

THE COLABA LAND & MILL CO. LTD.

(CIN U70100MH1880PLC000039) Tel.: 022-2287 1678 / Email. ID: - clmltd1880@gmail.com

Regd. Office: - 1017, Raheja Chambers, 213, Nariman Point, Mumbai – 400021.

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE EXTRAORDINARY GENERAL MEETING OF M/S.THE COLABA LAND AND MILL COMPANY LIMITED WILL BE HELD ON WEDNESDAY, 14TH JANUARY, 2026 AT 10:00 AM AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT 1017 RAHEJA CHAMBERS, 213 NARIMAN POINT, MUMBAI - 400021, MAHARASHTRA, INDIA TO TRANSACT THE FOLLOWING BUSINESSES:-

SPECIAL BUSINESSES:

1. TO RENEW TENANCY AGREEMENT (RELATED PARTY TRANSACTION):

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

"RESOLVED THAT pursuant to Section 188 of the Companies Act, 2013, and other applicable provisions, the consent of the Board be and is hereby accorded for entering into a lease agreement with M/S. VIJAYCO, through its Partners (1). Mr. Sudarshan Vasudeo Loyalka, residing at 27A Maheshwari Mansion, 34 Nepean Sea Road, Mumbai 400 026 and (2). Mr. Santosh Sadashiv Gawde residing at Flat No. A-304, Panchratna Complex Building No. 5, Om Sai Shakti CHS, Achole Road, M. D. Nagar, Near Gurukul High School, Nalasopara (East) 401209, both of Mumbai, Indian Inhabitants hereinafter called the "LANDLORDS" for the office premises bearing No. 1017 admeasuring about 570 sq. ft., on the 10th floor of the building known as Raheja Chambers, at Nariman Point, Mumbai 400 021 for a monthly rent of INR 1,00,000/- (Rupees One Lakh Only) on arm's length terms, to be effective from 01/01/2026 to 31/12/2028, for a period of 3 years."

"RESOLVED FURTHER THAT as the transaction exceeds the threshold limit, in the special course of business and a related party transaction requiring shareholder approval under proviso to Section 188(1) as it falls above the threshold limits (10% of turnover/net worth)."

"RESOLVED FURTHER THAT any of the Director of the Company, be and is hereby authorized to sign the Tenancy Agreement on behalf of the company." The above resolution was passed unanimously. Mr. Sudarshan Loyalka abstained from voting as being interested party.

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RESOLVED FURTHER THAT any directors of the Company be and are hereby severally authorised to do all such act(s), deed(s) and things including all forms, documents filing with Registrar of Companies as may be necessary and incidental to give effect to the aforesaid Resolution.”

For and on behalf of the Board

THE COLABA LAND AND MILL COMPANY LIMITED



SURESH C. BANDI

Director

DIN: 00516274

Add.: 501, Kismat, Forjett Street,

Opp. Bhatia Hospital, Mumbai – 400 007



Date: 16/12/2025

Place: Mumbai

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Notes

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in relation to the Special Business under Item Nos. 1 of the accompanying Notice is annexed hereto.
2. 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.
3. A Member entitled to attend and vote is also entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a Member of the Company. The instrument appointing the proxy, in order to be effective, must be deposited at the Company's Registered Office, duly completed and signed, not less than FORTY-EIGHT HOURS before the meeting.

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

The following Explanatory Statement, pursuant to section 102 of the Companies Act, 2013 ("Act"), sets out all material facts relating to the business mentioned under Item No. 1 the accompanying Notice dated 16th December 2025:

Item No. 1

To renew tenancy agreement (related party transaction):

The company entering into a lease agreement with M/S. VIJAYCO, through its Partners (1). Mr. Sudarshan Vasudeo Loyalka, residing at 27A Maheshwari Mansion, 34 Nepean Sea Road, Mumbai 400 026 and (2). Mr. Santosh Sadashiv Gawde residing at Flat No. A-304, Panchratna Complex Building No. 5, Om Sai Shakti CHS, Achole Road, M. D. Nagar, Near Gurukul High School, Nalasopara (East) 401209, both of Mumbai, Indian Inhabitants hereinafter called the "LANDLORDS" for the office premises bearing No. 1017 admeasuring about 570 sq. ft., on the 10th floor of the building known as Raheja Chambers, at Nariman Point, Mumbai 400 021 for a monthly rent of INR 1,00,000/- (Rupees One Lakh Only) on arm's length terms, to be effective from 01/01/2026 to 31/12/2028, for a period of 3 years."

Pursuant to Section 188 (1) Companies Act, 2013, the transaction exceeds the threshold limit, in the special course of business and a related party transaction requiring shareholder approval under proviso to Section 188(1) as it falls above the threshold limits (10% of turnover/net worth)."

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

Any of the Director of the Company, be and is hereby authorized to sign the Tenancy Agreement on behalf of the company."

The above resolution was passed unanimously. Mr. Sudarshan Loyalka abstained from voting as being interested party.

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Attendance Slip

Registered Folio / DP ID & Client ID	
Name	
Address of Shareholder	
No. of Shares held	

I/We hereby record my/our presence at the Extra-Ordinary General Meeting of the Company at its registered address 1017 Raheja Chambers, 213 Nariman Point, Mumbai - 400021, Maharashtra, India on Wednesday, 14th January, 2026, the at 10:00 A.M.

Signature of Shareholder / Proxy
Present.....

Note:

1. You are requested to sign and hand this over at the entrance.

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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: U70100MH1880PLC000039

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

Registered office: 1017 Raheja Chambers, 213 Nariman Point, Mumbai - 400021, Maharashtra, India.

Name of the Member (s) :

Registered address:

E-mail Id :

Folio No/Client 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				
3				

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extraordinary general meeting of the company, to be held on Wednesday 14th day of January, 2026 at 10:00 a.m.at Registered office and at any adjournment thereof in respect of such resolutions as are indicated below:

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Resolution No.

1) Renewal of tenancy agreement

Route Map to the venue of the meeting

