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ANTARA PURUKUL SENIOR LIVING LIMITED

NOTICE is hereby given that the 27th Annual General Meeting of Antara Purukul Senior Living Limited will be held at a shorter notice on Wednesday, August 24, 2022 at 1100 hours at 1, Rajesh Pilot Lane, New Delhi-110011 to transact the following businesses:

ORDINARY BUSINESS:

1. To consider and adopt the Balance Sheet as at March 31, 2022, 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 Mrs. Tara Singh Vachani (DIN: 02610311), 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 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 being in force) and as per the recommendation of the Board of Directors of the Company, the approval of the Shareholders of the Company be and is hereby accorded to fix a ceiling on remuneration of Mr. Ashish Loach upto Rs. 60 lacs (Rupees Sixty Lacs) per annum for a period effective from January 17, 2022 and upto January 16, 2024 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. Ashish Loach shall be entitled to encashment of leave, insurance policies, club memberships and other loans as applicable to employees of the Company. Mr. Ashish Loach 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 is hereby severally authorized to regulate the payment of remuneration to Mr. Ashish Loach 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."

4. 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 161 and/or any other applicable provisions of the Companies Act, 2013 and rules made thereunder (including any statutory amendment, modification or re-enactment thereof for the time being in force), Mr. Kenneth Sanjeev Sannoo (DIN: 08534082), who was appointed as an Additional Director of the Company with effect from November 10, 2021 by the Board of Directors of the Company pursuant to Section 161(1) of the Companies Act, 2013 and the Articles of Association of the company and who holds office upto the date of this Annual General Meeting, and being eligible, offers himself for appointment and in respect of whom the Company has received a notice in writing from a member of the Company and recommendation from the Board of Directors under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company with effect from the date of this Meeting, liable to retire by rotation."

"RESOLVED FURTHER THAT any Director or Company Secretary of the Company be and are hereby severally authorized, on behalf of the Company, to file

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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."

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

Date: August 22, 2022

Samridhi Kinra
Company Secretary
ACS - 52881

Place: Noida

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 12 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. 3 & 4 is annexed hereto.

4. Information required under Schedule V of the Companies Act, 2013 and Secretarial Standards 2, is attached as **Annexure-1** to this Notice.

5. This Notice of the Meeting along with the Attendance Slip, Proxy Form, Shorter notice consent, Route map of the venue of the Meeting and the Annual Report & Accounts of the Company for the Financial year 2021-22 are being sent by email to all the members on their e-mail addresses (IDs) registered with the Company.

6. During the period beginning 12 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. All documents referred to in the Notice are open for inspection at the Corporate Office of the Company on all working days of the Company upto the date of the Annual General Meeting and at the venue of the Meeting for the duration of the Meeting.

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.

8. Route-maps of the meeting venue, pursuant to the Secretarial Standard 2 is enclosed with the Notice.

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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 27th Annual General Meeting of Antara Purukul Senior Living Limited will be held on Wednesday, August 24, 2022 at 1100 hours at 1, Rajesh Pilot Lane, New Delhi-110011 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.............................. 2022

Affix Revenue Stamp of Re. 1/-

Signature of shareholder

Signature of Proxy holder(s)

Notes:

1. Proxy need not be a member.
2. Proxy form duly signed across revenue stamp should reach Company's Registered office at least 12 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 1 South End Lane, Rajesh Pilot Lane, New Delhi-110011 on Wednesday, August 24, 2022 at 1100 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)]

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

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) of the Companies Act, 2013, to hold ....Annual General Meeting of the Company on ....day, August...., 2022 at 1 Rajesh Pilot Lane, New Delhi-110011.

Signature
Name:
Date:

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

ITEM NO. 3

The Board of Directors at their meeting held on January 17, 2019 had appointed Mr. Ashish Loach as Manager and Key Managerial Personnel (KMP) of the Company for a period of five (5) years effective from January 17, 2019 and upto January 16, 2024 and accorded to pay him remuneration as approved by the Shareholders of the Company. The Shareholders at their meeting held on January 18, 2019 had fixed an overall ceiling on Mr. Loach's remuneration at Rs. 60 lakhs per annum for a period of three (3) years effective January 17, 2019 and upto January 16, 2022 consistent with the ceiling imposed by the Companies Act, 2013. The Shareholders had *inter alia* authorized the Board to regulate the annual remuneration payable to Mr. Loach within the limits fixed by the Shareholders.

