:

1. To consider and adopt the Balance Sheet as at March 31, 2024, statement of Profit and Loss and Cash Flow statement for the year ended on that date along with the notes to accounts and reports of the Board of Directors and Auditors thereon.

2. To appoint a director in place of Dr. Shubnum Singh (DIN: 07119825), who retires by rotation and being eligible, offers herself for re-appointment.

SPECIAL BUSINESS:

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

   "RESOLVED THAT pursuant to the provisions of Section 161 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and/or any other applicable provisions of the Companies Act, 2013 ("Act") and rules made thereunder (including any statutory amendment, modification or re-enactment thereof for the time being in force) and pursuant to the recommendation of the Board of Directors, Mr. Niten Malhan (DIN: 00614624), who was appointed as an Additional Director of the Company with effect from September 12, 2023 and who holds office upto the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Act, proposing his candidature for appointment as Director of the Company, be and is hereby appointed as Director of the Company"

"RESOLVED FURTHER THAT any Director or Company Secretary of the Company be and are hereby severally authorized, on behalf of the Company, to file requisite forms with the office of Registrar of Companies, NCT Delhi & Haryana and to do all such acts, deeds and things as may be required or considered necessary or incidental thereto to give effect to the above resolution."

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150,152, 161, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactments thereof, for the time being in force) Mr. Niten Malhan (DIN: 00614624) who has submitted a declaration that he meets the criteria of Independence as provided under the Act, be and is hereby appointed as an Independent Director on the Board of Directors of the Company for a period of 5 years effective September 12, 2023 until September 11, 2028, whose appointment shall not be liable to retire by rotation."

"RESOLVED FURTHER THAT pursuant to the provisions of Section 197 and all other applicable provisions, if any, of the Act read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014, Mr. Niten Malhan be paid sitting fees of Rs. 1,00,000/- (Rupees One Lakh only) for each meeting of the Board or Committee thereof attended by him together with the reimbursement of reasonable travel expenses, hotel and other incidental expenses in performance of his roles and duties."

"RESOLVED FURTHER THAT any Director or Company Secretary of the Company be and are hereby severally authorized, on behalf of the Company, to file requisite forms with the office of Registrar of Companies, NCT Delhi & Haryana and to do all such acts, deeds and things as may be required or considered necessary or incidental thereto to give effect to the above resolution."

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By the order of the Board
For Antara Assisted Care Services Limited

Date: May 21,2024
Place: Delhi

Pankaj Chawla
Company Secretary
Membership No: F6625
Corp office address: Plot No. 65, Sector 44, Gurugram, Haryana-122003

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY.

2. Proxies in order to be effective must be received at the Registered Office of the Company or at the venue of the meeting, at any time but not less than 48 hours before the time of the meeting. A format of proxy form MGT-11 is enclosed.

3. The details of director getting appointed/re-appointed is enclosed in **Annexure 1.**

4. The statutory registers of the Company along with documents referred to in the proposed resolution are open for inspection at the Corporate Office of the Company and at the Venue of the meeting during working hours between 9:30 a.m. and 6:00 p.m., except on holidays.

   During the period beginning 24 hours before the time fixed for the commencement of Meeting and ending with the conclusion of the Meeting, a Member would be entitled to inspect the proxies lodged at any time during the business hours of the Company.

5. Members who hold shares in the dematerialized form are requested to write their DP ID and Client ID and those holding shares in physical form are requested to write their Folio number in the attendance slip.

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Form No. MGT-11
Proxy form

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN:
Name of the Company:
Registered office:

Name of the member (s) : Registered address : E-mail Id: Folio No :

I/We, being the member (s) of the above named company, holding............ Shares, hereby appoint :

1. Name : ....Address.....................................

   E-mail Id :.......................................Signature :............................., or failing him;

2. Name : ....Address.....................................

   E-mail Id :.......................................Signature :.............................,

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf Monday, July 8, 2024 at 1000 hours at Landmark House, 3rd Floor, Plot No. 65, Sector 44, Gurugram, Haryana-122003 and at any adjournment thereof in respect of such resolution as indicated below :

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Resolution No:

1)................................

2)..................................

3)....................................

4)....................................

Signed this...... day of.............................. 2024

Affix Revenue Stamp of Re. 1/-

Signature of Shareholder

Signature of Proxy holder(s)

<u>Notes:</u>

1. Proxy need not be a member.
2. Proxy form duly signed across revenue stamp should reach Company's Registered office at least 48 hours before the time of the meeting.
3. The Company reserves the right to ask for identification of the proxy.

