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

March 11, 2026

Subject: **Submission of Final Offer Document of Right Issue**

Dear Sir,

This is in reference to your letter dated March 05, 2026 and Regulation 3 (3) of Companies (Further Issue of Shares) Regulations, 2020 where the Company issuing right shares is required to submit Final Offer Document to Pakistan Stock Exchange and Securities and Exchange Commission of Pakistan.

Please also note that the draft Offer Document has already been shared with PSX as well as SECP on February 26, 2026.

In this regard, we are enclosing herewith the Final Offer Document. We are also submitting the same to Securities and Exchange Commission of Pakistan.

Thanking you

Yours faithfully
for MITCHELLS FRUIT FARMS LIMITED

Anum Ali
Company Secretary

Copy to:

Additional Joint Director,
Public Markets and Development Department **(PMADD)**
Securities Market Division, Securities & Exchange Commission of Pakistan,
NIC Building, 4-Blue Area, Islamabad

Mitchell's Fruit Farms Ltd.
Head Office
72-FCC Gulberg IV, Lahore, Pakistan
Phone : (042) 3587 2392-93, Fax : (042) 3587 2398
Website : www.mitchells.com.pk, Email : ho@mitchells.pk

Factory & Farms:
Renala Khurd, District Okara, Pakistan
Phone : (044) 2622908, 2635907 & 8
Fax : (044) 262 1416
Email : mk@mitchells.pk

ADVICE FOR INVESTORS

INVESTMENT IN EQUITY SECURITIES AND EQUITY RELATED SECURITIES INVOLVES A CERTAIN DEGREE OF RISK. THE INVESTORS ARE REQUIRED TO READ THE RIGHTS SHARE OFFER DOCUMENT *(HEREIN REFERRED TO AS 'OFFER DOCUMENT')* AND RISK FACTORS CAREFULLY, ASSESS THEIR OWN FINANCIAL CONDITIONS AND RISK-TAKING ABILITY BEFORE MAKING THEIR INVESTMENT DECISIONS IN THIS OFFERING.

RIGHT ENTITLEMENT LETTER IS TRADABLE ON PSX, RISKS AND REWARDS ARISING OUT OF IT SHALL BE SOLE LIABILITY OF THE INVESTORS.

THIS DOCUMENT IS ISSUED FOR THE PURPOSE OF PROVIDING INFORMATION TO SHAREHOLDERS OF THE COMPANY AND TO THE PUBLIC IN GENERAL IN RELATION TO THE RIGHTS ISSUE OF PKR 500,000,040 CONSISTING OF 2,777,778 NEW ORDINARY SHARES BY MITCHELLS FRUIT FARMS LIMITED. A COPY OF THIS DOCUMENT HAS BEEN REGISTERED WITH THE SECURITIES EXCHANGE.

THIS OFFER DOCUMENT IS VALID TILL **June 08th, 2026** (60 days from the last day of payment of subscription amount)

MITCHELL'S FRUIT FARMS LTD.

Mitchells Fruit Farms Limited
Right Share - Offer Document

Date and place of incorporation: April 25, 1933, Lahore **Incorporation number:** 0000019 **Head Office:** House No. 72-FCC, Gulberg IV, Lahore **Contact No:** +92 321 8837649, **Website:** http://www.mitchells.com.pk, **Contact Person:** Mr. Abdul Wahab Hameed, **Phone:** +92 3218837649, **Email**: wahab.hameed@mitchells.com.pk

Issue Size: The Issue consists of 2,777,778 Right Shares (i.e. approximately 12.1433% of existing paid-up capital of Mitchells Fruit Farms Limited) having face value of PKR 10/- each at an offer price of PKR 180/- (including a premium of PKR 170/- per share). The total amount to be raised through the right issue is PKR 500,000,040/- only.

Date of Placing Offer Document on PSX for Public Comments:	N/A (Public comments are not being sought)
Date of Final Offer Letter:	**March 11th, 2026**
Date of Book Closure:	**March 17th, 2026**
Subscription Amount Payment Dates:	**From March 19th, 2026 to April 09th, 2026**
Trading Dates for Letter of Rights:	**From March 19th , 2026 to April 02nd, 2026**

Details of the relevant contact persons:

	Name of the Person	Designation	Contact Number	Office Address	Email ID
Authorized Officer of the Issuer	Mr. Abdul Wahab Hameed	Chief Financial Officer	+92 321 8837649	House No. 72-FCC, Gulberg IV, Lahore	wahab.hameed@mitchells.com.pk
Underwriters to the Issue					
Arif Habib Limited	Mr. Taha Siddiqui	Chief Financial Officer	+92 (21) 111-245-111	2/F, Arif Habib Centre, 23, M.T. Khan Road, Karachi	taha.siddiqui@arifhabibltd.com
Dawood Equities Limited	Mr. Abdul Aziz Habib	Chief Executive Officer	+92 (21) 32275200	17th Floor, Saima Trade Tower 'A', I.I. Chundrigar Road Karachi	aziz@dawoodequities.com
Bankers to the Issue					
Habib Bank Limited	Mr. Syed Muhammad Raza Jaffri	Team Leader	+923-08-435-3135	2nd Floor, HBL Corporate Centre, 102-103 Upper Mall, Lahore.	raza.jaffri50@hbl.com

This Offer Document can be downloaded from http://www.mitchells.com.pk and www.psx.com.pk

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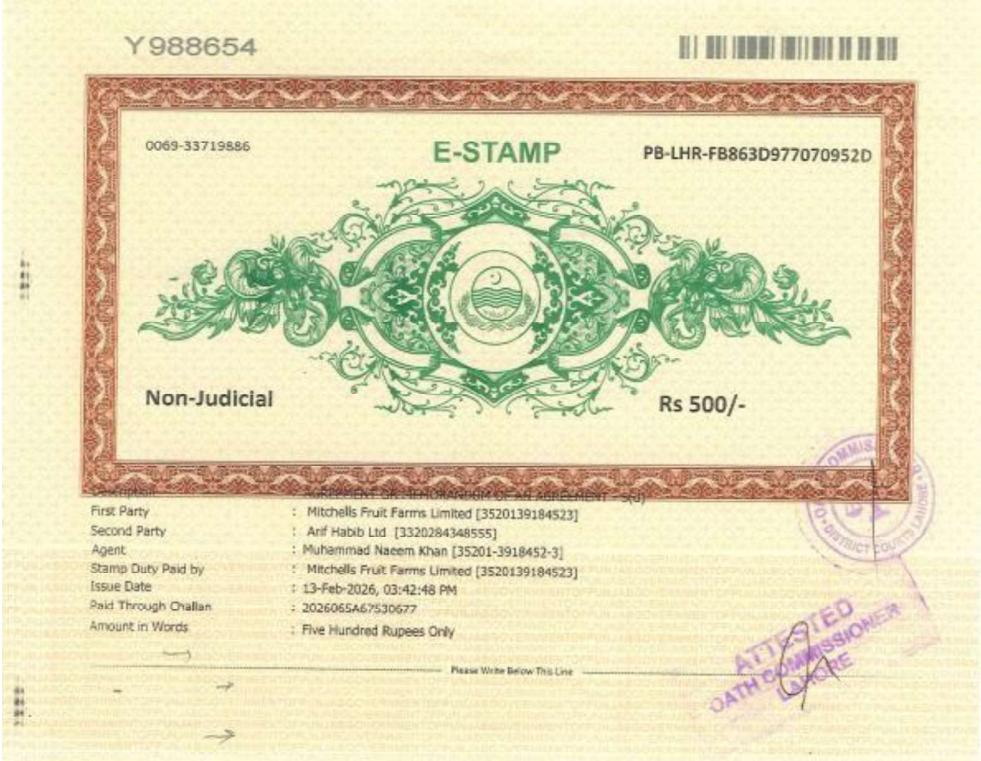
UNDERTAKING BY THE CHIEF EXECUTIVE OFFICER AND CHIEF FINANCIAL OFFICER



