



**CORDOBA LOGISTICS
& VENTURES LIMITED**

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 39th Annual General Meeting ("AGM") of **Cordoba Logistics & Ventures Limited** (the "Company") will be held on **October 28, 2025** at **11:00 am** at the Auditorium of 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 28, 2024.
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 2025.

The Company has placed the Annual Report on its website, which can be downloaded from the following link and QR enabled Code:



<https://www.cordobalv.com/pdf/Annual-Report-June-30-2025.pdf>

3. To appoint Company's Auditors and fix their remuneration for the year ending 30 June, 2026. 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 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"), strictly in order to defer the payment of the loan extended by the Company to its subsidiary namely Cordoba Financial Services Ltd. (formerly Cordoba Leasing Limited) "CFS" along with mark-up accrued/to be accrued against the loan till 31st December 2026.

"RESOLVED THAT in accordance with Section 199 of the Companies Act, 2017, the shareholders of the Company be and hereby approve, the modification of the Loan Agreement dated 28th September, 2023 as previously amended vide Addendum dated 27th August 2024 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 deferment of the repayment of the loan including markup.

RESOLVED FURTHER THAT the payment of markup and other related party liabilities including principal amount, which was scheduled to commence from the 1st July, 2025 pursuant to the Addendum to the Loan Agreement shall stand deferred to commence from the 1st January, 2027, 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 carry out the purposes of the foregoing resolution”.

5. To consider and, if deemed fit, to ratify/clarify with or without modification, that the investment in form of loan upto PKR 1,000,000,000/-, previously so approved by the members on October 27, 2023 by way of special resolution into a subsidiary of the Company namely CFS , also included the furnishing of corporate guarantee(s) on behalf of CFS to its banks.

“RESOLVED THAT it is being ratified/clarified that the investment in the form of loan upto PKR 1,000,000,000/-, previously so approved by the members in AGM held on October 27, 2023, into a subsidiary of the Company namely Cordoba Financial Services Ltd. (formerly Cordoba Leasing Limited) “CFS”, also included the furnishing of corporate guarantee(s) on behalf of CFS, as and when required, in respect of financing obtained/to be obtained by CFS from its banks in such form as is satisfactory to CFS and to fulfill such necessary legal formalities and internal documentation as may be required for the said purpose.

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 carry out the purposes of the foregoing ratification/clarification”.

Any Other Business:

6. 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 is annexed to this notice.

Lahore:

Dated: October 06, 2025

By order of the Board

Syed Ali Jawwad Jafri
Company Secretary



Notes:

1. The Share Transfer Books of the Company will remain closed from 21-10-2025 to 28-10-2025 (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 20-10-2025, 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. 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 24 October 2025:

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 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@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; 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 30th June, 2025 along with Auditors and Directors Reports thereon on its website: www.cordobalv.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 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).

Identity 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 October 23, 2025, (9:00 AM) till October 27, 2025 (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.cordobalv.com.

STATEMENT UNDER SECTION 134 (3) OF THE COMPANIES ACT, 2017

This statement sets out the material facts concerning the Special Business, as specified in the Agenda of the notice, to be transacted at the Company's AGM, to be held on October 28, 2025:

To authorize the Company to amend and / or supersede the existing loan agreement of its associated company:

- (a) Cordoba Financial Services Ltd. (formerly Cordoba Leasing Limited) "CFS" was incorporated as a wholly owned subsidiary Non-Banking Financial Company ("NBFC"). At present the Company owns 79.99% shareholding in CFS.

In January 2024, the Securities and Exchange Commission of Pakistan ("SECP") has granted a license to CFS to operate as an Investment Finance Company and to undertake/carry out Investment Finance Services.

- (b) The Board of Directors of the Company resolved and approved to defer the payment of principal amount and mark-up in respect of the loan furthered to its subsidiary till 31st December 2026. The outstanding principal amount is Rs. 20.90 Million along with Mark-up of Rs. 31.02 Million till 30th June 2025. By way of background, this loan was approved by the members and subsequently the conversion of the outstanding loan, at the relevant time, to the extent of the principal amount, amounting to Rs. 113.40 Million into equity/shares of CFS of Rs. 10/- each along with deferment of payment of mark-up computed up to the 31st July, 2024 to commence from the 1st July, 2025 was approved by the members in EOGM dated 27th August 2024.

In this respect, the Board certifies that due diligence on the proposal was carried out and accordingly, the Board recommends to the shareholders to approve the same.

- (c) That as per the definition of associated companies provided in the Companies Act, the Company and CFS squarely fall within the definition of associated companies and the current shareholding structure of CFS is as follows:

Name of Shareholders	No. of Shares Held
Cordoba Logistics & Ventures Ltd.	78,839,997
Amyr Rafiq	19,710,000
Danish Elahi	1
Misbah Khalil Khan	1
Naveen Ahmed	1
Total	<u>98,550,000</u>



- (d) The directors of the Company do not have any interest in the proposed investment, except that Mr. Danish Elahi and Mr. Misbah Khalil Khan serve on the Board of CFS as the Director and Chief Executive of CFS respectively and both hold one share each in CFS.

To ratify/clarify the furnishing of corporate guarantee(s):

- (a) The Company's shareholders have already vide special resolution dated 27.10.2023 so passed in its Annual General Meeting held on the same date allowed the Company, in accordance with Section 199 of the Companies Act, 2017 ("Act") to make an investment in the form of loan upto PKR 1,000,000,000/- into its subsidiary namely Cordoba Financial Services Ltd. (formerly Cordoba Leasing Limited) "CFS".
- (b) The Board of Directors of the Company resolved and approved furnishing of corporate guarantee(s) on behalf of CFS, in respect of financing obtained/to be obtained by CFS from its banks. In this respect, the Company seeks the clarification/ratification of the same from the Shareholders.

