



**CORDOBA LOGISTICS
& VENTURES LIMITED**

October 04, 2023

The General Manager
Pakistan Stock Exchange Limited
Stock Exchange Building
Stock Exchange Road
Karachi.

Subject: Notice of AGM to be published in Newspapers

Dear Sir

Please find enclosed notice of Annual General Meeting of the Company to be held on 27-10-2023, before publishing in newspapers.

Yours' Sincerely


Company Secretary



CORDOBA LOGISTICS & VENTURES LIMITED

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 37th Annual General Meeting ("AGM") of **Cordoba Logistics and Ventures Limited** (the "Company") will be held on **October 27, 2023 at 11:00 am at Pakistan Stock Exchange Limited (PSX) Regional Office building, Khayaban-e-Ahwan-e-Iqbal, Lahore** and also through video link arrangements to transact the following businesses:

Ordinary Business

1. To confirm the minutes of the Annual General Meeting held on October 28, 2022.
2. To receive, consider and adopt the Reports of Directors and Auditors together with Audited Annual Financial Statements of the Company for the year ended 30 June 2023.
3. To appoint Company's Auditors and fix their remuneration for the year ending 30 June, 2024. The members are hereby notified that the Board of Directors, on the recommendation of Audit Committee of the Company, has proposed re-appointment of M/s Parker Russell-A.J.S. Chartered Accountants as external auditors of the Company.

Special Business

4. To approve the proposal for an equity investment in Finox (Pvt.) Limited ("Finox"), an associated company of the Company, of Rs. 7,500,000/- to meet its working capital requirements and for this purpose, to pass with or without modification, the following resolution as a **"SPECIAL RESOLUTION"**.
"RESOLVED THAT approval be and is hereby granted under section 199 of the Companies Act, 2017 that the Company makes an equity investment of Rs. 7,500,000/- in Finox (Pvt.) Limited ("Finox") to meet its business operations and working capital requirements (the "Transaction").
RESOLVED FURTHER THAT the Chief Executive and the Company Secretary of the Company, be and is/are hereby authorised to do all such things, acts, deeds, etc., which may be necessary to bring the Transaction to a successful conclusion"
5. To approve the proposal for an investment in Cordoba Leasing Limited ("CLL"), an associated company of the Company, in the form of a loan up to Rs. 1,000,000,000/- for a period of 3 years or extendable as per mutual consent of parties with a mark-up of 3 month Kibor+2%, which may be invested at such intervals as required by CLL to meet its business operations and working capital requirements, and to ratify/approve the proposal for restructuring of an already invested amount of Rs. 88.35 Million into CLL as part of this loan and for this purpose, to pass with or without modification, the following resolution as a **"SPECIAL RESOLUTION"**.
"RESOLVED THAT approval be and is hereby granted under section 199 of the Companies Act, 2017 that the Company makes an investment of up to Rs. 1,000,000,000/- (Rupees One billion only) in CLL in the form of a loan for a period of 3 years or extendable as per mutual consent of parties with a mark-up of 3 month Kibor+2%, which may be invested at such intervals as and when so required by CLL to meet its business operations and working capital requirements; and that the restructuring of an already invested amount of Rs. 88.35 Million into CLL as part of this loan is also approved (the "Transaction").
RESOLVED FURTHER THAT the Chief Executive and the Company Secretary of the Company, be and is/are hereby authorised to do all such things, acts, deeds, etc., which may be necessary to bring the Transaction to a successful conclusion."
6. To ratify/approve the proposal for sale of 30.15% shareholding of Children Clothing Retail Private Ltd. "CCR" (i.e. 391,950 shares @ Rs. 100/share) and for this purpose, to pass with or without modification, the following resolution as a **"SPECIAL RESOLUTION"**.
"RESOLVED THAT the Company be and is hereby authorized to sell 30.15% (i.e. 391,950 shares @ Rs. 100/share) shareholding of Children Clothing Retail Private Ltd. "CCR" (the "Transaction").
RESOLVED FURTHER THAT the Chief Executive and the Company Secretary of the Company, be and is/are hereby authorised to do all such things, acts, deeds, including the Share Purchase Agreement etc., which may be necessary to bring the Transaction to a successful conclusion."
7. To consider and, if deemed fit, pass, with or without any amendment(s)/modification(s), the following resolution, to enable and authorize the Company to circulate the Annual Report (including the audited financial statements, auditor's report, Director's report, Chairman's review report) to the members of the Company through QR enabled code and weblink, in accordance with S.R.O. 389(I)/2023 issued by the Securities and Exchange Commission of Pakistan.
"RESOLVED THAT the Company be and is hereby authorized to circulate its Annual Report, including the annual audited financial statements, auditor's report, Director's report, Chairman's review report and other reports/documents contained therein, to the members of the Company through QR enabled code and weblink, in accordance with S.R.O. 389(I)/2023 issued by the Securities and Exchange Commission of Pakistan.
RESOLVED FURTHER THAT the Company shall be considered compliant with the relevant requirements of the Companies Act, 2017 by sending the Audited Financial Statements through e-mail and/or sending a notice of meeting containing a QR code and the weblink address. In case a hard copy of Audited Financial Statements of the Company is desired, a specific request for the same will be made."

