

NOTICE OF THE ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE 146th ANNUAL GENERAL MEETING OF THE MEMBERS OF THE COLABA LAND AND MILL COMPANY LIMITED WILL BE HELD ON TUESDAY, 22ND SEPTEMBER, 2026 AT 10.00 A.M. AT 1017, RAHEJA CHAMBERS, 213, NARIMAN POINT, MUMBAI – 400021. 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, 2026 together with the Reports of the Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Suresh Chandmal Bandi (DIN: 00516274) who retires by rotation and being eligible offered himself for re-appointment.

SPECIAL BUSINESS:

3. Re-appointment of Mr. Sudarshan V. Loyalka (DIN: 00016533) as Managing Director of the Company:

To consider and if thought fit to pass with or without modifications, the following resolution as a Special resolution.

“**RESOLVED THAT** pursuant to the provision of first proviso to section 196(3)(a), 197 and 203 of the Companies Act, 2013 read with schedule V and relevant rules of the Companies (Appointment & Remuneration of Managerial Person), the consent of the company be and is hereby accorded to the re-appointment and remuneration of **Mr. Sudarshan V. Loyalka (DIN: 00016533)** as the Managing Director of the company, who has attained the age of Seventy-five years, for a period of three years with effect from 30th October, 2026 to 29th October, 2029 upon such terms and conditions including remuneration as under,

A. Salary:

INR 2,50,000/- (Monthly) Increment upto INR 6,00,000/- (Monthly) as may be decided by the Board from time to time. In addition to salary the Managing Director will be entitled to the following perquisites and allowance.

B. Perquisites:

- i. Medical reimbursement: Expenses incurred for self and family, subject to a ceiling of one month's salary in a year or three months' salary over a period of three years including medical insurance reimbursement.
- ii. Leave travel assistance: For self and family, once in a year as per Rules of the Company.

- iii. **Personal Accident Insurance:** Premium not to exceed Rs.4,000/-p.a.
- iv. **Club fees:** Fees of clubs subject to maximum of two Clubs. This will not include admission and life membership fee.
- v. **Encashment of Leave:** Encashment of leave at the end of every year.
- vi. Contribution to Provident Fund, Superannuation Fund or Annuity Fund to the extent these either singly or put together are not taxable under the Income Tax Act, 2025.
- vii. **Gratuity:** As per rules of the Company but shall not exceed half a month's salary for each completed year of service.
- viii. **Telephone:** Telephone(s) facility at residence, as per Rules of the Company.
- ix. The Managing Director shall be entitled to the reimbursement of travelling, Hotel and other expenses incurred by him in India and abroad exclusively on the business of the Company and in accordance with the rules and regulations of the Company in force from time to time or as approved by the Board of Directors.
- x. As long as Mr. Sudarshan V. Loyalka functions as the Managing Director functions of the company, he shall not be paid any sitting fees for attending the Meetings of the Board of Directors thereof.
- xi. The Managing Director shall be entitled for the reimbursement of entertainment expenses actually incurred by him for the business of the Company.

Perquisites shall be evaluated as per applicable provisions of the Income Tax Rules.

- C. **Performance Bonus:** The Managing Director shall be entitled to 10 % of the gross proceeds of any sale of investment assets of the company or gross amount realized as compensation from our company, or such other higher performance as may be decided by the Board from time to time
- D. The Company may without Central Government approval pay remuneration to the Managing Director, in the event of no profit or inadequate profit beyond the ceiling specified in Section II Part II of Schedule V of Companies Act, 2013 and subject to complying with the conditions as stated in Rule 7 of Chapter XIII Companies (Appointment and Remuneration of Managerial Personnel).
- E. **Minimum Remuneration:** In the event of no profit or indecency of profits, the Company shall pay the aforesaid remuneration by ways of salary and perquisites as minimum remuneration.
- F. **Termination:** The appointment is liable for termination by either party by giving 30 days notice in writing without the necessity of showing any cause and on the expiry of the period of such notice this Agreement shall stand terminated and the Managing Director shall cease to be the Managing Director of the company, provided that the aforesaid notice may, be waived mutually by the parties hereto.

RESOLVED FURTHER THAT other facilities such as vehicle, house and telephone facility will be provided to him, which are being provided by the company for the post of Managing Director.

RESOLVED FURTHER THAT the director of the Company be and are hereby severally to file relevant E-forms with the Registrar of Companies Mumbai, which are necessary in this regard and to do all the acts, deeds and things which are necessary for the appointment of aforesaid person as a Managing Director of the Company.”

By order of the Board of Directors



Sudarshan V. Loyalka
Managing Director
DIN:- 00016533

Place: Mumbai
Date: 19/08/2026

REGISTERED OFFICE

1017, Raheja Chambers,
213, Nariman Point,
Mumbai-400021

Address:- 27A, Maheshwari Mansion,
34, Nepean Sea Road,
Mumbai-400006.