Y988654

0069-33719886 E-STAMP PB-LHR-FB863D977070952D

Non-Judicial Rs 500/-

AGREEMENT OR MEMORANDUM OF AN AGREEMENT - 5(d)

First Party	: Mitchells Fruit Farms Limited [3520139184523]
Second Party	: Arif Habib Ltd [3320284348555]
Agent	: Muhammad Naeem Khan [35201-3918452-3]
Stamp Duty Paid by	: Mitchells Fruit Farms Limited [3520139184523]
Issue Date	: 13-Feb-2026, 03:42:48 PM
Paid Through Challan	: 2026065A67530677
Amount in Words	: Five Hundred Rupees Only

Please Write Below This Line

ATTESTED OATH COMMISSIONER LAHORE

Undertaking by the Chief Executive Officer and Chief Financial Officer

WE, USMAN ZAFAR BUTT, THE CHIEF EXECUTIVE OFFICER AND Abdul Wahab Hameed, THE CHIEF FINANCIAL OFFICER OF MITCHELLS FRUIT FARMS LIMITED CERTIFY THAT:

1. THIS OFFER DOCUMENT CONTAINS ALL INFORMATION WITH REGARD TO THE ISSUER AND THE ISSUE, WHICH IS MATERIAL IN THE CONTEXT OF THE ISSUE AND NOTHING HAS BEEN CONCEALED IN THIS RESPECT;
2. THE INFORMATION CONTAINED IN THIS OFFER DOCUMENT IS TRUE AND CORRECT TO THE BEST OF OUR KNOWLEDGE AND BELIEF;
3. THE OPINIONS AND INTENTIONS EXPRESSED THEREIN ARE HONESTLY HELD;
4. THERE ARE NO OTHER FACTS, THE OMISSION OF WHICH MAKES THIS OFFER DOCUMENT AS A WHOLE OR ANY PART THEREOF MISLEADING; AND
5. ALL REQUIREMENTS OF THE COMPANIES ACT, 2017, THE COMPANIES (FURTHER ISSUE OF SHARES) REGULATIONS, 2020, THE CENTRAL DEPOSITORY COMPANY AND THAT OF PSX PERTAINING TO THE RIGHT ISSUE HAVE BEEN FULFILLED.

FOR AND BEHALF OF MITCHELLS FRUIT FARMS LIMITED

USMAN ZAFAR BUTT
CHIEF EXECUTIVE OFFICER

MITCHELL'S FRUIT FARMS LAHORE

Abdul Wahab Hameed
CHIEF FINANCIAL OFFICER

2-1-7

UNDERTAKING BY THE BOARD OF DIRECTORS OF THE COMPANY (BOARD)

Y988655

0069-33719945 **E-STAMP** PB-LHR-6E9506B27B1F84DC

Non-Judicial Rs 500/-

First Party	: Mitchells Fruit Farms Limited [3520139184523]
Second Party	: Arif Habib Ltd [3320284348555]
Agent	: Muhammad Naeem Khan [35201-3918452-3]
Stamp Duty Paid by	: Mitchells Fruit Farms Limited [3520139184523]
Issue Date	: 13-Feb-2026, 03:44:45 PM
Paid Through Challan	: 202681762D18F3F1
Amount in Words	: Five Hundred Rupees Only

ATTESTED OATH COMMISSIONER LAHORE

UNDERTAKING BY THE COMPANY SECRETARY AN OFFICER OF THE COMPANY AUTHORIZED BY THE BOARD OF DIRECTORS OF THE COMPANY IN THIS BEHALF

Date: 26/02/26

I, THE COMPANY SECRETARY, AS AUTHORIZED BY THE BOARD OF DIRECTORS OF THE COMPANY HEREBY CONFIRM THAT:

i. ALL MATERIAL INFORMATION AS REQUIRED UNDER THE COMPANIES ACT, 2017, THE SECURITIES ACT, 2015, COMPANIES (FURTHER ISSUE OF SHARES) REGULATIONS, 2020, AND THE LISTING OF COMPANIES AND SECURITIES REGULATIONS OF THE PAKISTAN STOCK EXCHANGE LIMITED HAS BEEN DISCLOSED IN THIS OFFER DOCUMENT AND THAT WHATEVER IS STATED IN THIS OFFER DOCUMENT AND IN THE SUPPORTING DOCUMENTS IS TRUE AND CORRECT TO THE BEST OF OUR KNOWLEDGE AND BELIEF AND THAT NOTHING HAS BEEN CONCEALED.

ii. WE UNDERTAKE THAT ALL MATERIAL INFORMATION, INCLUDING RISKS THAT WOULD ENABLE THE INVESTOR TO MAKE AN INFORMED DECISION, HAS BEEN DISCLOSED IN THE OFFER DOCUMENT.

iii. RIGHT ISSUE IS THE DISCRETION OF BOARD OF THE ISSUER AND IT NEITHER REQUIRE APPROVAL OF THE COMMISSION NOR THE SECURITIES EXCHANGE.

iv. THE DRAFT OFFER DOCUMENT WAS PLACED ON THE WEBSITE OF THE SECURITIES EXCHANGE AND THE ISSUER ON 24/02/26 (I.E. WITHIN 3 WORKING DAYS OF THE DATE OF ANNOUNCEMENT BY THE BOARD.

v. COMMENTS FROM SECURITIES EXCHANGE AND THE SECP WERE RECEIVED ON 06/03/26 respectively.