Since the period upto which Shareholders had approved the ceiling on Mr. Loach's remuneration has ended on January 16, 2022, the Board at its meeting held on April 14, 2021 fixed the same ceiling on Mr. Loach's remuneration for remaining term of his appointment upto January 16, 2024 and recommended the same to the shareholders of the Company.

As per Section 197 of the Companies Act, 2013, where the Company has no profits or inadequate profits, the remuneration to Managerial Person shall be paid as per the limits prescribed in Schedule V of the Companies Act, 2013. The Ministry of Corporate Affairs vide notification dated March 18, 2021 has made amendments in the provisions of Schedule V, Part-II of the Companies Act, 2013. As per the said notification, the effective capital of the Company is within the range of Rs. 5 crores and above but less than Rs. 100 crores, pursuant to which yearly remuneration upto Rs. 84 lakhs can be paid by the Company to its Managerial Person. In such case, the payment of remuneration is required to be approved by the Board and shareholders of the Company for a period not exceeding three (3) years consistent with the provisions of the Companies Act, 2013 and rules made thereunder.

Further, in case of a managerial person who is functioning in his/her professional capacity, remuneration as per Schedule V may be paid, if such managerial person does not have any interest in the capital of the company or its holding or subsidiary company or is related to the directors or promoters of the company or its holding company or subsidiary(ies) during the last two years before or on or after his/her appointment and possesses graduate level qualification with expertise and specialized knowledge in the field in which the Company operates and do not hold shares of the company exceeding 0.5% of its paid up share capital under any scheme formulated for allotment of shares to such employees including Employees Stock Option Plan.

In view of the above, the Board had recommended to the shareholders to continue with the existing ceiling on remuneration of Mr. Ashish Loach for a period effective from January 17, 2022 and upto January 16, 2024 at Rs. 60 lacs per annum, consistent with the ceiling imposed by the Companies Act, 2013.

Accordingly, your Directors recommend the special resolution set out at Item No. 3 for your approval.

Except Mr. Ashish Loach, no other Director, Key Managerial Personnel of the Company or their relatives are concerned or interested in the resolution.

Item 4

Mr. Kenneth Sanjeev Sannoo was appointed on November 10, 2021 as an Additional Director of the Company.

Pursuant to Section 161 of the Companies Act, 2013, the aforesaid Director can hold office of director up to the date of the ensuing Annual General Meeting. As required under Section 160 of the Companies Act, 2013, the Company has received notice in writing from a member of the Company, proposing candidature of Mr. Kenneth Sannoo for the office of Director of the Company. Pursuant thereto, the Board of Directors at its meeting held on May 20, 2022 recommended the candidature of Mr. Sannoo as a Director of the Company.

Except Mr. Sannoo himself, none of the Directors, Key Managerial Personnel of the Company or their relatives are concerned or interested in the resolution. The Board recommends the above Ordinary resolution for approval of the members.

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Brief profile of Mr. Kenneth Sanjeev Sannoo is as under:

S. No	Particulars	Mr. Kenneth Sanjeev Sannoo
1	Age	60 years
2	Qualification & Experience	Mr. Sannoo has more than 38 years of experience. He is a founder member of Antara. His key responsibilities are to evolve and establish the Brand Antara while creating meaningful relationships with its future residents. He has been an integral part of the Max Group since 2001. He has been associated with Max Life as Director & Chief Distribution Officer. He has held several leadership positions with Eureka Forbes, ATCO, Modi Hoover, EasyCall and Singer International.
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	10.11.2021 (*appointed as additional director*)
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	3 (Three)
9	Other Directorships	Contend Builders Private Limited

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10	Membership/Chairmanship of Committees of other Boards	NIL

