



**CORDOBA LOGISTICS
& VENTURES LIMITED**

October 27, 2023

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

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

Subject: **Resolutions passed in the Annual General Meeting**

Dear Sir

In accordance with the requirement of Regulations of the PSX Rule Book, we are pleased to enclose the certified copy of the resolutions passed in the AGM of the Company held on October 27, 2023.

TRE Certificate Holders of the Exchange may please be informed, accordingly.

Regards

Company Secretary





**CORDOBA LOGISTICS
& VENTURES LIMITED**

**CERTIFIED COPY OF THE RESOLUTIONS PASSED IN ANNUAL GENERAL MEETING
HELD ON OCTOBER 27, 2023**

Ordinary Business:

1. To confirm the minutes of the Annual General Meeting of the Shareholders of the Company held on October 28, 2022.

"RESOLVED THAT the minutes of the Annual General Meeting of the Shareholders of the Company held on October 28, 2022 be and are hereby confirmed and adopted".

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.

"RESOLVED THAT the Audited Annual Financial Statements of the Company together with the Director's and Auditor's reports thereon for the year ended June 30, 2023 be and are hereby approved and adopted".

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.

"RESOLVED THAT M/s Parker Russell-A.J.S. Chartered Accountants be and are hereby re-appointed as Auditors of the Company for the year ending June 30, 2024 at a remuneration to be decided by the Chief Executive".

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"**:



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"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."

For Cordoba Logistics & Ventures Limited

Company Secretary