vi. THE BOARD HAS ENSURED THAT DRAFT OFFER DOCUMENT IS UPDATED IN LIGHT OF SECP COMMENTS.

vii. THE BOARD HAS DISCLOSED ON PSX'S AND COMPANY'S WEBSITE, ALL THE COMMENTS RECEIVED ALONG WITH THE EXPLANATIONS AS TO HOW THEY ARE ADDRESSED.

viii. THE FINAL OFFER DOCUMENT WAS SUBMMITED TO THE COMMISSION AND PLACED ON SECURITIES EXCHANGE WEBSITE ON 11/03/26 ALONG WITH THE BOOK CLOSURE DATES AND RELEVANT RIGHT ISSUANCE TIMELINES.

ix. THE STATUATORY AUDITOR M/S CROWE HUSSAIN CHAUDHARY & COMPANY, CHARTERED ACCOUNTANTS OF THE ISSUER SHALL SUBMIT HALF YEARLY REPORT TO THE ISSUER REGARDING UTILIZATION OF PROCEEDS IN THE MANNER REFERRED TO IN THE FINAL OFFER DOCUMENT. THE ISSUER WILL INCLUDE THE REPORT OF THE STATUTORY AUDITOR, ALONG WITH ITS COMMENTS THEREON, IF ANY, IN ITS HALF YEARLY AND ANNUAL FINANCIAL STATEMENTS.

For and on behalf of Mitchells Fruit Farms Limited

Anum Ali
Company Secretary

MITCHELL'S FRUIT FARMS (PVT) LTD. LAHORE

DISCLAIMER:

i. In line with Companies Act, 2017 and Companies (Further Issue of Shares) Regulations, 2020, this document does not require approval of the Securities Exchange /Pakistan Stock Exchange Limited and the Securities and Exchange Commission of Pakistan (SECP).

ii. The Securities Exchange and the SECP disclaims:

   a. Any liability whatsoever for any loss however arising from or in reliance upon this document to any one, arising from any reason, including, but not limited to, inaccuracies, incompleteness and/or mistakes, for decisions and/or actions taken, based on this document.
   b. Any responsibility for the financial soundness of the Company and any of its schemes/projects stated herein or for the correctness of any of the statements made or opinions expressed with regards to them by the Company in this Offer document.
   c. Any responsibility with respect to quality of the issue.

iii. It is clarified that information in this Offer Document should not be construed as advice on any particular matter by the SECP and the Securities Exchange and must not be treated as a substitute for specific advice.

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GLOSSARY OF TECHNICAL TERMS

ACT	Securities Act, 2015
MFFL	Mitchells Fruit Farms Ltd (the **"Company"** or **"MFFL"** or the **"Issuer"**)
CDC	Central Depository Company of Pakistan Limited
CDS	Central Depository System
Companies Act	Companies Act, 2017
IAS	Investor Account Services
LoR	Letter of Rights
Mn	Million
NICOP	National Identity Card for Overseas Pakistani
PKR or Rs.	Pakistan Rupee(s)
PSX /Securities Exchange	Pakistan Stock Exchange Limited
USD	United States Dollar

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DEFINITIONS

Application Money	The total amount of money payable by existing shareholders is equivalent to the value of shares to be allotted.
Banker to the Issue	**Habib Bank Limited** has been appointed, in this Right Issue, as the Banker to the Issue, with whom an account is opened and maintained by the Issuer for keeping the issue amount.
Book Closure Dates	The Book Closure shall be held on **March 17th, 2026**
Company	Mitchells Fruit Farms Limited (the "**Company**" or "**MFFL**" or the "**Issuer**").
Commission	Securities and Exchange Commission of Pakistan ("**SECP**").
Issue	Issue of **2,777,778** (Two million seven hundred seventy-seven thousand seven hundred seventy-eight ordinary shares) representing approximately **12.1433**% of total paid-up capital of the Company.
Issue Price	The price at which Right Shares of the Company are issued to the existing shareholders (PKR **180**/- per share).
Ordinary Shares	Ordinary Shares of Mitchells Fruit Farms Limited having face value of PKR 10/- each.
Regulations	Companies (Further Issue of Shares) Regulations, 2020https://www.secp.gov.pk/document/the-companies-further-issue-of-shares-regulations-2020-updated-august-29-2025/?wpdmdl=62008&refresh=68d60be97200f1758858217
Right Issue	Shares offered by a company to its members strictly in proportion to the shares already held in respective kinds and classes.
Sponsor	A person who has contributed initial capital in the issuing company or has the right to appoint majority of the directors on the board of the issuing company directly or indirectly; A person who replaces the person referred to above; and A person or group of persons who has control of the issuing company whether directly or indirectly.

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1. SALIENT FEATURES OF THE RIGHT ISSUE

1.1 BRIEF TERMS OF THE RIGHT ISSUE

a)	**Description of Issue**	Issuance of Right Shares to existing shareholders
b)	**Size of the proposed Issue**	The Company shall issue 2,777,778 (Two million seven hundred seventy-seven thousand seven hundred seventy-eight ordinary shares) at a price of PKR 180/- (Pak Rupees One hundred and Eighty Only) per share, aggregating PKR 500,000,040/- (Pak Rupees five hundred million and forty only).
c)	**Face Value of the Share**	PKR 10/-
d)	**Basis of determination of price of the right issue**	The Right Issue is being carried out at a premium. Considering the current market price of the Company, the premium charged over the par value is justified and is in line with market practice.
e)	**Proportion of new issue to existing shares with any condition applicable thereto**	Approximately **12.1433** right shares for every 100 ordinary shares held i.e. **12.1433%** of the existing paid-up capital of the Company.
f)	**Date of meeting of Board of Directors (BoD) wherein the right issue was approved**	**24th February 2026**
g)	**Name of directors attending the Board Meeting**	Mr. Kashif Sajjad Sheikh (Chairman) Mr. Usman Zafar Butt (Chief Executive Officer) Mr. Syed Muhammad Mehdi Mohsin (Non-Executive Director) Mr. Nadeem Bin Javaid Sheikh (Non-Executive Director) Mr. Hassan Zubair Sheikh (Non-Executive Director) Mr. Asim Dilawar Sheikh (Independent Director) Ms. Fariyha Subhani (Independent Director) Mr. Babur Sultan (Independent Director) Mr. Ahsan Rashid (Independent Director)
h)	**Brief purpose of utilization of right issue proceeds**	The principal purpose of the Rights Issue is to strengthen the Company's financial position and support its medium-term operational and growth objectives. The proceeds will be utilized to enhance production efficiency, upgrade infrastructure, modernize plants and machinery, ensure compliance with applicable quality and safety standards, and fund the Company's incremental working capital requirements.
i)	**Purpose of the Right Issue:** Details of the main objectives for raising funds through present right issue.	The proceeds of the Rights Issue will be utilized to fund priority capital expenditure and working capital initiatives aimed at strengthening the Company's operational infrastructure, improving efficiency, and supporting long-term financial sustainability. An amount of approximately PKR 95 million will be allocated towards essential civil and infrastructure works across key production and storage

facilities, including flooring upgrades, structural repairs, and replacement of aging sheds, to address operational bottlenecks and ensure safe and reliable manufacturing conditions.

