

NOTICE

NOTICE is hereby given that the 25th Annual General Meeting of the Members of Mentor Home Loans India Limited will be held on Friday, 4th 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 of the Company for the period ended 31st March, 2020 together with Report of the Board of Directors and Auditors thereon.
2. Mr. Girdhari Lal Goyal (DIN: 00020248) to hold office as a Director of the Company.

In the Company Petition No. 231/241-242/JPR/2019 titled as Basant Kumar Goyal & Ors. v/s Mentor Home Loans India Limited before NCLT, Jaipur to protect the interest of the Company and undertaking to maintain status quo as to the Composition of Board of Directors of the Company was given on 17.09.2019 which was continued during the course of the proceedings on 10.10.2019 and 15.11.2019.

During the course of the proceedings on 06.12.2019 the Ld. NCLT was pleased to direct the maintenance of Status Quo on composition of Board of Directors of the Company and preponderantly due to the COVID-19 driven situation the said Order continues to be in force and effect.

The provision contained in Section 152, rules made thereunder and other applicable provisions, envisage 1/3rd of the total 2/3rd directors holding the office subject to retirement by rotation and in the ensuing AGM, directorial office of Mr. Girdhari Lal Goyal (DIN: 00020248) falls under the purview but in view of the proceedings before Ld. NLCT, Jaipur the Company has limitation in the implementation of the same.

The last AGM held on 30.12.2019, the directorial office of Mr. Basant Kumar Goyal (DIN: 00020127) did fall under purview of Section 152 of Companies Act, 2013 but in view of the status quo on composition of Board of Directors of the Company, he had the same limitation.

Therefore, Board of Directors has its limitation in proposing the said agenda to the Annual General Meeting of the Company.

SPECIAL BUSINESS

3. To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

Mr. Sanjay Agarwal, DIN No: 02403354 to hold office as Independent Director of the Company:

The Id. National Company Law Tribunal, Jaipur in the matter of CP No. 231/241-242/JPR/2019 titled as Basant Kumar Goyal & Others Vs Mentor Home Loans India Limited & Others, as per Order dated 06.12.2019 directed the status quo in composition of the Board of Director of the Company.

Since, the tenure of Mr. Sanjay Agarwal (DIN No.: 02403354) as Independent Director on Board of Directors of the Company was expiring on 31.03.2020. Company did file the Interlocutory Application on 27-02-2020 before Ld. National Company Law Tribunal, Jaipur to seek modification in order dated 06.12.2019. However, on account of the COVID-19 driven lockdown situation, the Interlocutory Application dated 27.02.2020 remains to come on board.

Keeping the status-quo on composition of Board of Directors intact in compliance with the Order dated 06.12.2019, to deal with the statutory compliance regarding role of Independent Directors, by passing Resolution by Circulation dated 30.03.2020, the said Mr. Sanjay Agarwal (DIN No.: 02403354) was appointed as Additional Director under the category of "Independent Director" of the Company.

Form no. DIR- 12 was uploaded on the MCA 21 on 29/05/2020 in this regard.

The Company is to deal with the situation arising out of provisions, inter-alia, contained in Section 149 and 161 of the Companies Act, 2013 and Rules made thereunder for moving of certain proposals arising out of the same at the ensuing AGM, in view of the directions given by Hon'ble NCLT for maintenance of status-quo in composition of Board of Directors of the Company.

Therefore, in view of the maintenance of status-quo in composition of Board of Directors, of the Company, Mr. Sanjay Agarwal (DIN No.: 02403354) shall continue to hold the office as independent directors on Board of the Company and in the facts and circumstances, the applicability, inter-alia, of Section 149, 161 of Companies Act, 2013 and rules made thereunder for the proposal, in this regard before the Annual General Meeting (AGM) shall be subject to the directions of the Hon'ble NCLT in the ongoing proceedings under CP 231/241-242/JPR/2019."

Hence, Board of Directors has its limitation in proposing the said agenda to the Annual General Meeting of the Company.

4. To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

Mr. Ram Ratan Agarwal, DIN No: 01000735 to hold office as Independent Director of the Company.

The Id. National Company Law Tribunal, Jaipur in the matter of CP No. 231/241-242/JPR/2019 titled as Basant Kumar Goyal & Others Vs Mentor Home Loans India Limited & Others, as per Order dated 06.12.2019 directed the status quo in composition of the Board of Director of the Company.

