



**CORDOBA LOGISTICS
& VENTURES LIMITED**

April 28, 2022

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

Subject: Notice of Extra Ordinary General Meeting

Dear Sir

Please find enclosed herewith a copy of the notice of Extraordinary General Meeting of the Company to be held on 23-05-2022 for circulation amongst the TRE Certificate holders of the exchange.

Yours' sincerely



Company Secretary

Copy to:

Executive Director/HOD
Offsite-II Department
Supervision Division
Securities & Exchange Commission of Pakistan
63, NIC Building, Jinnah Avenue
Blue Area, Islamabad.



**CORDOBA LOGISTICS
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Notice of Extraordinary General Meeting

Notice is hereby given that an Extraordinary General Meeting ("EOGM") of Cordoba Logistics and Ventures Limited (the "Company") will be held on Monday, 23 May, 2022 at 11:00 AM (PST) at Pakistan Stock Exchange Limited (PSX) Regional Office building, Khayaban-e-Aiwan-e-Iqbal, Lahore and through video link to transact the following business:

Ordinary Business:

To confirm the minutes of the Annual General Meeting of the Shareholders of the Company held on August 03, 2021.

Special Business:

"To consider and, if thought fit, to pass, with or without modification, a special resolution to increase the authorized share capital of the company from PKR 225 million to PKR 1,000 Million and consequent amendments in Clause V of the Memorandum of Association and Article 3(a) of the Articles of Association of the Company"

Attached to this Notice is a statement of material facts along with draft resolution proposed to be passed as special resolution in relation to the aforesaid special business, as required under Section 134(3) of the Companies Act, 2017.

Dated: 28 April, 2022

By Order of the Board


Syed Ali Jawwad Jafri
Company Secretary





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Notes:

1. The Share Transfer Books of the Company will remain closed from 16-05-2022 to 23-05-2022 (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 20-05-2022, will be treated in time for the entitlement to attend the EOGM 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 EOGM 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.
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 of the SECP due to Coronavirus Pandemic, the EOGM will also be conducted virtually via video link for safety and well-being of the shareholders of the Company and general public. The EOGM can be attended



using smart phones/tablets/computers. 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@cordobalv.com by 19 May, 2022:

Name of Member	Folio/CDC Account No.	CNIC No.	Cell Number	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 EOGM can email the Company at email: info@cordobalv.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 vide its Letter No. CSD/ED/Misc./2016-639-640 dated 26th March, 2021, 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.



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Statement of Material Facts under Section 134 (3) of the Companies Act, 2017

Increase in Authorized Share Capital of the Company and consequent alterations in the Memorandum and Articles of Association of the Company.

The existing authorized share capital of the Company is PKR 225,000,000/- divided into 22,500,000 ordinary shares of Rs. 10/- each.

In order to cater for increase in paid up share capital of the Company, the authorized share capital of the Company needs to be enhanced. Accordingly, the Board of Directors has recommended to increase the authorized share capital of the Company from PKR 225,000,000/- divided into 22,500,000 ordinary shares of Rs. 10/- each to PKR 1,000,000,000/- divided into 100,000,000 ordinary shares of Rs. 10/- each by PKR 775,000,000 i.e., creation of additional 77,500,000 ordinary shares of Rs. 10/- each.

The proposed increase in the authorized share capital of the Company will also necessitate amendment in Clause V of Memorandum of Association of the Company and Article 3(a) of the Articles of Association of the Company. The Board of Directors has also recommended required alterations in the Memorandum and Articles Association of the Company to reflect increase in authorized share capital of the Company.

Reasons for alteration in authorized share capital

Alteration of authorized share capital is being proposed to enhance the existing authorized capital in order to allow future issue of shares. Additional authorized capital of PKR 775,000,000 i.e., creation of additional 77,500,000 ordinary shares of Rs. 10/- each is being proposed.

Reasons for alterations of Memorandum and Articles of Association

The Company is increasing its authorized share capital in order to cater for future increase in paid up share capital of the Company. Consequently, the provisions in the Memorandum and Articles of Association relating to authorized share capital will need to be amended.