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

Date: August 22, 2022

Samridhi Kinra
Company Secretary
ACS - 52881

Place: Noida

Antara Purukul Senior Living Limited
Regd. Address: Antara Senior Living, Guniyal Gaon, P.O. Sinola, Dehradun - 248003, Uttarakhand, India
Corp. Address: Max Towers, Level - 20, Sector-16B, Noida, Uttar Pradesh 201 301
Ph: +91 120 495 4444
CIN No. U74120UR1995PLC018283

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Annexure 1

BRIEF PROFILE OF MRS. TARA SINGH VACHANI:

S.No	Particulars	Mrs. Tara Singh Vachani
1	**Background Details**	**Father's Name**- Mr. Analjit Singh **Age**- 35 **Qualification**- Mrs. Tara Singh Vachani holds bachelor's Degree in Politics & South Asian Studies from National University of Singapore. Further, she has studied strategy management course at the London School of Economics and a hospitality business strategy and management course at Ecole Hotelier de Lausanne. She has also done a program on Disruptive Innovation from Harvard University. **Past Experience**- Mrs. Tara Singh Vachani is the founder member of the Company and hold more than 11 years of experience.
2	**Details of Directorships in other companies**	1. Max India Limited 2.Antara Purukul Senior Living Limited 3.Antara Assisted Care Services Limited 4.Seven Heaven Buildmart Private limited 5.Siva Realty Ventures Private Limited 6.Max Ventures Investment Holding Private Limited 7.Siva Enterprise Private Limited 8.Rama Krishna Cold-Chem Limited 9.SKA Diagnostic Private Limited

		10. Twiggy Ventures Private Limited 11. Leeu Collection Pty Limited 12. Leeu Dassenberg Estates (Pty) Limited 13. Capstone 1458 (Pty) Limited 14. Le Quartier Francais (Pty) Limited 15. The Unstuffy Hotel Co Ltd 16. Leeu Italy SRL 17.LGO Pte Ltd 18. Leeu Collection Pte Limited 13. Max Learning Ventures Private Limited 14. Indian School of Business **Membership/ Chairmanship of Committees**- Member of Audit Committee, Nomination and Remuneration Committee and Stakeholder Relationship Committee of Max India Limited
2	**Past Remuneration**	NIL
3	**Recognition or awards**	1. Received 'Ageing Asia Influencer' and 'Women Entrepreneur of the Year Award' during Financial Year 2018-19. 2. Featured in '40 under Forty' and 'Women Ahead List' list by Economic Times in Financial Year 2019-20. 3. Featured by the World Economic Forum in the Young Global Leaders list of 2020 4. Received young achiever of the year in real Estate Conclave Award, 2022.
4	**Job profile and suitability**	Mrs. Tara Singh Vachani is the founder member of the Company and had conceived the idea of

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		developing senior living communities in India in the year 2010. With maturity, passion, drive and commitment, she has consistently addressed challenges and critical issues, built a high quality team and has curated the development of Antara's first senior living community. She is suitable to lead the Board and shall implement Company's direction and strategy in a right manner.
5	**Remuneration proposed**	NIL
6	**Comparative remuneration profile with respect to industry, size of the company, profile of the position and person**	NA
7	**Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel or KMP, if any**	Mrs. Vachani has no pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel or KMP.
8	**Terms and conditions of appointment**	Non executive Director, liable to retire by rotation
9	**Shareholding in the Company**	NIL
10	**Number of meetings of Board attended**	3 (Three)

	during financial year 2022-23	
11	**Date of first appointment on the Board**	24/07/2013

INFORMATION UNDER SCHEDULE V TO THE COMPANIES ACT, 2013 IS GIVEN BELOW:-

I. General Information

1) Nature of industry:

Antara Purkul Senior Living Limited ("**Company**") is a closely held public limited company engaged in the business of owning, developing, operating, establishing vibrant residential senior living communities in India that offer "Lifestyle with Lifecare". The essence of the Company is to offer residents a healthy, active and enjoyable life.

2) Date or expected date of Commencement of commercial production:

The Company is in the business of rendering services, hence there is no commercial production.