NOTES :

- 1) An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 relating to the Special Business to be transacted at the Annual General Meeting ('AGM' or 'Meeting') is annexed hereto.
- 2) A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend the meeting and the proxy need not be a member of the Company. A proxy shall not vote except on a poll. The instrument appointing the proxy must be deposited at the registered office of the Company not less than 48 hours before the commencement of the meeting;
- 3) A person appointed as proxy shall act on behalf of such member or number of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder;
- 4) The Register of Members and Transfer Books of the Company will be closed from (16/09/2026 to 22/09/2026), both days inclusive.
- 5) Members are requested to intimate all changes pertaining to their bank details, mandates, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers, etc., so as to enable the Company to address future communication to their correct addresses.
- 6) In case of joint holders attending the meeting, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote;
- 7) Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of Companies Act, 2013 and Register of Contracts or arrangements in which directors are interested maintained under Section 189 of the Companies Act, 2013 will be available for inspection by the members at the Annual General Meeting;
- 8) Members/Proxies should fill the attendance slip for attending the meeting and bring their attendance slip along with their copy of Annual Report to the meeting. Members who hold shares in physical form are requested to write their Folio Number in the attendance slip for attending the Meeting;
- 9) Corporate Members intending to send their authorized representatives to attend the meeting are requested to send to the Company a certified copy of the Board resolution authorizing such a representative to attend and vote on their behalf at the meeting;
- 10) All documents referred to in the notice and accompanying explanatory statement are open for inspection at the registered office of the Company between Business hours. on all working days of the Company up to the date of the Annual General Meeting;

- 11) Members seeking any information or clarifications on the Annual Report are requested to send in written queries to the Company at least one week before the meeting to enable the Company to compile the information and provide replies at the meeting.
- 12) The Voting at the meeting shall be conducted by show of hands unless a poll in accordance with section 109 of the Companies Act, 2013 is demanded by any member.
- 13) Pursuant to section 20(2) of the Companies Act, 2013 read with rule 35 of the Companies (Incorporation) Rules, 2014, as amended, Companies are permitted to send official documents to their shareholders electronically.
- 14) The route Map of the venue of the Annual General Meeting is attached
- 15) Members, Proxies and Authorized Representative are requested to bring the attendance slip, duly completed and signed, to the meeting and hand it over at the entrance.
- 16) The Results declared along with the report shall be placed on the website of immediately after the declaration of result by the Chairman or a person authorized by him in writing.

By order of the Board of Directors

S. V. Loyalka

Sudarshan V. Loyalka
Chairman & Managing Director
DIN:- 00016533

Place: Mumbai
Date: 19/08/2026

REGISTERED OFFICE :
1017, Raheja Chambers
213, Nariman Point,
Mumbai- 400021.

Address: - 27A, Maheshwari Mansion,
34, Napean Sea Road,
Mumbai-400006.

EXPLANATORY STATEMENT AS PER SECTION 102(1) OF THE COMPANIES ACT, 2013

Annexure to Notice:

Item No. 3.

Mr. Sudarshan V. Loyalka was appointed as Managing Director of the Company from 30th October 2023 to 29th October, 2026 by the members of company in 143rd AGM of company. As per the requirement of sections 196, 197, 203 and Schedule V of the Companies Act, 2013 read with the prescribed rules of the Companies Rules, 2014, the Board has approved the re-appointment of Mr. Sudarshan V. Loyalka as Managing Director of the Company for further 3 years from 30th October 2026 to 29th October, 2029, in its Board Meeting held on 19th August, 2026.

It is proposed to seek approval of the Members for the re-appointment and remuneration payable to Mr. Sudarshan V. Loyalka as Managing Director, in terms of applicable provisions of the said act and Rules made thereunder.

In addition to salary the Managing Director will be entitled to the following perquisites and allowance.

A. Salary:

INR 2,50,000/- (Monthly) Increment upto INR 6,00,000/- (Monthly) as may be decided by the Board from time to time. In addition to salary the Managing Director will be entitled to the following perquisites and allowance.

B. Perquisites:

- i. Medical reimbursement: Expenses incurred for self and family, subject to a ceiling of one month's salary in a year or three months' salary over a period of three years.
- ii. Leave travel assistance: For self and family, once in a year as per Rules of the Company including medical insurance reimbursement.
- iii. Personal Accident Insurance: Premium not to exceed Rs.4,000/-p.a.
- iv. Club fees: Fees of clubs subject to maximum of two Clubs. This will not include admission and life membership fee.
- v. Encashment of Leave: Encashment of leave at the end of every year.
- vi. Contribution to Provident Fund, Superannuation Fund or Annuity Fund to the extent these either singly or put together are not taxable under the Income Tax Act, 2025.
- vii. Gratuity: As per rules of the Company but shall not exceed half a month's salary for each completed year of service.
- viii. Telephone: Telephone(s) facility at residence, as per Rules of the Company.
- ix. The Managing Director shall be entitled to the reimbursement of travelling, Hotel and other expenses incurred by him in India and abroad exclusively on the business of the Company and in accordance with the rules and regulations of the Company in force from time to time or as approved by the Board of Directors.