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ANTARA ASSISTED CARE SERVICES LIMITED
ATTENDANCE SLIP

Regd. Folio No. ....
No. of Shares held: ....

I certify that I am a member/proxy for the member of the Company.

I hereby record my presence at the Annual General Meeting of the Company on Monday, July 8, 2024 at 10 00 hours at Landmark House, 3rd Floor, Plot No. 65, Sector 44, Gurugram, Haryana-122003.

....	....
Member's/Proxy's name in Block Letters	Signature of Member/Proxy

Note:

Kindly fill up this attendance slip and hand over at the entrance of the meeting hall.

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The Companies Act, 2013

Consent by Shareholder

[Pursuant to section 96(2)]

The Board of Directors
Antara Assisted Care Services Limited
Max House, 1 Dr. Jha Marg,
Okhla, New Delhi-110020

Dear Sir(s) and Madam(s),

I, ------------------------(Nominee Shareholder of ---------------)/ (Authorised representative of ------------------), S/o ----------------------, R/o-----------------------/ having its Registered office situated at -------------------, the registered holder of ---- Equity Shares ₹ 10/- each in Antara Assisted Care Services Limited ('the Company'), hereby give my consent pursuant to Section 96(2) of the Companies Act, 2013 ('Act') to hold the ensuing Annual General Meeting of the Company on Monday, July 8, 2024 at Landmark House, 3rd Floor, Plot No. 65, Sector 44, Gurugram, Haryana-122003 at 1000 Hours.

Signature
Name:
Date:

Antara Assisted Care Services Limited
Regd. Office : Max House, 1,Dr. Jha Marg, Okhla Ind. Area Phase 3, New Delhi 110020, India
Ph: +91 120 495 4444 Website: www.antaraseniorcare.com
CIN No.: U74140DL2012PLC244411

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EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 IN RESPECT OF SPECIAL BUSINESS SET OUT AT THE NOTICE

ITEM NO. 3 & 4

The Board of Directors had appointed Mr. Niten Malhan (DIN: 00614624) as an Additional Director (in the capacity of an Independent Director) on the Board of the Company for a term of five years commencing on September 12, 2023 until September 11, 2028.

According to Section 161 of the Companies Act, 2013 an Additional Director shall hold office up to the date of the next annual general meeting.

As per Section 149 of the Companies Act, 2013, an Independent Director shall hold office for a term up to five (5) consecutive years on the Board of a company and shall be eligible for reappointment for another term of not more than five (5) years on passing of a special resolution by the company. Schedule IV-Code for Independent Directors further provides that the appointment of independent director(s) of the company shall be approved at the meeting of the shareholders. The appointment of Mr. Malhan shall be as per the provisions of Companies Act, 2013.

The Board had evaluated Mr. Malhan's profile and believe that his skills, experience and knowledge would create value for the business of the Company.

Therefore, the Board at its meeting on May 21, 2024, recommended the approval for regularization of Mr. Malhan's appointment to the shareholders, proposing ordinary resolutions as detailed in Item Nos. 3 and 4.

Mr. Niten Malhan, Independent Director is interested in this resolution for appointment. No other Director, Key Managerial Personnel of the Company or their relatives are concerned or interested in the resolutions.

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Brief profile of Mr. Niten Malhan is as under:

S.No	Particulars	Mr. Niten Malhan
1	**Background Details**	**Father's Name**- Mr. Kharaiti Lal Malhan **Age**- 52 **Qualification**- Mr. Malhan studied Computer Science & Engineering at Indian Institute of Technology, New Delhi, and completed his Post Graduate Diploma in Management from Indian Institute of Management, Ahmedabad. **Past Experience**- Mr. Niten Malhan is the founder and partner of New Mark Advisors LLP. Prior to founding New Mark Advisors LLP in April 2018, he was the managing director and co-head of India at Warburg Pincus India Private Limited ("Warburg Pincus"), a global private equity firm. Mr. Malhan joined Warburg Pincus in 2001 and became a partner at the firm in 2007. In 2012, he was appointed the co-head of the India business, co-leading a team of 15 investment professionals and a portfolio of over $3 billion in value. Between 2012 and 2017, Niten was also a member of the global executive management group of the firm, a group of senior partners who lead different offices and industry groups at Warburg Pincus. Prior to joining Warburg Pincus, he worked as director of business development at Stratum 8, a Silicon Valley technology start-up company. Before that, he was an engagement manager at McKinsey & Company and worked in India, South East Asia and Boston offices of the firm. Niten has served as a member of the board of directors