The Company commenced operations of its first residential community for progressive seniors over the age of 55 years in Purukul, Dehradun (**"Community"**) in the month of April, 2017. The Company is responsible for the maintenance and upkeep of the Community and provision of all the services there in return for maintenance charges from the residents of the Community.

3) Expected date of commencement of activities as per project approved by financial institutions: Not Applicable

4) **Financial Performance:** The Financial performance of the Company as per audited annual accounts of the Company for Financial Year 2021-22 is as under:

Particulars	**(Rs. in lakhs)**
Turnover/ Net Sales	17625.50
Other Income	116.70
Total Expenditure	16094.30
Exceptional Items	-
Profit before tax	1647.90

5) **Foreign Investment or Collaborations-** Not Applicable

II. Information about the appointee

S.No	**Particulars**	**Mr. Ashish Loach**
1	**Background Details**	**Father's Name**- Mr. Madan Lal Loach **Age**- 45 years **Qualification**- He holds a Diploma in Hotel management from Institute of Hotel Management Catering Technology & Applied Nutrition Bangalore. **Past Experience**- He has over 21 years of experience in Hospitality Industry and more than a year of experience in Media Production Industry. He has served as a resident manager in Jaypee residency. Prior to that, Mr. Loach had leading roles at Taj Group of Hotels, Deccan Chronicle Holdings Limited and The Chancery Hotel.

2	**Details of Directorships in other companies**	NIL
2	**Past Remuneration**	Mr. Loach has drawn a total remuneration of Rs. 47,64,664 in Financial Year 2021-22.
3	**Recognition or awards**	NA
4	**Job profile and suitability**	Mr. Ashish Loach has been spearheading the entire operations for the Dehradun community. His key responsibilities include launching the community and qualitative service delivery for residents as per Antara standards of care and excellence. He is associated with the Company for more than four years heading the operations and has been able to address the challenges and critical issues faced by the Company in best possible ways. He is a suitable candidate to take forward Company's business as he has a rich and varied experience in the industry.
5	**Remuneration proposed**	The overall limit on the remuneration is detailed in the draft resolution at Item 3 enclosed with the notice and is in accordance with the provisions of Section 196, 197 read with Part II of Schedule V and other applicable provisions of the Companies Act, 2013. The Board is authorised to determine his remuneration from time to time basis his performance.
6	**Comparative remuneration profile with respect to industry, size of the company, profile of the position and person**	The remuneration proposed to be given to Mr. Loach commensurate with his experience, roles and responsibilities, industry standards and market trends. The Board of Directors have approved his remuneration in accordance with the provisions of the Companies Act, 2013 and recommended the same to the shareholders for their approval.
7	**Pecuniary**	Mr. Loach has no pecuniary relationship directly

	relationship directly or indirectly with the company, or relationship with the managerial personnel or KMP, if any	or indirectly with the Company, or relationship with the managerial personnel or KMP.
Additional information as per Secretarial Standards on General Meeting		
8	**Terms and conditions of appointment**	Mr. Ashish Loach is appointed as a manager for a period effective from January 17, 2022 and upto January 16, 2024.
9	**Shareholding in the Company**	NIL
10	**Number of meetings of Board attended during financial year 2022-23**	3 (Three)
11	**Date of first appointment on the Board**	17/01/2019

III. Other Information

1) Reason of loss or inadequate profits:

Since the Company has a unique business model, significant costs and efforts are required to stablise the operations of the Community. The Company is making consistent efforts to market and increase the brand visibility as well so as to acquire clients to lease the apartments. During the operations stage, lease rentals, maintenance charges and other income (club memberships, cuisine revenue, wellness revenue etc.) are the sources of revenue for the Company. However, due to initial phase, the expenses incurred for the operation of the Company lead to a loss in the books of the Company in Financial Year 2020-21. However, the Company has earned profit in Financial Year 2021-22.

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2) Steps taken or proposed to be taken for improvement

With the commencement of operations, it is expected that all the apartments in the Community shall be leased pursuant to which the cost structure of the Company would reduce significantly. Further, there would be a steady revenue from the operations of the Community once all apartments are occupied. It is hence expected that as the business grows, over a period of time, the Company would generate better revenue and become sustainable.

