



NOTICE FOR THE EXTRAORDINARY GENERAL MEETING

Notice is hereby given that an extraordinary General Meeting of Mitchell's Fruit Farms Limited ("the Company") will be held on **8th December 2025 (Monday)** at **11:00 am PST** at the registered Head Office of the Company at **72 F.C.C. Gulberg IV, Lahore**, to transact the following business:

1. The approval of the minutes of the last AGM of the Company Held on 14th October, 2025.
2. The company had received a requisition under section 162 of the Companies Act 2017 (Act) from one member having acquired the requisite shareholding in the company, enabling them to get elected as directors of the company. Therefore, for the compliance of section 162 the Board of Directors have called an EOGM to elect eight (8) directors as fixed by the Board of Directors, for the next term of three years (03) according to the provisions of **Section 159(1)** of the Companies Act, 2017, in place of the following retiring Directors who are eligible to offer themselves for re-election:

1. Mr. Kashif Sajjad Sheikh

3. Mr. Syed Muhammad Mehdi Mohsin

5. Mr. Farooq Nazir

2. Mr. Nadeem Bin Javaid Sheikh

4. Mr. Babur Sultan

6. Ms. Syeda Umme Kulsoom Imam

Statement of Material Facts as required under 166(3) of the Companies Act 2017 is annexed to the notice of meeting circulated to the members of the Company.

By order of the Board

Anum Ali
Company Secretary

Lahore,
17th November, 2025

Notes:

1. Closure of Share Transfer Books

The share Transfer books of the Company will remain closed from 1st December 2025 to 8th December 2025 (both days inclusive) for attending and voting at the Extraordinary General Meeting. Physical transfers / CDS transaction IDs received by the share registrar of the Company Corplink Pvt. Ltd., 1-K Commercial, Model Town, Lahore on November 30, 2025, will be treated in time.

2. Participation in the Extraordinary General Meeting

A member entitled to attend, speak, and vote at this meeting may appoint any other member as his/her proxy to attend, speak, and vote on his behalf. The instrument appointing a proxy and the power of attorney or other authority under which it is signed, or a notarially attested copy of the power of Attorney, must be received/deposited at the Registered Head Office of the Company not later than 48 hours before the meeting.

CDC Account holders will further have to follow the under-mentioned guidelines as laid down by the Securities Exchange Commission of Pakistan.

A. For Attending the Meeting:

- i. In case of Individuals, the account holder or sub-account holder and/or the person whose securities are in a group account and their registration details as uploaded as per the CDC Regulations, shall authenticate his/her identity by showing his/her original computerized National Identity Card (CNIC) or original passport at the time of attending the meeting.

- ii. In case of a corporate entity, the Board of Directors' resolution/power of Attorney with the specimen signature of the nominee shall be produced (unless it has been provided earlier) at the time of the meeting.

B. For Appointing Proxies:

- i. In case of individuals, the account holder and/or the person whose securities are in a group account and their registration details are uploaded as per the CDC regulations, shall submit the proxy form as per the above requirement.
- ii. The proxy form shall be witnessed by two (02) persons whose names, addresses and CNIC numbers shall be mentioned on the form.
- iii. Attested copies of CNIC or passport of the beneficial owners and the proxy shall be furnished with the proxy form.
- iv. The proxy shall produce his/her original CNIC or original passport at the time of the meeting.
- v. In case of a Corporate entity, the Board of Directors' resolution/ power of attorney (POA) with specimen signature shall be submitted (unless it has been provided earlier) along with the proxy form to the Company.

Proxy Form

A proxy form is enclosed with this notice and also available on the Company's Official website.

3. Attendance of Meeting via Video Conference Facility:

In case of members holding ten percent (10%) of the total paid up Capital reside in a remote city, such members may demand that the Company to provide them with the facility of video-link for attending the Meeting.

If you wish to take advantage of this facility, please fill the form appearing below and submit it to the Company at its registered office at 72-FCC, Gulberg IV, Lahore, at least (7) days prior to the date of the meeting:

"I/We, _____ of _____, being a member of Mitchell's Fruit Farms Limited, holder of _____ ordinary share(s) as per Registered Folio/CDC Account No. _____ hereby opt of video link facility at _____.

Signature of Member"

The Company will inform the members of the venue of the video-link facility at least five (5) days before the date of the meeting, along with all the information necessary to enable them to access the facility.

4. Attending of Meeting Through Video Link Facility:

The members may attend the EOGM through the video link using smartphones/tablets/ laptops. Computers etc. to attend the meeting through a video link. Members and their proxies are requested to register themselves by providing the following information along a valid copy of their computerized National Identity Card (CNIC both sides) / passport, attested copy of board resolution / power of attorney (in case of corporate shareholders) through email at anum.ali@mitchells.com.pk not late than 48 hours before the time for holding the meeting.

Name of the shareholder	CNIC/Passport No.	Folio/CDC Account No.	No. of shares held	Cell No.	Email Address

The login facility will be opened at 10:45 am on 8th December 2025, enabling the participants to join the proceedings.

5. Change of Address:

Members are requested to notify any change in their addresses immediately. Shareholders are requested to provide above mentioned information/documents to respective Central Depository System (CDS) Participants and (ii) in case of Physical securities to the share Registrar of the Company.

6. Conversion of Physical Shares into CDS:

We once again strongly advise the members of the Company, in their best interest, to convert their physical shares into book-entry form at the earliest.

