

## NOTICE OF THE ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE 144<sup>TH</sup> ANNUAL GENERAL MEETING OF THE MEMBERS OF THE COLABA LAND AND MILL COMPANY LIMITED WILL BE HELD ON WEDNESDAY, 25TH SEPTEMBER, 2024 AT 10.00 A.M. AT 1017, RAHEJA CHAMBERS, 213, NARIMAN POINT, MUMBAI – 400 021. 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 31<sup>st</sup> March, 2024 together with the Reports of the Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Uddhav Sahebrao Kamble (Din No. 09575400) who retires by rotation and being eligible offered himself for re-appointment.

### SPECIAL BUSINESS:

3. To authorise board of directors of the company to sell, lease or otherwise dispose off company's any movable or immovable property at fair market value on such terms and conditions and in such form and manner, as the Board in its absolute discretion thinks fit in the benefit of the company at any point of time.
4. To authorise board of directors of the company except Mr. Sudarshan V. Loyalka to sell, lease or otherwise dispose off company's any movable or immovable property at fair market value to its Managing Director Mr. Sudarshan V. Loyalka (DIN: 00016533) on such terms and conditions and in such form and manner, as the Board in its absolute discretion thinks fit in the benefit of the company at any point of time

By order of the Board of Directors



**Sudarshan V. Loyalka**

**Chairman & Managing Director**

DIN:- 00016533

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

Place: Mumbai

Date: 27th August 2024

**REGISTERED OFFICE :**

1017, Raheja Chambers

213, Nariman Point,

Mumbai- 400021.

## 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 (19/09/2024 to 25/09/2024), 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.

Place: Mumbai

Date: 27th August 2024

**REGISTERED OFFICE** :

1017, Raheja Chambers

213, Nariman Point,

Mumbai- 400021.

By order of the Board of Directors



**Sudarshan V. Loyalka**

**Chairman & Managing Director**

DIN:- 00016533

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



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

### **Item No. 3.**

Pursuant to section 180 (1) (a) and other applicable provisions of the Companies Act, 2013, the Company can dispose off its property through sale or lease only with the approval of members accorded by way of Special Resolution.

The Directors recommend the Resolution set out in the Notice for the approval of the Members.

No Director, Manager, other key managerial personnel and relatives of the same are concerned or interested in the passing of this Resolution.

### **Item No. 4.**

Pursuant to section 188 and other applicable provisions of the Companies Act, 2013, contracts or arrangements with respect to clauses (a) to (e) of sub-section (1) of section 188 can be entered into only with the approval of members accorded by way of Special Resolution.