A further PKR 140 million will be utilized for targeted process automation, quality enhancement, productivity debottlenecking, maintenance, and safety-related upgrades, including improvements to critical utilities, packaging automation, and production lines, with the objective of improving efficiency, consistency, and overall operating performance.

The remaining PKR 265 million will be utilized to meet incremental working capital requirements, including procurement of raw materials, inventory optimization, maintenance of operational liquidity, and support for the Company's day-to-day business operations.

Utilization of Right Proceed	Proceeds Utilization (Rs. In Mill)	% Right Issue Proceeds	Time of Completion of Project
A. Civil Works	95	19%	Jan-27
B. Renovation, Machinery Replacement & Process Improvements	140	28%	Mar-27
C. Working Capital Requirements	265	53%	
	500	100%	

j)	**Minimum level of subscription' (MLS)**	None

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1.2 PRINCIPAL PURPOSE OF THE ISSUE AND FUNDING ARRANGEMENTS

The principal purpose of the Issue is to strengthen the Company's financial position and support its medium-term operational and growth objectives. The proceeds will primarily be utilized to enhance production efficiency, improve infrastructure, modernize plant and machinery, ensure compliance with quality and safety standards, and adequately fund the Company's working capital requirements.

The capital expenditure component of the Right Issue is aimed at addressing operational bottlenecks, improving productivity, enhancing product quality, and supporting sustainable operations through targeted civil works, automation, and replacement or upgrading of critical machinery. The working capital portion is intended to provide liquidity support for procurement of raw materials, inventory management, and smooth execution of day-to-day business operations.

The proceeds from the Issue will be deposited in a designated bank account monitored by the Audit Committee to strengthen governance.

Purpose of Issue	Proceeds Utilization in Rs.	% Right Issue Proceeds
A. Civil Works	Rs. 95 million	19%
B. Renovation, Machinery Replacement & Process Improvements	Rs. 140 million	28%
C. Working Capital Requirements	Rs. 265 million	53%

[A]. Civil Works:

The proposed civil works investment of PKR 95 million is intended to address critical infrastructure gaps across key production and storage areas, including flooring upgrades, replacement of aging raw-material sheds, and essential building repairs. These improvements are required to ensure safe and hygienic manufacturing conditions, protect product quality, reduce operational disruptions, and support reliable, efficient production in line with regulatory and operational standards.

Sr.#	Category	Requirement	Rs. In millions	Vendor/Supplier	Condition	Country	Order Date	Targeted Completion
1	Civil	Flooring work of Ketchup & Jam Area	25	Ravi Construction	Repair	Pakistan	May-26	Dec-26
2		Flooring work of Chocolate Hall	20	Ravi Construction	Repair	Pakistan	May-26	Dec-26
3		Flooring work for Fruits and Vegetables Hall	20	Ravi Construction	Repair	Pakistan	Jun-26	Jan-27
4		Raw Material old Sheds Sheet Replacement	16	Banu Mukhtar	Repair	Pakistan	Jun-26	Jan-27
5		Building Repair Work (leakages, gaps)	14	Ravi Construction	Repair	Pakistan	Jun-26	Nov-26
		Total Civil Work:	**95**					

[B]. Renovation, Machinery Replacement & Process Improvements

A portion of the Rights Issue proceeds will be utilized for quality and process-stabilization initiatives aimed at improving product consistency, reliability of critical utilities, and control over key manufacturing processes. These investments are intended to reduce process variability, enhance compliance with quality and food-safety standards, and ensure stable and efficient production, thereby supporting sustainable gross margins and customer confidence.

The remaining allocation will be directed towards productivity improvements, debottlenecking of critical production lines, essential maintenance upgrades, and safety enhancements. These measures are designed to improve throughput, reduce operational downtime, enhance workplace safety, and strengthen overall manufacturing efficiency, supporting long-term operational resilience and cost optimization.

Sr.#	Category	Requirement	Rs. In millions	Vendor/Supplier	Condition	Country	Order Date	Targeted Completion
1	Quality	Automation of cooking process for ketchup/Jam/Sauces	70	Watt & Volt, Erectors	New	Pakistan	Jun-26	Mar-27
2	Quality	RO Plant Activation for Stable Water	10	MBH Solutions	New	Pakistan	Jul-26	Jan-27
3	Utilities	Air Compressor & Air Dryer	10	Trade Tacts Int'l (Pvt) Ltd	New	Pakistan	Jul-26	Jan-27
4	Productivity	Inline Induction Sealer & Plastic Closures Capper	15	Kulp	New	Turkey	Jul-26	Mar-27
5	Debottlenecking	Squash Line Homogenizer & De-Aerator	7.5	HL Enertech Solutions Pvt Lt	New	Pakistan	Jul-26	Mar-27
6	Maintenance	New pumps for Jam & Sauce Line	10	HL Enertech Solutions Pvt Lt	New	Pakistan	Aug-26	Nov-26
7	Productivity	Auto Checkweighers & Tapping Machine	4	HA Shah	New	Pakistan	Aug-26	Sep-26
8	Productivity	Manual Stacker & Trolley	4.5	Allied Services	New	Pakistan	Aug-26	Sep-26
9	Productivity	High Shear Mixer for Gums/Pectin Mixing	4	Trade Tacts Int'l (Pvt) Ltd	New	Pakistan	Sep-26	Nov-26
10	Safety	Machines Guarding & HSE	5	Trade Tacts Int'l (Pvt) Ltd	New	Pakistan	Sep-26	Sep-26
		Total Renovation, Machinery Replacement & Process Improvements:	**140**					

[C]. Incremental Working Capital Requirement

Management intends to increase the Company's annual revenue by approximately PKR 1.2 billion across both local and export markets. To support this growth, the Company will require an incremental working capital investment of approximately PKR 265 million to fund higher levels of inventory, receivables, and operational liquidity necessary for day-to-day business execution.

The working capital requirements have been assessed based on Company's historical data of operations, current inflation, market conditions, etc.