- x. As long as Mr. Sudarshan V. Loyalka functions as the Managing Director functions of the company, he shall not be paid any sitting fees for attending the Meetings of the Board of Directors thereof.
- xi. The Managing Director shall be entitled for the reimbursement of entertainment expenses actually incurred by him for the business of the Company.

Perquisites shall be evaluated as per applicable provisions of the Income Tax Rules.

C. Performance Bonus: The Managing Director shall be entitled to 10 % of the gross proceeds of any sale of assets of the company or gross amount realized as compensation from aquisition of C.S. 649 plot of our company, or such other higher performance as may be decided by the Board from time to time.

D. The Company may without Central Government approval pay remuneration to the Managing Director, in the event of no profit or inadequate profit beyond the ceiling specified in Section II Part II of Schedule V of Companies Act, 2013 and subject to complying with the conditions as stated in **Rule 7 of Chapter XIII Companies (Appointment and Remuneration of Managerial Personnel.**

E. Minimum Remuneration: In the event of no profit or indecency of profits, the Company shall pay the aforesaid remuneration by ways of salary and perquisites as minimum remuneration.

F. Termination: The appointment is liable for termination by either party by giving 30 days' notice in writing without the necessity of showing any cause and on the expiry of the period of such notice this Agreement shall stand terminated and the Managing Director shall cease to be the Managing Director of the company, provided that the aforesaid notice may, be waived mutually by the parties hereto.

The Board of Director is confident that the vast knowledge and experience of Mr. Sudarshan V. Loyalka will be of great value to the Company and hence commends the resolution set out at item no. 3 of the notice as Special Resolution for your approval.

None of the other Directors of the Company are, in any way, connected or interested in the resolution.

By order of the Board of Directors

S. V. Loyalka

Sudarshan V. Loyalka

Chairman & Managing Director

DIN: - 00016533

Place: Mumbai
Date : 19th August 2026

REGISTERED OFFICE :
1017, Raheja Chambers
213, Nariman Point,
Mumbai-400021.

Address: - 27A, Maheshwari Mansion,
34, Napean Sea Road,
Mumbai-400006.

DETAILS OF DIRECTORS SEEKING REAPPOINTMENT AS REQUIRED
[Pursuant to Secretarial Standard on General Meeting)

Name of the Director : **Sudarshan V. Loyalka**

Date of Birth : 29/10/1947

Date of Re-Appointment : 19/08/2026

Other Directorships, Membership/ Chairmanship of Committees of other Board : Director in 3 Private Companies

Date of first appointment on the Board : 20/09/1980

Details of relationship with other Directors, Manager and Key Managerial Personnel of the Company : NIL

Number of Shares held in the Company as on 31 March, 2026 : 9,55,145 shares

Remuneration sought to be paid - INR 2,50,000/- Increment upto INR 6,00,000/-(Monthly)