		of several investee companies including Alliance Tire Company, AVTEC, Cleanmax Solar, DB Corp, Diligent Power Private Limited, Embassy Industrial Parks, Havells India Limited, Laurus Labs, Lemon Tree Hotels, Metropolis Healthcare Limited. He currently serves as an Independent Director on the boards of Max India Limited, Antara Purukul Senior Living Limited, Antara Assisted Care Services Limited, Antara Senior Living Limited, Max Estates Limited, Max Ventures and Industries Limited, Lemon Tree Hotels, and Fleur Hotels Private Limited. Niten has also served as the vice-chairman of the Indian Venture Capital and Private Equity Association and is a Founder and Trustee of Plaksha University. Mr. Malhan studied Computer Science & Engineering at Indian Institute of Technology, New Delhi, and completed his Post Graduate Diploma in Management from Indian Institute of Management, Ahmedabad.
2	**Past Remuneration**	NIL
4	**Job profile and suitability**	Mr. Malhan is highly experienced business leader with deep understanding of market dynamics. He has a proven track record and passion for turning organizations around. His skills, experience and knowledge in healthcare industry would create value for the business of the Company.
5	**Remuneration proposed**	Mr. Niten Malhan shall be paid a sitting fee of Rs. 1,00,000/- per meeting for attending the Board meeting.
6	**Comparative remuneration profile with respect to industry, size of**	There is no remuneration being paid to Mr. Niten Malhan as Independent Director of the Company except sitting fees which commensurate with his experience, roles and responsibilities, industry standards and market trends.

	the company, profile of the position and person	The Board of Directors have approved his sitting fees as Independent Director of the Company in accordance with the provisions of the Companies Act, 2013. Being the Independent Director of the Company, he shall be bringing his expertise in the deliberations, making valuable contributions and providing key insights and effectively guiding the management on the key areas impacting the performance of the Company.
7	**Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel or KMP, if any**	Mr. Niten Malhan has no pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel or KMP other than receipt of sitting fees for attending meetings of the Board and Committee thereof.
8	**Terms and conditions of appointment**	Independent Director for a term of five (5) years commencing on September 12, 2023 until September 11, 2028.
9	**Shareholding in the Company**	NIL
10	**Number of meetings of Board attended during financial year 2023-24**	2 (Two)
11	**Date of first appointment on the Board**	12/09/2023

Annexure -1

Details of Dr. Shubnum Singh seeking re-appointment at the Annual General Meeting

S. No	Particulars	Dr. Shubnum Singh
1	Age	67 years
2	Qualification & Experience	Dr. Shubnum Singh is a founder member of Max Healthcare Institute Ltd, where she's been actively involved in strategizing and developing different verticals of the business, including insurance and senior living. Previously as CEO of Max Institute of Health Education and Research (MIHER), she was actively engaged in developing the educational vertical for the group including a Medical College, Nursing & Allied Health College, and Skills Academy. An alumnus of Lady Hardinge Medical College, Delhi, she has more than three decades of experience in clinical pathology, allergy & hospital administration. She has been honored by the British Association of Physicians of Indian Origin (BAPIO) in 2014 and by the State of Delhi for her contribution as a woman entrepreneur in the field of Healthcare.
3	Terms & conditions for appointment or re-appointment	Non Executive Director
4	Last remuneration drawn	NIL
5	Date of first appointment on the Board	18.04.2022
6	Number of shares held in the Company	Nil

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7	Relationship with other Directors, Manager and other Key Managerial Personnel	N.A.
8	Number of Board Meetings attended during the year	4 (Four)
9	Other Directorships	Antara Senior Living Limited
10	Membership/Chairmanship of Committees of other Boards	NIL
11	Remuneration Proposed	No remuneration proposed. She shall only be drawing sitting fees of Rs. 1 lac per meeting for the scientific and clinical advisory committee of the Company.

By the order of the Board
For Antara Assisted Care Services Limited

Date: May 21,2024
Place: Delhi

Pankaj Chawla
Company Secretary
Membership No: F6625
Corp office address: Plot No. 65,
Sector 44, Gurugram, Haryana-122003