The following table shows the breakdown of the working capital requirement:

		PKR (Mn)
Planned increase in net sales		1,200
Estimation of working capital requirement:		
A	Planned days inventory outstanding (DIO)	*68 days*
	Incremental inventory requirement*	226
B	Planned days sales outstanding (DSO)	*59 days*
	Incremental trade receivable requirement**	197
C	Planned days payables outstanding (DPO)	*(63) days*
	Incremental trade payable requirement***	(158)
	Estimated working capital cycle	*64 days*
	Total Incremental working capital required	265

CASH CONVERSION CYCLE:

Purpose of Issue	Current	2025	2024	2023
Debtor turnover Days	59	59	37	27
Inventory turnover Days	68	124	98	76
Creditor turnover Days	63	115	61	125
Cash Conversion Cycle	**64**	**68**	**74**	**-22**

1.3 FINANCIAL EFFECTS ARISING FROM RIGHT ISSUE

	Measurement Unit	Pre-Issue	Post Issue	Increase/ (decrease) in %
As of September 30, 2025				
Authorized Capital	*PKR Mn*	400	400	0.00%
Paid-up-Capital	*PKR Mn*	228.750	256.528	12.143%
Net Asset/ Breakup value per share	*PKR*	33.423	49.295	47.488%
Debt to Equity Ratio[1]		0.42x	0.25x	(39.783%)
Market Share*	Percentage	N/A*	N/A*	N/A*

**The Company operates across multiple product categories, each with distinct market dynamics and competitors. Accordingly, market share is determined at the individual product category level, and a consolidated or blended market share for the Company cannot be meaningfully determined*

1.4 TOTAL EXPENSES TO THE ISSUE

PSX Fee (0.2% of increase in paid-up capital)	PKR 55,556
Bankers Commission	NIL
Advisory Fees	PKR 4,000,000
Underwriting Commission	1.0% of the Underwritten Portion
Underwriter Take-up Commission	NIL
Bankers to the Issue – Out of Pocket	PKR 50,000
CDC – Fresh Issue Fee	PKR 720,000
CDC – Annual Fees for Eligible Security (Listing Fee)	PKR 400,000
SECP Supervisory Fee (10% of fees paid to PSX)	PKR 5,556
Auditor Fee for Auditor Certificates	PKR 500,000
Other expenses (including printing costs, lawyers and consultation fees, etc.)	PKR 2,000,000

1.5 DETAILS OF UNDERWRITERS

Name of the Underwriter	Amount Underwritten in PKR	Associated Company/Associated Undertaking of the Issuer
Arif Habib Limited	41,602,680	**No**
Dawood Equities Limited	62,404,200	**No**
Total	**104,006,880**	

[1] Pre-Issue Debt to Equity is calculated as Debt (as on Dec 31st) of PKR 319,051,354 against Total equity of PKR 756,827,058. Post-Issue Debt to Equity is calculated as Debt (as on Dec 31st) of PKR 319,051,354 against Total equity of PKR 1,256,827,098 (Inclusive of rights subscription amount of PKR 500,000,040)

1.6 COMMITMENTS FROM SUBSTANTIAL SHAREHOLDERS/DIRECTORS

Name	Status	No. of Existing Shares	Entitlement	No. of Shares Committed to be subscribed[2]	Amount Committed to be Subscribed in PKR	Shareholding % pre-issuance	Shareholding % - post-issuance
SYED MOHAMMAD MEHDI MOHSIN[3]	Non-Executive Director	4,670,322	567,131	-	-	20.4167%	18.2059%
MR. ASIM DILAWAR SHEIKH (CDC)	Non-Executive Director	500	61	61	10,980	0.0022%	0.0022%
MR. NADEEM BIN JAVAID SHEIKH (CDC)	Non-Executive Director	600	73	73	13,140	0.0026%	0.0026%
MR. KASHIF SAJJAD SHEIKH (CDC)	Chairman	500	61	61	10,980	0.0022%	0.0022%
MR. HASSAN ZUBAIR SHEIKH (CDC)	Non-Executive Director	500	61	61	10,980	0.0022%	0.0022%
CCL HOLDING (PRIVATE) LIMITED (CDC[4])		13,444,246	1,632,575	2,199,706	395,947,080	58.7727%	60.9835%
TOTAL		**18,116,668**	**2,199,962**	**2,199,962**	**395,993,160**	**79.20%**	**79.20%**

1.7 FRACTIONAL SHARES

All fractional entitlements, if any, will be consolidated and unpaid letters of right in respect thereof shall be sold on the Pakistan Stock Exchange Limited, the net proceeds from which sale, once realized, hall be distributed / paid to the entitled shareholders in proportion to their respective entitlements within fifteen (15) working days after completion of allotment as per the Regulations.

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[2] *These may be subscribed through persons arranged by the said directors as permitted under the Regulations.*

[3] *CCL's shareholding post issue shall increase as Syed Mohammad Mehdi Mohsin has arranged its subscription of entitlement with CCL holding to subscribe their portion on its behalf. Therefore, their shareholding shall be diluted.*

[4] *Includes Entitlement of Shares to Mehdi allocated to CCL Holdings by the discretion of Board*

1.8 IMPORTANT DATES

Mitchells Fruit Farms Limited Tentative Schedule for Issuance of Letter of Rights Book Closure: 17 March, 2026			
S. No	**Procedure**	**Day**	**Date**
a)	Date of credit of unpaid Rights into CDC in Book Entry Form	Wednesday	18.03.2026
b)	Dispatch of Letter of Right (LOR) to physical shareholders	Friday	20.03.2026
c)	Intimation to PSX Dispatch/Credit of Letter of Right (LOR) to physical shareholders	Friday	20.03.2026
d)	Commencement of trading of unpaid Rights on the Pakistan Stock Exchange Limited	Thursday	19.03.2026
e)	Last date for splitting and deposit of Requests into CDS	Tuesday	24.03.2026
f)	Last date of trading of Rights Letter	Thursday	02.04.2026
g)	Last date for acceptance and payment of shares in CDC and physical form - Last payment date	Thursday	09.04.2026
h)	Allotment of shares and credit of book entry of Shares into CDC	Wednesday	22.04.2026
i)	Date of Dispatch of physical shares certificates	Wednesday	22.04.2026

2 SUBSCRIPTION AMOUNT PAYMENT PROCEDURE

a) Payment as indicated above should be made by cash or crossed cheque or demand draft or pay order made out to the credit of "**Mitchells Fruit Farms - Right Share Subscription Account**" through any of the authorized branches of Habib Bank Limited on or before **April 09th, 2026** along with the Right Subscription Request duly filled in and signed by the subscriber(s).