7. Unclaimed Dividend(s)

Shareholders who could not collect their dividend/ physical shares are advised to contact our Share registrar to collect/ enquire about their unclaimed dividend or shares, if any.

8. E-Voting/Postal Ballot facility:

- i. The shareholders may be allowed to exercise their right to vote through e-voting / postal ballot, subject to the provisions of the Companies Act, 2017 and the Companies (Postal Ballot) regulations, 2018, if the number of persons who offer themselves to be elected is more than the number of Directors fixed under Section 159 (1) of the Companies Act, 2017.
- ii. The Board of Directors of the Company has designated M/s Crowe Hussain Chaudhury & Co., Chartered Accountants, as the Scrutinizer for the purpose of voting, bringing with them the relevant experience, in accordance with Regulation 11 of the Companies (Postal Ballot) Regulations, 2018.

9. Election of Directors

Any member who seeks to contest the election of directors shall file with the Company at its registered Head Office, 72 F.C.C. Gulberg, IV, Lahore, not later than 14 days before the said meeting. His/her intention to offer himself for the election of directors in terms of Section 159 (3) of the Companies Act, 2017, together with:

- i. His/her folio number/CDC Account number/CDC Participant No./Sub-Account Number.
- ii. Notice of his/her intention to offer himself/herself for the election as a director, along with duly completed and signed Appendix to Form-9 giving his/her consent to act as a Director of the Company if elected (under section 167(1) of the Companies Act, 2017), and certify that he is not ineligible to become a Director under any applicable laws, Rules and Regulations.
- iii. Detailed profile along with official address to be placed on the Company's official website.
- iv. A declaration on non-Judicial confirming that:
 - a) He/she is aware of the duties and powers under the relevant applicable laws, Memorandum and Articles of Association of the Company, the Listed Companies (Code of Corporate Governance) Regulations, 2019 and listing regulations of Pakistan Stock Exchange Limited;
 - b) He/ She is not serving as a director in more than seven (07) listed Companies simultaneously including an alternate Director.
 - c) He/ She is not ineligible to become a Director of a listed company under Section 153 of the Companies Act, 2017 and any other applicable laws and regulations.
 - d) He/ She is a registered tax payer and having NTN No.
- v. Attested copy of a valid Computerized National Identity Card/ Passport and NTN certificate.
- vi. Declaration by Independent Director(s) under clause 6(3) of the Listed Companies (Code of Corporate Governance) Regulation, 2019 on non-judicial Stamp paper that he/she qualifies the criteria of independence stipulated under section 166 of the Companies Act, 2017.
- vii. Detail of other officers/directorships and offices held;
- viii. The candidates are requested to read the relevant provisions/ requirements relating to the Election of Directors, as stipulated in the Companies Act, 2017 and the Listed Companies (Code of Corporate Governance) Regulation, 2019, the other applicable laws and regulations, and ensure compliance with the same in letter and spirit.

If the number of members who offer themselves in each 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.

10. Prohibition of Gift Distribution

In accordance with Company policy and applicable regulatory guidelines, no gifts or incentives shall be distributed at any General Meeting. Shareholders are also respectfully requested to refrain from bringing or presenting any gifts during the meeting.

STATEMENT OF MATERIAL FACTS AS UNDER SECTION 166(3) OF THE COMPANIES ACT, 2017

Section 166(3) of the Companies Act, 2017 provides that a statement of material fact is annexed to the notice of the EOGM called for the purpose of the election of directors, which shall indicate the justification for choosing the appointee for appointment as an independent director. Pursuant to the above-mentioned provision, independent directors will be elected through the process of election of directors as laid down under section 159 of the Companies Act 2017.

The Company will ensure that the independent directors to be elected will meet the criteria for independence under section 166 of the Companies Act, 2017, and regulations issued thereunder, and their names are listed in the data bank of independent directors maintained by Pakistan Institute of Corporate Governance.

The candidates are required 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, and ensure compliance with the same in letter and spirit. No directors have direct or indirect interest in the abovesaid business other than as shareholders of the company, and they can contest the election of directors subject to the eligibility criteria.

PROXY FORM

I/We _____ Of
_____ holding
Computerized national Identity Card (CNIC) /Passport No. _____ and being a member of
MITCHELL'S FRUIT FARMS LIMITED hereby appoint
_____ of
_____ holding CNIC/Passport No. _____ or failing him/her
hereby _____ of
_____ as my/our proxy in my/our absence to attend and vote for
me/us and on my/our behalf at the Extraordinary General meeting of the Company to be held on 8th December, 2025
(Monday) at 11:00 am PST. At 72 F.C.C. Gulberg IV Lahore.

As witness my/our hand/seal this _____ day _____ 2025
Signed by the said member _____
In presence of _____

Please affix Revenue Stamp RS.50/-

Signature of Witness:
Name:

CNIC. No.

Signature of Witness:
Name:

CNIC No.

Please Quote:

Folio No.	Shares Held	CDC A/C No.

Notes:

1. This instrument appointing a proxy duly completed must be received at the registered Head Office of the company at 72 F.C.C. Gulberg IV, Lahore. Not later than 48 hours before the time of holding the general meeting.

2. The Proxy form shall be witnessed by two persons whose names, addresses and CNIC/Passport numbers shall be mentioned on the form.
3. Attested copies of CNIC/Passport(s) of the appointer and the proxy-holder shall be furnished with the proxy form.
4. The proxy-holder shall produce his/her original CNIC at the time of the meeting.
5. In case of corporate entity the Board of Directors' resolution/Power of Attorney with specimen signature shall be submitted along the proxy form.