3) Expected increase in productivity and profits in measurable terms

With the ongoing project at Dehradun, the Company expects a steady revenue enhancement in the coming years. The Company has earned profit in Financial Year 2021-22.

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Route-maps of the meeting venue

Route Map from New Delhi Railway Station to Rajesh Pilot Lane

Antara Purukul Senior Living Limited
Regd. Address: Antara Senior Living, Guniyal Gaon, P.O. Sinola, Dehradun - 248003, Uttarakhand, India
Corp. Address: Max Towers, Level - 20, Sector-16B, Noida, Uttar Pradesh 201 301
Ph: +91 120 495 4444
CIN No. U74120UR1995PLC018283

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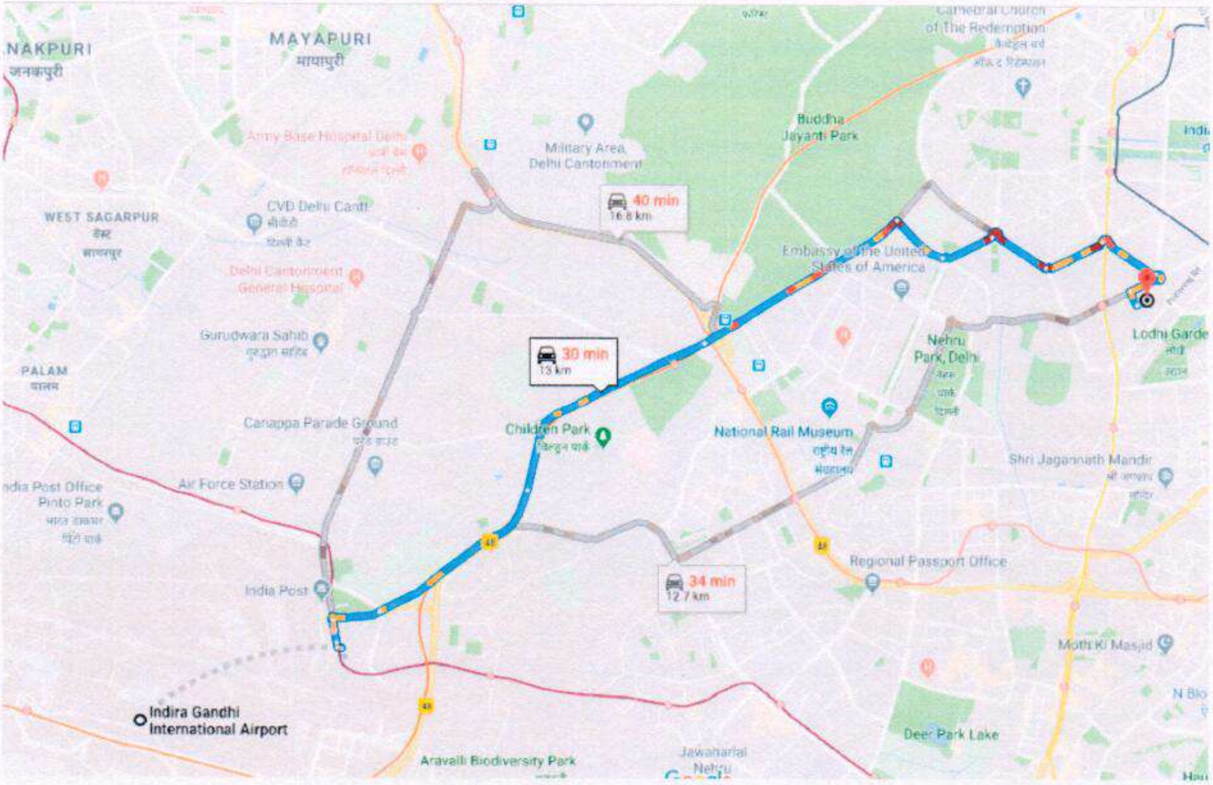
Route Map from India Gandhi International Airport to Rajesh Pilot Lane



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