b) Right Subscription Request can be downloaded from **www.mitchells.com.pk**

c) In case of Non-Resident Pakistani / Foreign shareholder, the demand draft of equivalent amount in Pak Rupees should be sent to the Company Secretary, (Mitchells Fruit Farms Limited) at the Registered Office of the Issuer along with Right Subscription Request (both copies) duly filled and signed by the subscriber(s) with certified copy of NICOP / Passport well before the last date of payment.

d) All cheques and drafts must be drawn on a bank situated in the same city where Right Subscription Request is deposited. Cheque is subject to realization.

e) The Banker to the Issue will not accept Right Subscription Request delivered by post which may reach after the closure of business on **April 09th, 2026,** unless evidence is available that these have been posted before the last date of payment.

f) Payment of the amount indicated above to Habib Bank Limited on or before **April 09th, 2026** shall be treated as acceptance of the Right offer.

g) After payment has been received by the Company's Banker to the Issue, the Right Securities will be credited into respective CDS Accounts within 10 working days from the last payment date. Paid Right Subscription Request will not be traded or transferred.

h) **Online Payment option for Investor Account Services (IAS) Account Holders/Sub Account Holders:** CDC has introduced online payment facility through 1link for Rights Subscription. The investor account holders can now make online payment for their respective rights subscribed against 1Bill payment ID printed on the top right of the subscription request (generated by CDS) through all the available online banking channels of 1Links member banks (such as internet banking, Automated Teller Machine (ATM) and Mobile banking).

3 PROFILES OF THE BOARD OF DIRECTORS OF THE COMPANY AND SPONSORS

3.1 PROFILE OF THE BOARD OF DIRECTORS OF THE COMPANY

BOARD OF DIRECTORS	DESIGNATION	LAST DATE OF APPOINTMENT
Mr. Kashif Sajjad Sheikh	Chairman	December 08, 2025
Mr. Syed Muhammad Mehdi Mohsin	Non-Executive Director	December 08, 2025
Mr. Nadeem Bin Javaid Sheikh	Non-Executive Director	December 08, 2025
Mr. Hassan Zubair Sheikh	Non-Executive Director	December 08, 2025
Mr. Asim Dilawar Sheikh	Non-Executive Director	December 08, 2025
Mr. Usman Zafar Butt	Chief Executive Officer	December 08, 2025
Ms. Fariyha Subhani	Independent Director	December 08, 2025
Mr. Babur Sultan	Independent Director	December 08, 2025
Mr. Ahsan Rashid	Independent Director	December 08, 2025

Mr. Kashif Sajjad Sheikh
Chairman

Kashif is the Chairman of Mitchell's and the Executive Chairman of CCL Holding, with nearly three decades of leadership experience. As the former CEO of CCL Pharmaceuticals, he led the company's transformation, driving significant growth in revenue, market capitalization, and expanding global operations to more than 16 countries. Beyond healthcare and FMCG, Kashif has been actively engaged in strategic investments and entrepreneurial ventures under CCL Holding, building a diversified portfolio of businesses. An alumnus of Harvard Business School, USA, he was featured in the Top 100 Business Leaders of Pakistan (2012 edition). Kashif is a former Chairman of the Pakistan Pharmaceutical Manufacturers Association and recipient of the Presidential Excellence Award of Pakistan.

Mr. Usman Zafar Butt
Chief Executive Officer

Usman has over 30 years of experience primarily in the Food & Beverages industry in Pakistan where he worked with leading organizations and helped them in their journey towards end-to-end transformation. He has worked in diverse environments and has been able to drive sustainable growth through focus on developing winning strategies and delivering superior execution through high performance teams. He spent 17 years with Coca-Cola İçecek, Pakistan, where he held various significant roles including Commercial Director and Chief Supply Chain Officer. His tenure with PepsiCo included serving as GM for Foods for Pakistan & Afghanistan and later as Chief Transformation Officer for Beverages Division.
Usman is an MBA from IBA Karachi and has completed executive education from Georgia Tech Institute and Yale School of Management.

Mr. Syed Muhammad Mehdi Mohsin
Non-Executive Director

Mr. Mehdi Mohsin is an experienced business leader with a long association with Mitchell's. He began his career at Packages Ltd. Before joining Mitchell's in 1989, where he served as Executive Director and later as CEO until 2009. He continued to oversee Mitchell's corporate responsibility program, dairy project, and associated with agricultural companies for over two decades. Since 2017, he has been managing the Daud Bandagi Hospital as a Trustee. He holds a bachelor's degree in physics from Texas A&M University.

Mr. Nadeem Bin Javaid Sheikh
Non-Executive Director

Mr. Nadeem B. J. Sheikh has been associated with CCL since 1993 and has held senior leadership roles across Sales, Marketing, and various strategic functions. He has extensive global exposure through professional assignments across North America, Europe, Central Asia, and Southeast Asia. He currently serves as a Non-Executive Director, contributing his expertise in governance and long-term organizational development. His professional training includes management programs from the Pakistan Institute of Management Sciences, Lahore University of Management Sciences, and IMD Switzerland.

Mr. Hassan Zubair Sheikh
Non-Executive Director

Mr. Hassan Zubair Sheikh has held key leadership roles within the CCL Group since 2006, contributing to operations, marketing, governance, and strategic planning. He currently serves as CEO of CozCom (Cozmetica), where he leads the company's growth in the beauty and personal care sector. He is an active board member and contributes to the HR and Audit Committees. As Chairman of the Dilawar Hussain Foundation, he oversees major social impact programs in healthcare, diabetes awareness, and community development.
He holds a bachelor's degree from the United Kingdom and an MBA from Pakistan, along with multiple executive certifications from the UK and USA.

Mr. Asim Dilawar Sheikh
Non-Executive Director

Mr. Asim Dilawar Sheikh has been associated with the CCL Group since 1994 and has led critical functions including production, quality control, research and development, and procurement. With deep expertise in pharmaceutical and textile operations, he has contributed significantly to strengthening the organization's technical and operational capabilities. He currently serves as a Non-Executive Director, supporting governance and long-term planning.
He has completed multiple professional development programs both locally and internationally.

Ms. Fariyha Subhani
Independent Director

Ms. Fariyha Subhani is the Managing Director and CEO of Ceylon Tobacco Company. She began her career at Unilever, where she spent 28 years leading major brands, launching new categories, and managing high-performing teams across local and regional roles, including assignments in Thailand. She later served as Managing Director for South and Central Asia at Upfield, where she established and expanded operations across Pakistan, Sri Lanka, Bangladesh, and Central Asian markets. She also serves on the boards of Fauji Fresh and Freeze, Dipitt, and Tocolab. Fariyha holds a master's degree in international relations from Quaid-e-Azam University and an MBA from Lahore University of Management Sciences.