Remuneration last drawn – Rs. 35,02,225/- per annum

Number of Board meetings attended during the year: 5

By order of the Board of Directors



Sudarshan V. Loyalka
Chairman & Managing Director
DIN:- 00016533

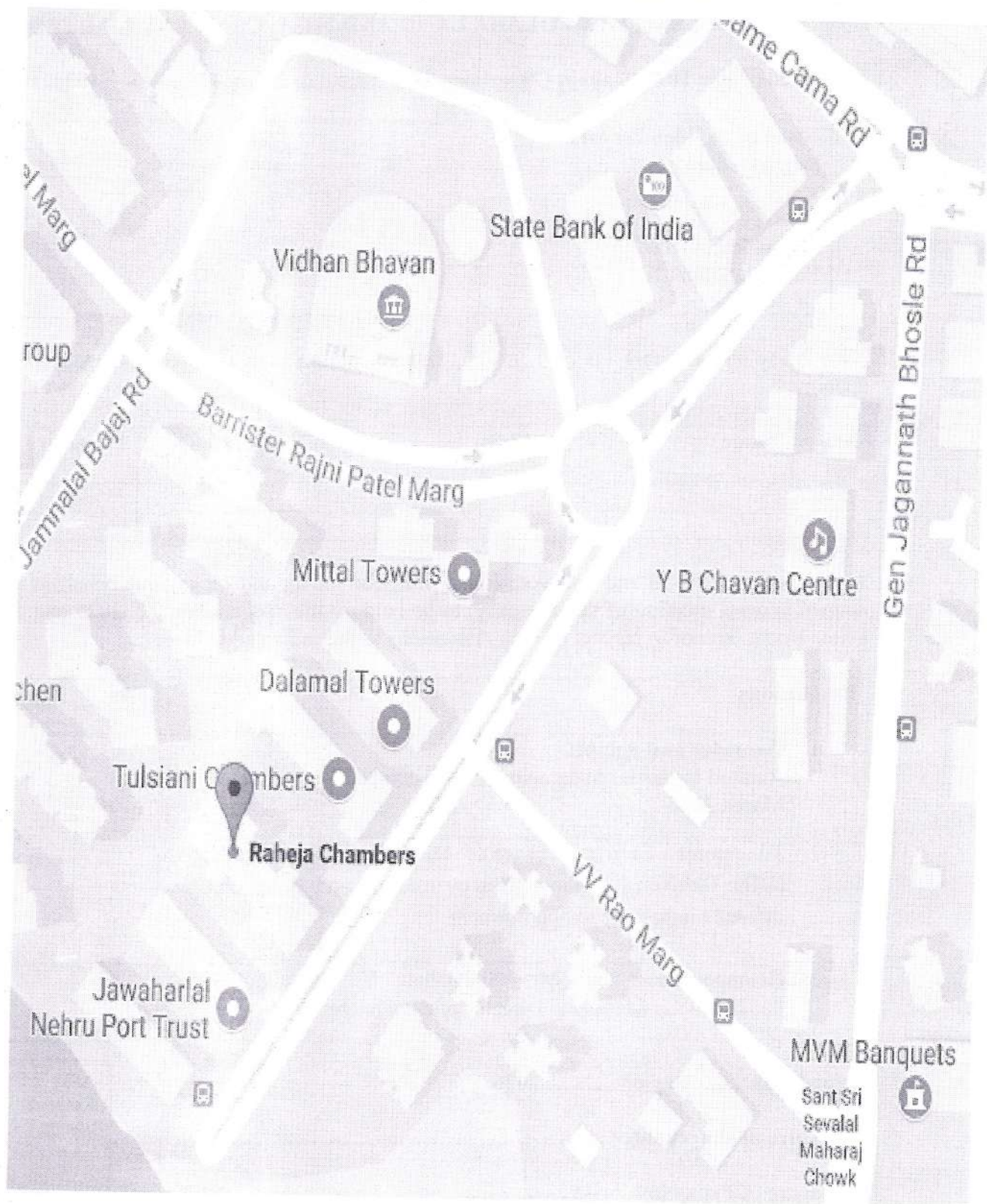
Place: Mumbai
Date: 19th August 2026

REGISTERED OFFICE :
1017, Raheja Chambers
213, Nariman Point,
Mumbai- 400021.

Address:- 27A, Maheshwari Mansion,
34, Napean Sea Road,
Mumbai-400006.

ROUTE MAP FOR AGM HALL –
1017, RAHEJA CHAMBERS, 213 NARIMAN POINT, MUMBAI – 400 021.

Prominent Landmark: Raheja Chambers, Nariman Point



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: U70100MH1880PLC000039

Name of the Company: **THE COLABA LAND AND MILL COMPANY LIMITED**

Registered office: **1017, Raheja Chambers, 213, Nariman Point, Mumbai- 400021**

Name of the Member (s) :

Registered address:

E-mail Id :

Folio No/Client ID:

DP ID:

I/We being the member (s) of shares of the above named Company, hereby appoint

Sr. no	Name	Address	E-mail Id	Signature
1				
2				

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at 146th Annual general meeting of the company, to be held on the September 22, 2026 and at any adjournment thereof in respect of such resolutions as are indicated below :

Resolutions	For	Against
1. Consider and Adopt: Audited Financial Statement for the Financial Year ended 31 st March, 2026.		
2. To appoint a Director in place of Mr. Suresh Chandmal Bandi (DIN: 00516274) who retires by rotation and being eligible offered himself for re-appointment.		
3. Re-appointment of Mr. Sudarshan V. Loyalka (DIN: 00016533) as Managing Director of the Company:		

Signed this day of 2026

Signature of shareholder

Signature of Proxy holder(s).....

Affix
Revenue
Stamp

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting

Attendance Slip

Registered Folio	
Name	
Address of Shareholder	
No. of Shares held	

I/We hereby record my/our presence at 146th Annual General Meeting of the Company at 1017, Raheja Chambers, 213 Nariman Point, Mumbai – 400 021.

Signature of Shareholder / Proxy

Present.....

Note: 1.

1. You are requested to sign and hand this over at the entrance.
2. If you are attending the meeting in person or by proxy please bring copy of notice and annual report for reference at the meeting.