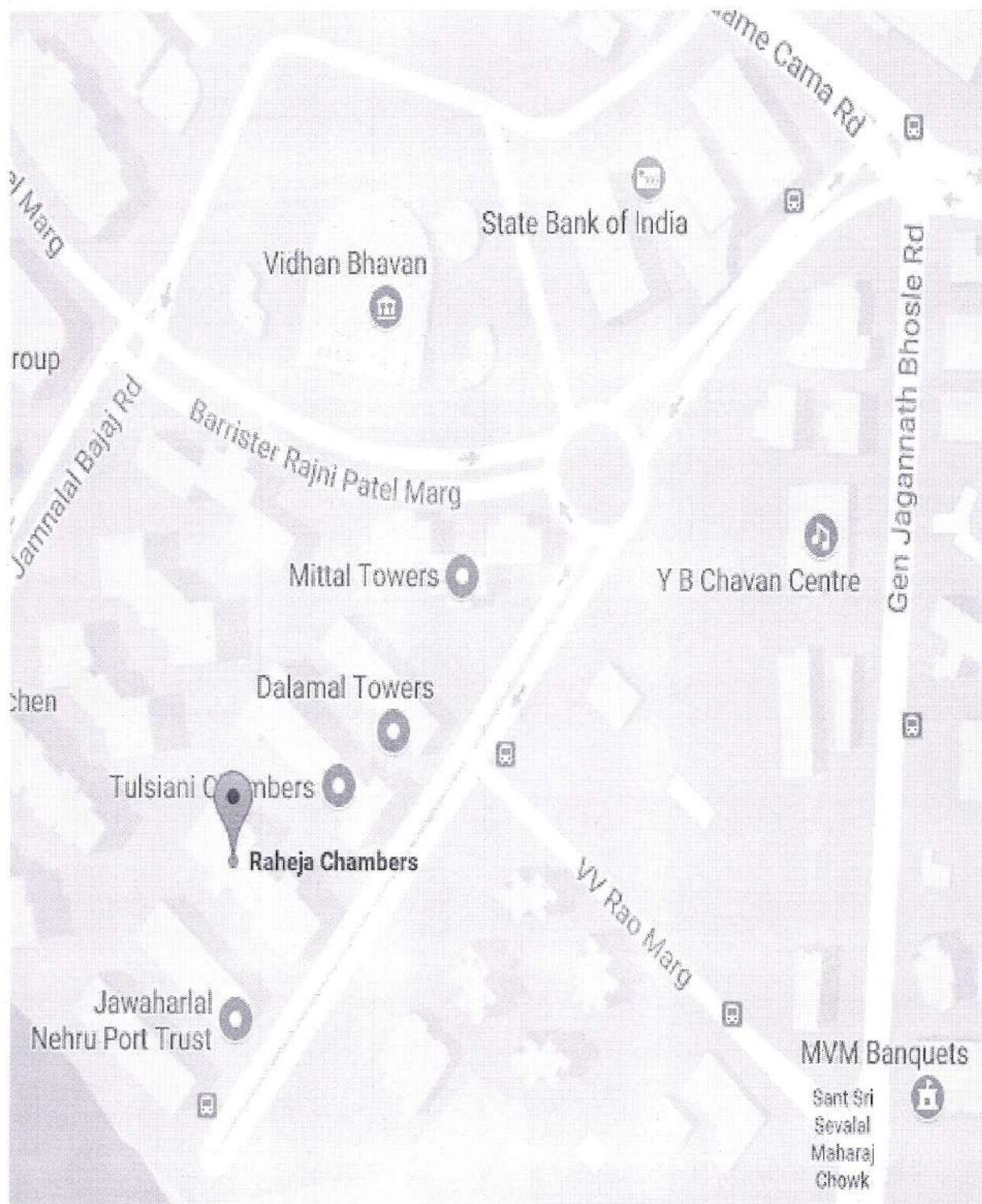
to authorise board of the company except Mr. Sudarshan V. Loyalka to sell, lease or otherwise dispose off company's any movable or immovable property at fair market value to its Managing Director Mr. Sudarshan V. Loyalka (DIN: 00016533) on such terms and conditions and in such form and manner, as the Board in its absolute discretion thinks fit in the benefit of the company at any point of time.

The Directors recommend the Resolution set out in the Notice for the approval of the Members.

No Director, Manager, other key managerial personnel and relatives of the same are concerned or interested in the passing of this Resolution except Mr. Sudarshan V. Loyalka.

**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 144<sup>th</sup> Annual general meeting of the company, to be held on the September 25, 2024 and at any adjournment thereof in respect of such resolutions as are indicated below :

Resolutions	For	Against
1. <b>Consider and Adopt:</b> Audited Financial Statement for the Financial Year ended 31 <sup>st</sup> March, 2024.		
2. To appoint a Director in place of Mr. Uddhav Sahebrao Kamble (Din No. 09575400) who retires by rotation and being eligible offered himself for re-appointment.		
3. To authorise board of directors of the company to sell, lease or otherwise dispose off company's any movable or immovable property at fair market value.		
4. To authorise board of directors of the company except Mr. Sudarshan V. Loyalka to sell, lease or otherwise dispose off company's any movable or immovable property at fair market value to its Managing Director Mr. Sudarshan V. Loyalka (DIN: 00016533)		

Signed this ..... day of ..... 2024

Signature of shareholder .....

Affix  
Revenue  
Stamp

Signature of Proxy holder(s).....6.....

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 144<sup>th</sup> 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.