Mr. Babur Sultan
Independent Director

Mr. Babur Sultan has over 33 years of leadership experience across leading national and multinational FMCG organizations, specializing in business development, strategy, supply chain, sales, and organizational transformation. He served as CEO of Engro Foods, where he also led the acquisition process by Friesland Campina, after holding senior roles including Vice President Sales and Senior Vice President Supply Chain. His earlier career includes key roles at Haleeb Foods, Reckitt Benckiser, Agr Evo, and Welcome Pharmaceuticals. He has served as a board member in several prominent organizations including Engro Foods Ltd, Engro Foundation, and the Pakistan

Dairy Association. He holds a master's degree from the University of Karachi and has attended advanced programs at the University of Santa Clara, INSEAD, and Harvard.

Mr. Ahsan Rashid
Independent Director

Mr. Ahsan Rashid is a seasoned business leader with over 36 years of experience in multinational FMCG organizations, including Coca-Cola, Unilever Foods, and Pepsi Cola. He has a strong record of accelerating business growth, driving operational transformation, and leading M&A initiatives. As Founder and CEO of Optimus Resources, he has spent the past 11 years advising major FMCG companies on sales transformation, route-to-market systems, strategic planning, and process optimization. His earlier roles include Managing Director and CFO of Coca-Cola Beverages Pakistan, as well as senior leadership assignments at Ghani Glass, Rafhan Best Foods, Pepsi Cola International, and Tetra Tech USA.
He holds an MBA from the University of California Riverside, an MS in Industrial and Operations Engineering from the University of Michigan, and a BSc in Mechanical Engineering from the University of Engineering and Technology Lahore.

3.2 DIRECTORS DIRECTORSHIP IN OTHER COMPANIES

S. No.	Name	Designation	No.	Designation in other Companies	Directorship in Other Companies
1	**Kashif Sajjad Sheikh**	**Chairman**	**1**	Director and CEO	CCL Holding (PVT) Ltd
			2	Director and CEO	Dilsons (PVT) Ltd
			3	**Director**	CCL Pharmaceuticals (PVT) Ltd
			4	**Director**	Cozcom (PVT) Ltd
			5	Manager, Director & Secretary	Chimera LS DMCC
			6	Manager, Director & Secretary	CCL Global DMCC
2	**Nadeem Bin Javaid Sheikh**	**Director**	**1**	Director	CCL Holding (PVT) Ltd
			2	Director	Dilsons (PVT) Ltd
			3	Director	CCL Pharmaceuticals (PVT) Ltd
			4	Director	Cozcom (PVT) Ltd
			5	Director	Chimera LS DMCC
			6	Director	CCL Global DMCC
3	**Asim Dilawar Sheikh**	**Director**	**1**	Director	CCL Holding (PVT) Ltd
			2	Director	Dilsons (PVT) Ltd
			3	Director	CCL Pharmaceuticals (PVT) Ltd
			4	Director	Cozcom (PVT) Ltd
			5	Director	Chimera LS DMCC
			6	Director	CCL Global DMCC
4	**Hassan Zubair Sheikh**	**Director**	**1**	Director	CCL Holding (PVT) Ltd
			2	Director	Dilsons (PVT) Ltd
			3	Director	CCL Pharmaceuticals (PVT) Ltd
			4	Director	Cozcom (PVT) Ltd
			5	Director	Chimera LS DMCC
			6	Director	CCL Global DMCC
5	**Syed Muhammad Mehdi Mohsin**	**Director**	**1**	Director	Haider Fruit Growers (Pvt.) Ltd
			2	Director	Punjab Fruit Growers (Pvt.) Ltd
			3	Director	Kissan Fruit Growers (Pvt.) Ltd

3.3 PROFILE OF THE SPONSORS

CCL Holding Private Ltd.

CCL Holdings (Private) Limited is a private limited company incorporated in Pakistan and is principally engaged in investment and holding company activities. The company holds strategic equity investments in operating businesses across multiple sectors. The company serves as an investment holding vehicle for managing and maintaining long-term equity interests.
CCL Holding Pvt. Ltd. holds **58.785%** share in Mitchells Fruit Farms Limited.

Syed Muhammad Mehdi Mohsin

Mr. Mehdi Mohsin is an experienced business leader with a long association with Mitchell's. He began his career at Packages Ltd. Before joining Mitchell's in 1989, where he served as Executive Director and later as CEO until 2009. He continued to oversee Mitchell's corporate responsibility program, dairy project, and associated with agricultural companies for over two decades. Since 2017, he has been managing the Daud Bandagi Hospital as a Trustee. He holds a bachelor's degree in physics from Texas A&M University.

Mr. Mehdi holds **20.417%** shares in Mitchells Fruit Farms Limited.

4 DETAILS OF THE ISSUER

4.1 FINANCIAL HIGHLIGHTS OF THE ISSUER FOR THE LAST THREE YEARS

	FY2025	FY2024	FY2023
	Amounts in PKR Million except EPS, BVPS, Cash Dividend, Bonus Issue		
Name of the Statutory Auditor	Crowe, Hussain, Chaudhary & Co. Chartered Accountants		
Net Sales	2,662.74	2,642.16	2,724.93
Gross Profit	770.19	789.17	648.12
Operating Profit	180.29	270.53	15.44
Profit / (Loss) Before Tax	46.89	492.18	(25.91)
Profit / (Loss) After Tax	1.67	456.24	(59.20)
Earnings per share (PKR)	0.07	19.95	(2.59)
Total Assets	1,998.33	1,711.65	1,620.53
Total Liabilities	1,417.50	1,118.97	1,476.79
Net equity	580.83	592.66	143.75
Break-up value per share (PKR)	25.39	25.91	6.28
Cash Dividend (%)	Nil	Nil	Nil
Bonus Issue (%)	Nil	Nil	Nil

4.2 FINANCIAL HIGHLIGHTS OF PRECEDING ONE YEAR OF CONSOLIDATED FINANCIAL STATEMENTS

	FY2025
	Amounts in PKR Million except EPS, BVPS, Cash Dividend, Bonus Issue
Name of the Statutory Auditor	Crowe, Hussain, Chaudhary & Co. Chartered Accountants
Net Sales	2,662.74
Gross Profit	770.19
Operating Profit	180.29
Profit Before Tax	46.89

Profit After Tax	1.67
Earnings per share (PKR)	0.07
Total Assets	1,998.33
Total Liabilities	1,417.50
Net equity	580.83
Break-up value per share (PKR)	25.39
Cash Dividend (%)	Nil
Bonus Issue (%)	Nil

4.3 DETAILS OF ISSUE OF CAPITAL IN PREVIOUS FIVE YEARS

N/A

4.4 AVERAGE MARKET PRICE OF THE SHARE OF THE ISSUER DURING THE LAST SIX MONTHS

Average market price of the share of Mitchells Fruit Farms Limited during the last six months (from **August 28th, 2025** – **February 23rd, 2026)** *(1 Day prior to the announcement of Rights Issue)***,** is PKR **212.06** per share.

