



**CORDOBA LOGISTICS
& VENTURES LIMITED**

August 02, 2024


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

Subject: Notice of EOGM to be published in Newspapers

Dear Sir

Please find enclosed notice of Extra Ordinary General Meeting of the Company to be held on 27-08-2024, before publishing in newspapers.

Yours' Sincerely


Company Secretary



CORDOBA LOGISTICS & VENTURES LIMITED
NOTICE OF EXTRA ORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extra Ordinary General Meeting ("EOGM") of Cordoba Logistics & Ventures Limited (the "Company") will be held on **August 27, 2024 at 11:00 am** at Pakistan Stock Exchange Limited (PSX) Regional Office building, Khayaban-e-Aiwan-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 27, 2023.

Special Business:

2. To consider and, if deemed fit, to pass with or without modification, the following resolutions, as special resolutions, in accordance with Section 199 of the Companies Act, 2017 (the "Act"), in order to amend/supersede the loan agreement / arrangement entered into by the Company with its subsidiary company, namely Cordoba Financial Services Ltd. (formerly Cordoba Leasing Limited) "CFS", regarding the loan extended by the Company to CFS to authorize the Company to convert the outstanding loan limited to the principal amount amounting up to Rs. 113,400,000/-, into equity / shares at a per share price of Rs. 10/- i.e. up to 11,340,000 shares and deferment of the payment of the mark-up and other related party liabilities so accrued.

"RESOLVED THAT in accordance with Section 199 of the Companies Act, 2017, the shareholders of the Company be and hereby approve, the amendment/superseding of the Loan Agreement dated 28th September, 2023 entered into between a subsidiary of the Company namely Cordoba Financial Services Ltd. (formerly Cordoba Leasing Limited) "CFS" and the Company, specifically to cater for the conversion of such loan into equity in terms of the resolution and deferment of the repayment of the markup and other related party liabilities, if any.

RESOLVED FURTHER THAT subject to obtaining any regulatory approvals, the Company is hereby authorized to convert the outstanding loan to the extent of the principal amount, amounting to Rs. 113,400,000/- into equity/shares of CFS of Rs. 10/- each.

RESOLVED FURTHER THAT in pursuance of the above, the Company be and is hereby authorized to make equity investments of up to Rs. 113,400,000/-, in its associated company i.e. CFS via conversion, in pursuance of Section 199 of the Companies Act, 2017, in one or more tranches as determined by the Board of Directors.

RESOLVED FURTHER THAT the mark up and other related party liabilities if any, computed upto the 31st July, 2024 shall continue to remain outstanding and payable except that the repayment which was scheduled to commence from the July, 2024 pursuant to the Loan Agreement shall stand deferred to commence from the 1st July, 2025, with the option available to CFS to make early payment.

RESOLVED FURTHER THAT the Chief Executive of the Company 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 aforesaid superseding, conversion, issuance of equity."

Any Other Business:

3. 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 the notice dispatched to the shareholders.

Lahore: By order of the Board
 Dated: August 05, 2024 Syed Ali Jawwad Jafri
Company Secretary

Notes:

- The Share Transfer Books of the Company will remain closed from 20-08-2024 to 27-08-2024 (both days inclusive). Transfers received in order at the office of our Share Registrar, Mr. Hameed Iqbal Associates (Pvt.) Ltd., H. M. House 7, Bank Square, Lahore by the close of business on 19-08-2024, will be treated in time for the entitlement to attend the Extra Ordinary General Meeting of the Company.
- 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 EOGM as are available to the members.
- 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 EOGM.
- 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:
 - 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 forms per above requirements.
 - The proxy form shall be witnessed by two persons, whose names, addresses and CNIC numbers shall be mentioned on the form.
 - Attested copies of the CNIC or the passport of beneficial owners and the proxy shall be furnished with the proxy form.
 - The proxy shall email a valid copy of his CNIC (both sides) / original passport as per above instructions.
 - 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.
- 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.
- In view of the SECP instructions, the EOGM 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@cordobaly.com by 23rd August 2024:

Name of Member	Folio/CDC Account No.	CNIC No.	Cell No.	Email Address
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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 EOGM can email the Company at email: info@cordobaly.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. 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 or Companies (Postal Ballot) Regulations, 2018 (as the case may be).

