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ANTARA PURUKUL SENIOR LIVING LIMITED

NOTICE is hereby given that the 28th Annual General Meeting of Antara Purukul Senior Living Limited will be held at a shorter notice on Tuesday, August 22, 2023 at 1000 hours at Max Towers, Sector- 16B, Noida- 201301 to transact the following businesses:

ORDINARY BUSINESS:

1. To consider and adopt the Balance Sheet as at March 31, 2023, Profit and Loss Account and Cash Flow statement for the year ended on that date along with the notes to accounts, reports of the Board of Directors and Auditors thereon.
2. To appoint a director in place of Mr. Rajit Mehta (DIN: 01604819), who retires by rotation and being eligible, offers himself for re-appointment.
3. To approve re-appointment of M/s Ravi Rajan & Co, LLP as Statutory Auditors of the Company for a period of 5 years.

SPECIAL BUSINESS:

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

"RESOLVED THAT in accordance with the provisions of Sections 2(51), 196 197 and 198 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013(the "Act") and the Rules made thereunder (including any statutory modification or re-enactment thereof for the time being in force), the consent of Shareholders be and is hereby accorded for appointment of Mr. Vaibhav Dubey, as Manager of the Company for a period of five (5) years effective from May 17, 2023 and upto May 16, 2028."

"RESOLVED FURTHER THAT pursuant to the provisions of Section 196 & 197 read with Chapter XIII- Appointment and Remuneration of Managerial Personnel and Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time

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being in force) the shareholders do hereby fix a ceiling on remuneration of Mr. Vaibhav Dubey upto Rs 54 lakhs (Rupees Fifty Four Lakhs) per annum effective from May 17, 2023 and upto May 16, 2025 under the following heads as per the Company Policy(ies):

- a. Salary (including Basic and House Rent Allowance/ Accommodation)
- b. Variable compensation/performance incentive; and
- c. Perquisite and allowances as applicable

In addition to the remuneration and perquisites to be paid as aforesaid, the Company shall also make contributions to Provident Fund and provide for gratuity not exceeding 15 days of basic salary for each completed year of service as per the Company's policy. In addition, Mr. Vaibhav Dubey shall be entitled to encashment of leave, insurance policies, club memberships and other loans as applicable to employees of the Company. Mr. Vaibhav Dubey will also be eligible to participate in incentive plan as may be introduced by the Company from time to time as approved by the Board."

"RESOLVED FURTHER THAT the Board be and are hereby severally authorized to regulate the payment of remuneration to Mr. Vaibhav Dubey every year within the aforesaid limit as approved by the Shareholders of the Company."

"RESOLVED FURTHER THAT Company Secretary and Directors be and are hereby severally authorized to file requisite forms with the office of Registrar of Companies, Uttarakhand 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."

By the order of the Board
For Antara Purukul Senior Living Ltd.

Date: August 10, 2023
Place : Delhi



Samridhi Kinra
Company Secretary
ACS – 52881



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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 Explanatory Statement setting out the material facts pursuant to Section 102 of the Companies Act, 2013, in respect of the special business to be transacted at the meeting under Item No. 4 is annexed hereto.
4. The details of director getting appointed/re-appointed is enclosed in **Annexure 1.**
5. The meeting is being convened at a shorter notice. As per the requirement of Section 101 of the Companies Act, 2013 and Secretarial Standard 2, the consent of atleast 95% of the members entitled to vote is required. Pursuant to the requirement of Section 136(1), the consent of majority shareholder holding not less than 95% of the share capital is required to receive copy of financial statements and other documents at a shorter period. The letter seeking approval of shareholders for the matters mentioned above is attached herewith and the members are requested to duly sign and provide the same.
6. 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.

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7. 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 at the 28th Annual General Meeting of Antara Purukul Senior Living
Limited will be held on Tuesday, August 22, 2023 at 1000 hours at Max
Towers, Sector- 16B, Noida- 201301 and at any adjournment thereof in
respect of such resolution as indicated below :

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Resolution Nos:

1).....

2).....

3).....

4).....

Signed this..... day of..... 2023

Signature of shareholder

Signature of Proxy holder(s)

Affix Revenue
Stamp of Re.
1/-

Notes:

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.
4. Proxy cannot speak at the meeting or vote on a show of hands.

.....

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ANTARA PURUKUL SENIOR LIVING 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
at Max Towers, Sector- 16B, Noida- 201301 on Tuesday, August 22, 2023 at
1000 hours

.....
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), 101(1) & 136(1)]

The Board of Directors
Antara Purukul Senior Living Limited
Antara Senior Living
Guniyal Gaon, PO-Sinola,
Dehradun-248003,
Uttarakhand

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 of Rs.10/- each in Antara Purukul Senior Living Limited ('the Company'), hereby give my consent pursuant to Section 96 (2) & 101(1) of the Companies Act, 2013, to holdAnnual General Meeting of the Company on Tuesday, August 22, 2023 at Max Towers, Sector- 16B, Noida- 201301.

Further, pursuant to Section 136 (1) of the Act, I hereby give my consent to receive the Audited Annual Accounts of the Company at a shorter period.

Signature

Name:

Date:

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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. 4

As per Section 203 of Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, every public company having paid-up share capital of Rs 10 crores or more is required to appoint a Manager as a whole time Key Managerial Personnel (KMP) in the Company.

The emerging casual vacancy after the cessation of Mr. Ashish Loach as a Manager and Key Managerial Personal of the Company is required to be filled-up by the Board within six months from the date of such casual vacancy in terms of provisions of Section 203 of the Companies Act, 2013.