Any Other Business

8. To transact any other business with the permission of the Chair.
A statement under section 134(3) of the Companies Act, 2017, setting out all material facts concerning the special business described in the Agenda and information as required under Regulation 3(1) of Companies (Investment in Associated Companies or Associated Undertakings) Regulations, 2017, are annexed to this notice dispatched to the shareholders.

Lahore:
Dated: October 05, 2023

By order of the Board
Syed Ali Jawwad Jafri
Company Secretary

Notes:

1. The Share Transfer Books of the Company will remain closed from 19-10-2023 to 27-10-2023 (both days inclusive). Transfers received in order at the office of our Share Registrar, M/s Hameed Majeed Associates (Pvt.) Ltd. H. M. House 7, Bank Square, Lahore by the close of business on 18-10-2023, will be treated in time for the entitlement to attend the Annual General Meeting of the Company.
2. A member entitled to attend and vote at this meeting may appoint any other member as his/her proxy to attend and vote instead of him/her and a proxy so appointed shall have the same rights, as respects attending, speaking and voting at the AGM as are available to the members.
3. The instrument appointing a proxy and the power of attorney or other authority under which it is signed or a notarial attested copy of the power of attorney must be deposited at the Registered Office of the Company at least 48 hours before the time of the meeting. Proxy Forms, in English and Urdu languages, have been dispatched to the members along with the notice of AGM.
4. Members who have deposited their shares into Central Depository Company of Pakistan Limited ("CDC") will further have to follow the under mentioned guidelines for appointment of proxies:
 - a. In case of individuals, the account holder and/or sub-account holder and their registration details are uploaded as per the CDC Regulations, shall submit the proxy form as per above requirements.
 - b. The proxy form shall be witnessed by two persons, whose names, addresses and CNIC numbers shall be mentioned on the form.
 - c. Attested copies of the CNIC or the passport of beneficial owners and the proxy shall be furnished with the proxy form.
 - d. The proxy shall email a valid copy of his CNIC (both sides) / original passport as per above instructions.
 - e. In case of corporate entity, the attested copy of the Board's resolution/power of attorney with specimen signature shall be furnished along with proxy form to the Company.
5. Members are requested to provide by mail or email, photocopy of their CNIC and their email address to enable the Company to comply with the relevant laws.
6. In view of the SECP instructions, the AGM will also be conducted virtually via video link for safety and well-being of the shareholders of the Company and general public. To attend the meeting through video link, members and their proxies are requested to register themselves by providing the following information along with valid copy of Computerized National Identity Card (both sides)/passport, attested copy of board resolution / power of attorney (in case of corporate shareholders) through email at info@cordobaiv.com by 25th October 2023.

Name of Member	Folio/CDC Account No.	CNIC No.	Cell No.	Email Address

The members who are registered after the necessary verification shall be provided a video link by the Company on the same email address that they email with the Company with. The Login facility will remain open from start of the meeting till its proceedings are concluded.

The shareholders who wish to send their comments/suggestions on the agenda of the AGM can email the Company at email: info@cordobaiv.com. The Company shall ensure that comments/suggestions of the shareholders will be read out at the meeting and the responses will be made part of the minutes of the meeting.

7. Conversion of Physical Shares into Book Entry Form Shares:

Attention of the shareholders, having shares in physical scrips of the Company, is invited towards Sub Section (2) of the Section 72 of the Companies Act, 2017. As per provisions of the above Section, every existing company is required to replace its physical shares with book-entry form in a manner as may be specified and from the date notified by the Commission, within a period not exceeding four years from the commencement of the Act, i.e. 31st May, 2017.

In view of the above and as per the instructions issued by SECP, such shareholders are requested to arrange to convert their shares held in physical form into book-entry-form. For this purpose, the shareholder shall be required to open an account with either Central Depository Company (CDC) or any Trading Rights Entitlement Certificate holder (Securities Broker) of Pakistan Stock Exchange. The benefits associated with the Book-Entry-Form shares includes readily available for trading, whereas trading of physical scrips is currently not permitted, no risk of damaged, lost, forged or duplicate certificates, instant transfer of ownership, instant receipt/credit of dividends and other corporate entitlements etc.

8. Unclaimed Dividend and Shares

Shareholders, who by any reason, could not claim their dividend or right/bonus shares or did not collect their physical shares, if any, are advised to contact our Share Registrar to collect/enquire about their unclaimed dividend or pending shares, if any. Please note that in compliance with Section 244 of the Companies Act, 2017, after having completed the stipulated procedure, all dividends unclaimed for a period of three years from the date due and payable, shall be deposited to the credit of the Federal Government /SECP and in case of shares, shall be delivered to the Securities & Exchange Commission of Pakistan (SECP).

9. Placement of Financial Statements

The Company has placed the Annual Report containing, Notice of Annual General Meeting, Audited Annual Financial Statements for the year ended 30 June 2023 along with Auditors and Directors Reports thereon on its website www.cordobaiv.com.

10. Postal Ballot/E-Voting

Members can exercise their right to vote through e-voting or postal ballot, subject to meeting The requirements of Section 143-145 of the Companies Act, 2017 and applicable clauses of the Companies (E-Voting) Regulations, 2016 or Companies (Postal Ballot), 2018 (as the case may be).