E-VOTING:

Detail of E-Voting facility will be shared through e-mail with those members of the company who have valid cell numbers / e-mail addresses available in the Register of Members of the Company on the book closure date, maintained by the Company's Registrar (being the e-voting service provider).

Identify of the members intending to cast vote through e-voting shall be authenticated through electronic signature or authentication for login.

Members shall cast vote online from August 22, 2024, (9:00 AM) till August 26, 2024 (5:00 PM). Once the vote on the resolutions has been casted by a Member, he/she shall not be allowed to change it subsequently.

VOTING THROUGH POSTAL BALLOT:

Members may opt for voting through postal ballot. For the convenience of the members, Ballot Paper is annexed to this notice and also available on Company's website at www.cordobaly.com.

CORDOBA LOGISTICS & VENTURES LIMITED
BALLOT PAPER FOR VOTING THROUGH POST

Ballot paper for voting through post for the Special Business at the Extra Ordinary General Meeting (EOGM) to be held on Tuesday, August 27, 2024 at 11:00am at Pakistan Stock Exchange Limited (PSX) Regional Office building, Khayaban-e-Aiwan-e-Iqbal, Lahore and also through video link arrangements.

Designated email of the Chairman: info@cordobaly.com Website: www.cordobaly.com

Contact details: Office No. 420, 4th Floor, Eden Towers, Main Boulevard, Gulberg III, Lahore.

Name of shareholder/joint shareholders	
Folio Number / CDC Account No.	
Registered Address of shareholder(s):	
Number of shares held	
CNIC Number (copy to be attached)	
Additional Information and enclosures (In case of representative of body corporate, corporation and Federal Government.)	

I/we hereby exercise my/our vote in respect of the following resolutions through postal ballot by conveying my/our assent or dissent to the following resolution by placing tick (✓) mark in the appropriate box below:

Sr. No.	Nature and Description of Resolution	No. of ordinary shares for which votes cast	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
1.	<p>Agenda Item # 2:"RESOLVED THAT in accordance with Section 199 of the Companies Act, 2017, the shareholders of the Company be and hereby approve, the amendment/superseding of the Loan Agreement dated 28th September, 2023 entered into between a subsidiary of the Company namely Cordoba Financial Services Ltd. (formerly Cordoba Leasing Limited) "CFS" and the Company, specifically to cater for the conversion of such loan into equity in terms of the resolution and deferment of the repayment of the markup and other related party liabilities, if any.</p> <p>RESOLVED FURTHER THAT subject to obtaining any regulatory approvals, the Company is hereby authorized to convert the outstanding loan to the extent of the principal amount, amounting to Rs. 113,400,000/- into equity/shares of CFS of Rs. 10/- each.</p> <p>RESOLVED FURTHER THAT in pursuance of the above, the Company be and is hereby authorized to make equity investments of up to Rs.113,400,000/-, in its associated company i.e. CFS via conversion, in pursuance of Section 199 of the Companies Act, 2017, in one or more tranches as determined by the Board of Directors.</p> <p>RESOLVED FURTHER THAT the mark up and other related party liabilities if any, computed upto the 31st July, 2024 shall continue to remain outstanding and payable except that the repayment which was scheduled to commence from the July, 2024 pursuant to the Loan Agreement shall stand deferred to commence from the 1st July, 2025, with the option available to CFS to make early payment.</p> <p>RESOLVED FURTHER THAT the Chief Executive of the Company 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 aforesaid superseding, conversion, issuance of equity."</p>			

Signature of Shareholder(s) _____ Place: _____
 Date: _____

NOTES:

- Duly filled postal ballot should be sent to the Chairman, Mr. Zeshan Afza at Office No. 420, 4th Floor, Eden Towers, Main Boulevard, Gulberg III, Lahore or email at info@cordobaly.com.
- Copy of CNIC should be enclosed with the postal ballot form.
- Postal ballot forms should reach the Chairman of the meeting on or before close of business (i.e. 5 p.m.) on August 26, 2024. Any postal ballot received after this date, will not be considered for voting.
- Signature on postal ballot should match with signature on CNIC.
- Incomplete, unsigned, incorrect, defaced, torn, mutilated, over written ballot paper will be rejected.