Since, the tenure of Mr. Ram Ratan Agarwal (DIN No.: 01000735) as Independent Director on Board of Directors of the Company was expiring on 31.03.2020. Company did file the Interlocutory Application on 27-02-2020 before Ld. National Company Law Tribunal, Jaipur to seeking modification in order dated 06.12.2019. However, on account of the COVID-19 driven lockdown situation the Interlocutory Application dated 27.02.2020 remains to come on board.

Keeping the status-quo on composition of Board of Directors intact in compliance with the Order dated 06.12.2019, to deal with the statutory compliance regarding role of Independent Directors, by passing Resolution by Circulation dated 30.03.2020, the said Mr. Ram Ratan Agarwal (DIN No.: 01000735) was appointed as Additional Director under the category of "Independent Director" of the Company.

Form no. DIR- 12 was uploaded on the MCA 21 on 29/05/2020 in this regard.

The Company is to deal with the situation arising out of provisions, inter-alia, contained in Section 149 and 161 of the Companies Act, 2013 and Rules made thereunder for moving of certain proposals arising out of the same at the ensuing AGM, in view of the directions given by Hon'ble NCLT for maintenance of status-quo in composition of Board of Directors of the Company.

Therefore, in view of the maintenance of status-quo in composition of Board of Directors, of the Company, Mr. Ram Ratan Agarwal (DIN No.: 01000735) shall continue to hold the office as independent directors on Board of the Company and in the facts and circumstances, the applicability, inter-alia, of Section 149, 161 of Companies Act, 2013 and rules made thereunder for the proposal, in this regard before the Annual General Meeting

(AGM) shall be subject to the directions of the Hon'ble NCLT in the ongoing proceedings under CP 231/241-242/JPR/2019.”

Hence, Board of Directors has its limitation in proposing the said agenda to the Annual General Meeting of the Company.

5. To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special resolution**:

Issuance of debt securities on Private Placement basis.

“RESOLVED THAT pursuant to the provisions of Section 42, 71, 179, 180 and other applicable provision, if any of the Companies Act, 2013 (including any statutory amendment(s), modification(s) or re-enactment(s) thereof), and within the overall borrowing powers of the Board and as per Housing Finance Companies Issuance of Non-Convertible Debentures on Private Placement Basis (NHB) Directions, 2014 or Housing Finance Companies (NHB) Directions, 2010 and subject to the provisions of Articles of Association of the Company, and such other approval(s), permission(s) and sanction(s), as may be required, the consent of Members of the Company be and is hereby accorded, to offer/ invite/issue securities during a period of one year, commencing from the date of this annual general meeting, by way of:

- (a) Non-Convertible Secured/Unsecured Redeemable Debentures, up to an amount Rs. 100 crores, (Rupees One Hundred crore only),
(b) Non-Convertible Subordinated Unsecured Debentures, up to an amount of Rs. 50crores, (Rupees Fifty crore only),

for cash either at par or premium or discount to such investors including but not limited to Scheduled Commercial Banks, Financial Institutions, Insurance Companies, Primary/ State/ District/Central Co-operative Banks (subject to permission from NHB/any other regulatory authority), Regional Rural Banks, Mutual Funds, Companies, Bodies Corporate authorized to invest in Debentures, Provident Funds, Superannuation & Pension Funds, subject to their Investment guidelines, Trust and any other investor category eligible to invest subject to current applicable rules, act, laws, etc. on private placement basis, inter-alia, from time to time, in one or more combination, as may be deemed appropriate by the Board, and such issue and allotment to be made at such time or times, in one or more tranches or series, under one or more shelf disclosure document(s) and/ or one or more offer letter(s), at such price or prices, at such rate of interest, as may be decided by and deemed appropriate by the Board as per the applicable laws and depending upon the prevailing yields, systematic liquidity, tenure and market conditions including the



सुखियां आपकी साथ हमारा....

MENTOR HOME LOANS INDIA LIMITED

CIN U67120RJ1995PLC009580

Regd. Office: Mentor House, Govind Marg, Sethi Colony, Jaipur Rajasthan -302004

Phone: 0141 261 1999 Email: compliance@mentorloans.co.in | Website: www.mentorloans.co.in

discretion to determine the categories and combination of investors to whom the offer, issue and allotment shall be made also considering other relevant factors and wherever necessary in consultation with lead manager(s), financial advisor(s), underwriter(s), legal advisor(s) and / or any other agency(ies), as the Board may in its absolute discretion deem fit and appropriate.”

"RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of the Company, be and is hereby authorized, to approve, decide, vary or modify the terms and conditions applicable to the issue of aforesaid Non – Convertible Debentures and to do all such acts, deeds, matters and things as they may, in their absolute discretion deem necessary, desirable or expedient for any offer, issue, allotment of the aforesaid Non - Convertible Debentures, and to resolve and settle all questions and difficulties that may arise in the proposed offer, issue and allotment of the aforesaid Non – Convertible Debentures and to do all such acts, deeds and things in connection therewith and incidental thereto as the Board in its absolute discretion may deem fit without being required to seek any further consent or approval of the Members of the Company 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.”

"RESOLVED FURTHER THAT the Board of the Company be and is hereby authorized to delegate such powers to the Finance Committee of the Board as it may deem necessary or appropriate in relation to allotment of aforesaid Non – Convertible Debentures issued on private placement basis.”

**By the order of the Board of Directors
For Mentor Home Loans India Limited**

**Sd/-
Rohit Jain
Company Secretary
Membership No. A47662**

**Date: 11.08.2020
Place: Jaipur**

NOTES:

1. In view of the Covid-19 pandemic, the Ministry of Corporate Affairs (“MCA”) has vide its circular dated 5th May, 2020 read with circulars dated 8th April, 2020 and 13th April, 2020 (“MCA Circulars”), permitted the holding of the Annual General Meeting (“AGM”) through VC / OAVM, without the physical presence of the Members at a common venue.
2. In compliance with the provisions of the Companies Act, 2013 (“Act”), and MCA Circulars, the AGM of the Company is being held through VC / OAVM. Hence, Members can attend and participate in the AGM through VC/OAVM only. The deemed venue for the 25th Annual General Meeting of the Company shall be the Registered Office of the Company. The detailed procedure for participating in the meeting through VC/OAVM is detailed herein 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.
3. 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.
4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
5. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM/EGM has been uploaded on the website of the Company at www.mentorloans.co.in. 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.
6. 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.
7. Explanatory Statements setting out the material facts concerning item of Special Business to be transacted at the General Meeting pursuant to Section 102 of the Companies Act, 2013, is annexed hereto and forms part of the Notice. Since, the item No. 3 and 4 are not proposed to be transacted in the AGM, therefore, no such statement is given for said items particularly.

8. The Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts and Arrangements in which Directors are interested maintained under Section 189 of the Companies Act, 2013 and all other documents referred to in the Notice will be available for inspection.
9. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
10. However, pursuant to Section 113 of the Companies Act, 2013, Institutional / Corporate Members (i.e. other than Individuals / HUF, NRI, etc.) can appoint their representatives to attend the AGM through VC/OAVM and vote through e-voting. They are requested to send the scanned copy (PDF/JPG Format) of their Board or governing body Resolution/Authorization etc., authorizing their representative to attend the AGM through VC / OAVM to the Scrutinizer by email through its registered email address to ppincha@gmail.com with a copy marked to helpdesk.evoting@cdslindia.com.

11. THE INTRUCTIONS FOR SHAREHOLDRES FOR REMOTE E-VOTING ARE AS UNDER:

- (i) In compliance with the provisions of the Companies Act, 2013 read-with Rules made thereunder and MCA Circulars, the Company is pleased to provide to its Members facility to exercise their right to vote on resolutions proposed to be passed in the Meeting by electronic means.
- (ii) The Board of Directors of the Company has appointed Shri Pradeep Pincha (Membership No. F5369), Partner of M/s. Pincha & Co. Practicing Company Secretaries, as Scrutinizer to scrutinize the e-voting during the AGM and remote e-voting in a fair and transparent manner.
- (iii) Voting rights of the Members for voting through remote e-voting and voting during the AGM shall be in proportion to shares of the paid-up equity share capital of the Company as on the cut-off date i.e. 28th August, 2020. A person, whose name is recorded in the Register of Members or in the Register of Beneficial owners (as at the end of the business hours) maintained by the depositories as on the cut-off date shall only be entitled to avail the facility of remote e-voting and voting during the AGM.

