

NOTICE

NOTICE is hereby given that the **26th Annual General Meeting (AGM)** of the Members of **MENTOR HOME LOANS INDIA LIMITED** will be held on Thursday, 30th September, 2021 at 4:00 P.M. through video Conferencing ("VC") / Other Audio-Visual Means ("OAVM") facility from the Registered Office of the Company situated at Mentor House, Govind Marg, Sethi Colony, Jaipur – 302004 (Rajasthan) to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2021 together with Report of the Board of Directors and Auditors thereon.
2. Mr. Pawan Kumar Goyal (DIN: 00020153) 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 & Ors. before NCLT, Jaipur Bench, 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. Pawan Kumar Goyal (DIN: 00020153) falls under the purview but in view of the proceedings before Ld. NLCT, Jaipur the Company has limitation in the implementation of the same.

At The previous two AGM(s) held on 30-12-2019 and 04.09.2020, the directorial office of Mr. Basant Kumar Goyal (DIN: 00020127) and Mr. Girdhari Lal Goyal (DIN: 00020248) respectively 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, they had the same limitation.

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

3. To appoint Statutory Auditors of the Company and fix their remuneration and in this regard 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 139 and 142 and other applicable provisions, if any of the Companies Act, 2013 (‘the Act’) read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), M/s. Agrawal Jain & Gupta, Chartered Accountants (Firm Registration No. 013538C), be and are hereby appointed as the Statutory Auditors of the Company from the conclusion of this AGM till the conclusion of the AGM to be held in the year 2024, at a remuneration to be mutually decided between the Auditor and Managing Director of the Company.”

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

**Date: 03.09.2021
Place: Jaipur**

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

NOTES:

1. In view of the Covid-19 pandemic, the Ministry of Corporate Affairs (“MCA”) has vide its General Circular No.20/2020 dated 5th May, 2020 and Circular No.02/2021 dated 13th January, 2021 read together with General Circular No.14/2020 & 17/2020 dated 8th April, 2020 and 13th April, 2020 respectively, (collectively referred to as “MCA Circulars”), permitted the holding of the Annual General Meeting (“AGM”) through Video Conferencing (“VC”) / Other Audio Visual Means (“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 26th 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 aforesaid MCA Circulars, the Notice calling the AGM 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 Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Act will be available electronically for inspection by the Members during the 26th AGM. All documents referred to in the Notice will also be available for electronic inspection without any fee by the Members from the date of circulation of this Notice up to the date of AGM, i.e. 30th September, 2021. Members seeking to inspect such documents can send an e-mail to compliance@mentorloans.co.in.

7. 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 aforesaid 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.
8. 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.
9. In compliance with the Circulars, the Annual Report 2020-21, the Notice of the 26th AGM, and instructions for e-voting are being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company / depository participant(s).
10. The manner of voting remotely by Members including the Members who have not registered their e-mail addresses is provided in the instructions for remote e-voting section which forms part of this Notice.
11. Members who have not registered their e-mail address are requested to register the same in respect of shares held in electronic form with the Depository through their Depository Participant(s) and in respect of shares held in physical form by writing to the Company's Registrar and Share Transfer Agent, NSDL Database Management Limited, 4TH Floor, Trade World A Wingkamla Mills, Compound Lower Parel (W) Mumbai-400013 (Maharashtra).
12. Members who are holding shares in physical form are advised to submit particulars of their bank account, viz. name and address of the branch of the bank, MICR code of the branch, type of account and account number to our Registrar and Share Transfer Agent, NSDL Database Management Limited, 4TH Floor, Trade World A Wingkamla Mills, Compound Lower Parel (W) Mumbai-400013 (Maharashtra).
13. **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 Mr. Akshit Kumar Jangid, Practicing Company Secretary having membership number F-11285 and Certificate of Practice No. 16300, Partner of M/s. Pinchaa & Co., 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. Thursday, 23rd September, 2021. 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 Monday, 27th September, 2021 and ends on 5.00 P.M. (IST) on Wednesday, 29th September, 2021. 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. 23rd September, 2021 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) Voters should log on to the e-voting website www.evotingindia.com during the voting period.
- (vii) Click on Shareholders/ Members.
- (viii) Enter your User ID as **XXXXXXXXXX (you will get the login id from gogreen@cdslindia.com)**
- (ix) Next enter the Image Verification as displayed and Click on Login.
- (x) Enter your password as **XXXXXXXX (you will get the password from gogreen@cdslindia.com)**
- (xi) After entering these details appropriately, click on "SUBMIT" tab.
- (xii) 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.
- (xiii) 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).

- (xiv) After entering these details appropriately, click on “SUBMIT” tab.
- (xv) 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.
- (xvi) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xvii) Select the EVSN of **<<Company name as registered in the e-Voting system (www.evotingindia.com)>>** on which you choose to vote
- (xviii) 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.
- (xix) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xx) 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.
- (xxi) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xxii) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page. 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.

- (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.

14. 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.

15. INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

- i) Members will be provided with a facility to attend the AGM through VC/OAVM through the CDSL e-Voting system. Members may access the same using Remote voting credentials. The link for VC/OAVM will be available in Members login where the EVSN of Company will be displayed.
- ii) Members are encouraged to join the Meeting through Laptops / IPads for better experience.
- iii) Further Members 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 2020-21 or any business to be dealt at the AGM, are requested to send an e-mail on compliance@mentorloans.co.in on 20/09/2021 and 21/09/2021 mentioning their name, demat account number/folio number, email id, mobile number. The same will be replied by the company suitably. Members who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance from 20/09/2021 to 21/09/2021 mentioning their name, demat account number/folio number, email id, mobile number at compliance@mentorloans.co.in. The Members who do not wish to speak during the AGM but have queries may send their queries in advance from 20/09/2021 to 21/09/2021 mentioning their name, member id, mobile number at compliance@mentorloans.co.in. These queries will be replied to by the company suitably by email.
- vi) Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

16. 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 Members, 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 Members through the e-voting available during the AGM and if the same Members have not participated in the meeting through VC/OAVM facility, then the votes cast by such Members shall be considered invalid as the facility of e-voting during the meeting is available only to the Members attending the meeting.
- iv) Members 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.
- vi) 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.
- vii) If you have any queries or issues regarding attending AGM & e-Voting from the e-Voting System, you may write an email to helpdesk.evoting@cdslindia.com or contact Mr. Nitin Kunder (022-23058738) or Mr. Rakesh Dalvi (022-23058542) Or contact company.
17. 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>.
18. Subject to the receipt of requisite number of votes, the Resolutions set out in the Notice of the 26th AGM of the Company, shall deemed to be passed on the date of the AGM i.e. 30th September, 2021.



सुधियां 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

19. A person who is not a member as on the cut-off date should treat this Notice for information purposes only.

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

**Date: 03.09.2021
Place: Jaipur**

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