Mr. Vaibhav Dubey has been looking after the day to day affairs of the Dehradun Community. In view of the above, it is proposed to appoint Mr. Vaibhav Dubey as the Manager of the Company under Section 196, 197, 198 read with Chapter XIII – Appointment and Remuneration of Managerial Personnel and Schedule V and other applicable provisions of Companies Act, 2013. Further, it is proposed to designate Mr. Dubey as the KMP in terms of Section 203 and other applicable provisions of Companies Act, 2013 for a period of his appointment as the Manager of the Company.

Mr. Vaibhav Dubey holds an experience of more than 16.5 years. He has done Executive MBA from Indian School of Business (ISB), Hyderabad, B.Sc. in Hospitality and Hotel Administration from IHM, Lucknow. In his last stint, he was associated with Tulah Clinical Wellness Resort, Kerala (KEF Holdings) and Vana Ventures.

The Companies Act, 2013 prescribes for the initial appointment of a Manager for a term of (5) five years which can be further renewed for subsequent terms of (5) five years after taking necessary board/shareholder's approvals.

As regards the remuneration of a manager, Section 197 of the Companies Act, 2013 prescribes the maximum ceiling for payment of managerial remuneration by a public company to *inter alia* its manager. In case of Companies having no or inadequate profits, such remuneration is governed by Schedule V of the Companies Act, 2013.

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The Company has adequate profits in the Financial Year 2022-23, hence the provisions relating to Schedule V for no profit or inadequate profits is not applicable. The overall limits on his remuneration are proposed to be approved by the shareholders of the Company for a period not exceeding three (3) years.

Mr. Vaibhav Dubey does not hold any share in the Company or its holding company. He is a professional manager and is not related to any director or promoter of the Companies or its holding company.

The Board of Directors at their meeting held on May 17, 2023 approved the appointment of Mr. Vaibhav Dubey as a Manager and fixed a ceiling of Rs. 54 lakhs on his annual remuneration.

Approval of the Shareholders is sought pursuant to the relevant provisions of Companies Act, 2013 as set out above for appointment of Mr. Vaibhav Dubey as the Manager of the Company and payment of remuneration to him on terms and conditions set out in Resolution at Item 4.

The Board of Directors recommend passing of the Ordinary Resolution at Item No. 4 of the Notice.

None of the Directors or Key Managerial Personnel of the Company (except Mr. Vaibhav Dubey) and/or their relatives are, in any way, concerned or interested, either financially or otherwise, in the resolutions set out above.

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Brief profile of Mr. Vaibhav Dubey is as under:

S. No	Particulars	Mr. Vaibhav Dubey
1	Age	39
2	Qualification & Experience	Mr. Vaibhav Dubey holds an experience of more than 16.5 years. He has done Executive MBA from Indian School of Business (ISB), Hyderabad, B.Sc. in Hospitality and Hotel Administration from IHM, Lucknow. In his last stint, he was associated with Tulah Clinical Wellness Resort, Kerala (KEF Holdings) and Vana Ventures
3	Terms & conditions for appointment or re-appointment	Appointment as Manager and KMP with effect from May 17, 2023 and upto May 16, 2025
4	Last remuneration drawn	Nil
5	Date of first appointment on the Board	17.05.2023
6	Number of shares held in the Company	Nil
7	Relationship with other Directors, Manager and other Key Managerial Personnel	N.A.
8	Number of Board Meetings attended during the year	2 (Two)
9	Other Directorships	NIL
10	Membership/Chairmanship of Committees of other Boards	NIL



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11	Remuneration proposed	Rs. 45 lakhs p.a. plus variable as applicable at the end of the year.
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By the order of the Board
For Antara Purukul Senior Living Ltd.

Samridhi Kinra
Company Secretary
ACS – 52881

Date: August 10, 2023

Place: Delhi

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Annexure 1

BRIEF PROFILE OF MR. RAJIT MEHTA:

S. No	Particulars	Mr. Rajit Mehta
1	Age	61 years
2	Qualification & Experience	<p>Mr. Rajit Mehta is a graduate in Commerce, post graduate in Human Resources and has also attended an Advanced Management Program at INSEAD – France</p> <p>Mr. Mehta has an experience of more than 35 years. Mr. Rajit Mehta was appointed a Director effective May 27, 2020. He has been the MD & CEO of fellow subsidiary of the Company, Antara Senior Living Limited since August 7, 2019. Previous to that he was the MD and CEO of Max Healthcare until July 28, 2019. He is also a Non-Executive Director of Max Life Insurance and Max Skill First. He has also been a founder member of Max Life Insurance. He also mentored the setting up of Max Skill First.</p>
3	Terms & conditions for appointment or re-appointment	Non- Executive Director liable to retire by rotation
4	Last remuneration drawn	Nil
5	Date of first appointment on the Board	07.08.2019
6	Number of shares	Nil

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	held in the Company	
7	Relationship with other Directors, Manager and other Key Managerial Personnel	N.A.
8	Number of Board Meetings attended during the year	2 (Two)
9	Other Directorships	1.Windows Consultants Private Limited 2.Interstoff Syndicate Private Limited 3.Quantum Institute for Wellbeing Private Limited 4.Max Skill First Limited 5. Antara Purukul Senior Living Limited 6. Antara Senior Living Limited 7. Max India Limited 8. Association of Senior Living India 9. Sheares Healthcare India Holdings Pte. Ltd. 10. Medica Synergie Private Limited 11. Antara Assisted Care Services limited 12. Dr Lal Pathlabs Limited 13. Dementia India Alliance
10	Membership/Chairmanship of Committees of other Boards	NIL

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11	Remuneration Proposed	NIL
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