- (iv) The voting period begins on 9.00 A.M. (IST) on Tuesday, 1st September, 2020 and ends on 5.00 P.M. (IST) on Thursday, 3rd September, 2020. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. 28th August, 2020 may cast their vote electronically. The remote e-voting will not be allowed beyond the aforesaid date and time and the remote e-voting module shall be disabled by CDSL upon expiry of aforesaid period.
- (v) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (vi) The shareholders should log on to the e-voting website www.evotingindia.com
- (vii) Click on "Shareholders" module.
- (viii) Now enter your User ID
- For CDSL: 16 digits beneficiary ID,
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

OR

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

- (ix) Next enter the Image Verification as displayed and Click on Login.
- (x) 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.
- (xi) If you are a first time user follow the steps given below:

For Shareholders holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none">Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact

	Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	<p>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.</p> <ul style="list-style-type: none"> 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).

- (xii) After entering these details appropriately, click on “SUBMIT” tab.
- (xiii) 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.
- (xiv) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xv) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xvi) 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.
- (xvii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xviii) 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.
- (xix) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xx) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.

- (xxi) 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.
- (xxii) 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.
- (xxiii) Any person, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at helpdesk.evoting@cdslindia.com mentioning their demat account number/folio number, PAN, name and registered address. However, if he/she is already registered with CDSL for remote e-voting then he/she can use his/her existing User ID and password for casting the vote.

12.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- The members are requested to provide details such as Name, Folio Number, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) mobile number and e mail id and also upload scanned copy of the image of share certificate(front and back) by sending an e-mail to Company at compliance@mentorloans.co.in.
- ii) For Demat shareholders- The members are requested to 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) by email to Company at compliance@mentorloans.co.in and/or Please contact your Depository Participant (DP) and register your email address in your demat account, as per the process advised by your DP.

13.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 / IPads 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) Members seeking any information with regard to the annual accounts for 2019-20 or any business to be dealt at the AGM, are requested to send an e-mail on compliance@mentorloans.co.in on 24/08/2020 and 25/08/2020 mentioning their name, demat account number/folio number, email id, mobile number. The same will be replied by the company suitably. Further, members who would like to express their views or ask questions during the AGM may register themselves as a speaker on 24/08/2020 and 25/08/2020 mentioning their name, demat account number/folio number, email id, mobile number at compliance@mentorloans.co.in. Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

14. 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.
- v) 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; compliance@mentorloans.co.in, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.
- vi) 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. Rakesh Dalvi (022-23058542) or Mr. Mehboob Lakhani (022-23058543).

vii) 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-400 013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058738 / 022-23058542/43.

15. The Results of voting will be declared within 48 hours from the conclusion of the AGM. The results declared along with the Consolidated Scrutinizer's Report shall be placed on the website of the Company i.e. www.mentorloans.co.in and on the website of CDSL i.e. <https://www.evotingindia.com>.
16. Subject to the receipt of requisite number of votes, the Resolutions set out in the Notice of the 25th AGM of the Company, shall deemed to be passed on the date of the AGM i.e. 4th September, 2020.
17. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only.



सुखियां आपकी साथ हमारा....

MENTOR HOME LOANS INDIA LIMITED

CIN U67120RJ1995PLC009580

Regd. Office: Mentor House, Govind Marg, Sethi Colony, Jaipur Rajasthan -302004

Phone: 0141 261 1999 Email: compliance@mentorloans.co.in | Website: www.mentorloans.co.in

ANNEXURE TO THE NOTICE

EXPLANATORY STATEMENT [PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013.]

The following Explanatory Statement sets out all material facts relating to Special Business of the accompanying Notice of the Annual General Meeting to be held on Friday, 4th September, 2020.

Item No. 5 To Consider and Approve the Issuance of Debt Securities on private placement basis.

In terms of the provisions of Section 42 of the Companies Act 2013 read with the Rules framed thereunder (Act), a company offering or making an invitation to subscribe to its Non-Convertible Debentures (“NCDs”) / Bonds etc., on a private placement basis, is required to obtain the prior approval of its Shareholders by way of a Special Resolution., the Board has recommended the passing of the Resolution, as set out at Item No. 5 of the Notice, by way of a Special Resolution.

None of the Directors and Key Managerial Personnel of the Company or their relatives is concerned or interested, financial or otherwise, in the passing of the said resolution.

**By the order of the Board of Directors
For Mentor Home Loans India Limited**

**Sd/-
Rohit Jain
Company Secretary
Membership No. A47662**

**Date: 11.08.2020
Place: Jaipur**