

# CORDOBA LOGISTICS & VENTURES LIMITED

## NOTICE OF EXTRA ORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extra Ordinary General Meeting ("EOGM") of the shareholders of **Cordoba Logistics & Ventures Limited** (the "Company") will be held on **March 29, 2024 at 11:00 am** at **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 business:

### Ordinary Business

- To confirm the Minutes of the Annual General Meeting held on October 27, 2023; and
- To elect Seven Directors of the Company as fixed by the Board of Directors, in accordance with the provisions of Section 159 of the Companies Act, 2017 for a term of three years commencing from March 31, 2024 in place of the following retiring directors:
  - Mr. Danish Elahi
  - Mr. Sohail Ilahi
  - Mr. Muneer Kamal
  - Mr. Zeshan Afzal
  - Ms. Maleeha Humayun Bargash
  - Ms. Anum Raza
  - Mr. Misbah Khalil Khan

### Other Business

- To transact any other business with the permission of the Chair.  
(A Statement under Section 166 (3) of the Companies Act, 2017 for the purpose of electing independent directors is attached to this Notice).

Lahore:

Dated: March 06, 2024

By order of the Board

**Syed Ali Jawwad Jafri**  
Company Secretary

### Notes:

- The Share Transfer Books of the Company will remain closed from 22-03-2024 to 29-03-2024 (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 21-03-2024, will be treated in time for the entitlement of the transferees 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 form as 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. 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](mailto:info@cordobalv.com) by 26<sup>th</sup> March 2024.

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 EOGM can email the Company at email: [info@cordobalv.com](mailto: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. Election of Directors

- Any member who seeks to contest the election of Director, whether he is a retiring director or otherwise, shall file with the Company not later than 14 days before date of the EOGM his / her intention to offer himself/herself for election of the Directors in terms of Section 159 of The Companies Act, 2017 together with (i) His / Her Folio No. / CDC Investor Account cum Participant ID No.; (ii) Consent on Form 28; (iii) Detailed profile with office address; (iv) Number and detail of directorships and offices held in other companies; (v) Attested copy of valid CNIC & NTN; (vi) A declaration confirming that:
  - He / She is not ineligible to become a director of the Company under Section 153 of The Companies Act 2017 and any other applicable laws / regulations.
  - He / She is not serving as a director of more than seven listed companies simultaneously including as an alternate director.
  - He / She is aware of his / her duties and powers under the relevant laws, Memorandum & Articles of Association of Company and listing regulations of PSX.
- The persons contesting as independent directors shall submit additional declaration/undertaking that he / she qualifies the criteria of eligibility and independence notified under The Companies Act, 2017 and regulations issued thereunder and that their names are listed on the data bank referred to in Section 166(1) of The Companies Act, 2017.
- The candidates are requested to read the relevant provisions / requirements relating to the appointment / election of directors, as mentioned in The Companies Act, 2017 and the Listed Companies (Code of Corporate Governance) Regulations, 2019, the other applicable regulations and ensure compliance with the same in letter and spirit.
- A member who seeks to contest for election may select any one category in which he / she intends to contest election of directors. For the purposes of election of directors of the Company the voting shall be held separately in the following three (3) categories for the specified number of seats.

Sr.	Category	Number of Seats	Voting Proportion
1	Female Director	01	1/7
2	Independent Directors	03	3/7
3	Other Directors	03	3/7

If the number of members who offer themselves in a category is not more than the number of directors to be elected in such category, such members will be elected unopposed without the voting process.

### 8. Postal Ballot/E-Voting

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

### STATEMENT UNDER SECTION 166(3) OF THE COMPANIES ACT, 2017

This statement sets out the material facts concerning the Election of Directors to be carried out at the EOGM. As a listed company, the Company is required to have independent Directors on its Board in accordance with the requirements of the Listed Companies (Code of Corporate Governance) Regulations 2019. The Company shall ensure that its election of independent Directors comply with the requirements of Sections 159 and 166(2) of the Companies Act 2017, the Companies (Manner and Selection of Independent Directors) Regulations 2018 and that such Independent Directors are included in the data bank of Independent Directors maintained by the Pakistan Institute of Corporate Governance.

Core competencies, diversity, skillset, knowledge and experience of the Election contestants shall also be considered during the finalization of Independent Directors.

### INTEREST OF DIRECTORS

No Directors have direct or indirect interest in the above said business other than as shareholder of the Company and that they are eligible to contest the election of directors of the Company