Existing Clause V of Memorandum of Association:

“The authorised capital of the Company is Rs. 225,000,000 divided into 22,500,000 ordinary shares of Rs.10 each with power to increase and reduce the capital and to divide the shares in the capital for the time being into several classes in accordance with provisions of the Companies Ordinance, 1984.”



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Proposed Clause V of Memorandum of Association:

"The authorised capital of the Company is Rs. 1,000,000,000 divided into 100,000,000 ordinary shares of Rs.10 each with power to increase and reduce the capital and to divide the shares in the capital for the time being into several classes in accordance with provisions of the Companies Act, 2017."

Existing Article 3(a) of Articles of Association:

"The authorized share capital of the Company is Rs. 225,000,000 divided into 22,500,000 ordinary shares of Rs. 10/- each with powers to increase, reduce, subdivide consolidate or otherwise to reorganize the same in accordance with the provisions of the Companies Ordinance, 1984."

Proposed Article 3(a) of Article of Association:

"The authorized share capital of the Company is Rs. 1,000,000,000 divided into 100,000,000 ordinary shares of Rs. 10/- each with powers to the Company to increase, reduce, subdivide consolidate or otherwise to reorganize the same in accordance with the provisions of the Companies Act, 2017."

Interest of Directors

No directors or Chief Executive of the Company or their relatives have any interest in the proposed alterations of the Memorandum and Articles of Association of the Company except in their capacities as directors/Chief Executive/shareholders of the Company.

Availability of Relevant Documents

A copy each of the existing and amended Memorandum and Articles of Association identifying the changes proposed therein bearing the initial of the company secretary for identification purposes is attached herewith. A copy thereof and the documents pertaining to proposed special resolutions are available for inspection at the registered office of the Company from 9.00 a.m. to 5.00 p.m. on any working day, up to the last working day before the date of the extraordinary general meeting. The same shall also be available for inspection by the members in the extraordinary general meeting.



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Statement of the Board of Directors

"We, the members of the Board of Directors hereby confirm that the proposed amendments/alterations in the Memorandum and Articles of Association of the Company are in line with the applicable laws and regulatory framework."

For the purpose aforesaid, it is proposed to consider and, if though fit, to pass the following resolution as a special resolution, with or without modifications:

RESOLVED THAT, the Authorized Share Capital of the Company be and is hereby increased from PKR 225,000,000/- (Rupees Two Hundred Twenty-Five Million Only) divided into 22,500,000 ordinary shares of PKR 10 each to PKR 1,000,000,000 (Rupees One Billion Only) divided into 100,000,000 ordinary shares of PKR 10 each by creation of 77,500,000 additional ordinary shares of PKR 10 each to rank *pari passu* in every respect with the existing ordinary shares of the Company.

FURTHER RESOLVED THAT, in consequence of the aforesaid increase in the Authorized Share Capital of the Company, the existing Clause V of the Memorandum of Association of the Company and Article 3(a) of the Articles of Association of the Company be and are hereby substituted accordingly, to read as follows:

Clause V of Memorandum of Association:

"The authorised capital of the Company is Rs. 1,000,000,000 divided into 100,000,000 ordinary shares of Rs.10 each with power to increase and reduce the capital and to divide the shares in the capital for the time being into several classes in accordance with provisions of the Companies Act, 2017."

Article 3(a) of the Article of Association:

"The authorized share capital of the Company is Rs. 1,000,000,000 divided into 100,000,000 ordinary shares of Rs. 10/- each with powers to the Company to increase, reduce, subdivide consolidate or otherwise to reorganize the same in accordance with the provisions of the Companies Act, 2017."

FURTHER RESOLVED THAT the Chief Executive and Company Secretary be and are hereby singly authorized to do all acts, deeds and things and take all steps and necessary actions ancillary and incidental including filing of requisite documents and returns as may be required with the Registrar of Companies, Securities and Exchange Commission of Pakistan and complying with all other regulatory requirements to effectuate and implement this resolution.