4.5 SHARE CAPITAL AND RELATED MATTERS

Pattern of Shareholding of the Issuer:

S. No.	NAME	HOLDING	% AGE
DIRECTORS, CEO THEIR SPOUSES & MINOR CHILDREN:			
1	SYED MOHAMMAD MEHDI MOHSIN	4,670,322	20.4167%
2	MRS. BABUR SULTAN (CDC)	500	0.0022%
3	MRS. FARIYHA SUBHANI (CDC)	500	0.0022%
4	MR. ASIM DILAWAR SHEIKH (CDC)	500	0.0022%
5	MR. NADEEM BIN JAVAID SHEIKH (CDC)	600	0.0026%
6	MR. KASHIF SAJJAD SHEIKH (CDC)	500	0.0022%
7	MR. HASSAN ZUBAIR SHEIKH (CDC)	500	0.0022%
8	MR. AHSAN RASHID (CDC)	500	0.0022%
ASSOCIATED COMPANIES:			
1	CCL HOLDING (PRIVATE) LIMITED (CDC)	13,444,246	58.7727%
BANKS, DEVELOPMENT FINANCIAL INSTITUTIONS, NON-BANKING FINANCIAL INSTITUTIONS:			
1	NATIONAL BANK OF PAKISTAN. (CDC)	17,117	0.0748%
PENSION FUNDS			
1	TRUSTEE NATIONAL BANK OF PAKISTAN EMPLOYEES PENSION FUND (CDC)	64,248	0.2809%
JOINT STOCK COMPANIES		373,719	1.6337%
OTHERS			
1	HAMID ADAMJEE TRUST (CDC)	1,000	0.0044%
2	TRUSTEE NATIONAL BANK OF PAKISTAN EMP BENEVOLENT FUND TRUST (CDC)	2,255	0.0099%
3	HIGHNOON EMPLOYEES WELFARE TRUST (CDC)	2,106	0.0092%
SHARES HELD BY THE GENERAL PUBLIC (FOREIGN):		3,050	0.0133%
SHARES HELD BY THE GENERAL PUBLIC (LOCAL):		4,293,337	18.7687%
Total		**22,875,000**	**100.0000%**

4.6 Shares held by Directors, Sponsors and Substantial Shareholders of the Issuer (both Existing and Post Right Issue)

Name	Status	No. of Existing Shares	Entitlement	No. of Shares Committed to be subscribed[5]	Amount Committed to be Subscribed in PKR	Shareholding % pre-issuance	Shareholding % - post-issuance
SYED MOHAMMAD MEHDI MOHSIN[6]	Non-Executive Director	4,670,322	567,131	-	-	20.4167%	18.2059%
MR. ASIM DILAWAR SHEIKH (CDC)	Non-Executive Director	500	61	61	10,980	0.0022%	0.0022%
MR. NADEEM BIN JAVAID SHEIKH (CDC)	Non-Executive Director	600	73	73	13,140	0.0026%	0.0026%
MR. KASHIF SAJJAD SHEIKH (CDC)	Chairman	500	61	61	10,980	0.0022%	0.0022%
MR. HASSAN ZUBAIR SHEIKH (CDC)	Non-Executive Director	500	61	61	10,980	0.0022%	0.0022%
CCL HOLDING (PRIVATE) LIMITED (CDC[7])		13,444,246	1,632,575	2,199,706	395,947,080	58.7727%	60.9835%
TOTAL		**18,116,668**	**2,199,962**	**2,199,962**	**395,993,160**	**79.20%**	**79.20%**

5. RISK FACTORS

5.1 RISK ASSOCIATED WITH THE RIGHT ISSUE

Undersubscription Risk

The Right Issue of the Company is being carried out at a price which is less than the current share price in the market and hence there is no major investment risk associated with the Right Issue. The substantial shareholder and directors of the Company have confirmed that they shall subscribe to (or arrange the subscription of) their respective right entitlements, while the balance portion of the Right Issue will be underwritten in accordance with the applicable laws. There is a risk that the right issue may get undersubscribed due to lack of interest from shareholders of the Company.

[5] *These may be subscribed through persons arranged by the said directors as permitted under the Regulations.*

[6] *CCL's shareholding post issue shall increase as Syed Mohammad Mehdi Mohsin has arranged its subscription of entitlement with CCL holding to subscribe their portion on its behalf. Therefore, their shareholding shall be diluted.*

[7] *Includes Entitlement of Shares to Mehdi allocated to CCL Holdings by the discretion of Board*

5.2 RISKS ASSOCIATED WITH ISSUER

Internal Risk Factors

a) Operational Risk

Operational risk summarizes the uncertainties a business faces when it attempts to conduct its day-to-day business activities specifically in relation to plant operation. It can result from breakdowns in internal procedures, people and systems.

A high turnover ratio of skilled staff, disruption in the Company's supply chain or inappropriate planning could be a major determinant to operational risk for the Company.

The Company is mitigating operational risk by implementing staff retention initiatives, including training and competitive benefits, to address high turnover. Additionally, the Company is adopting a diversified supply chain planning process and implementing robust strategies to counter disruptions in the supply chain.

b) Procurement Risk

As associated in a business with dependency on wide range of raw materials including seasonal fruits & Vegetables, it is crucial to be cognizant of the inherent procurement risks associated. The sector is particularly susceptible to raw material price fluctuations. Additionally, the volatility in currency exchange rates can impact on the cost of imported packing materials.

Our commitment to transparency involves acknowledging and mitigating these risks through proactive procurement strategies, supplier diversification and diligent monitoring of market dynamics.

c) Credit risk

Credit risk represents the risk that one party to a financial instrument will cause a financial loss for the other party by failing to discharge an obligation. Credit risk arises from amounts receivable from customers of the Company, deposits with banks and other receivables.

The Company manages credit risks inter alia by setting credit limits in relation to individual customers and by selling on advance payment basis for select customers. Consequently, the Company believes that it is not exposed to any major concentration of credit risk.

d) Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting obligations associated with financial liabilities.

The Company manages liquidity risk by maintaining sufficient cash and the availability of funding through maintaining adequate cash balances, ensuring availability of committed credit facilities, monitoring cash flow forecasts on a regular basis and maintaining relationships with multiple financial institutions

These measures help ensure that the Company has sufficient liquidity to meet its operational and financial commitments.

e) Risk of Non-compliance with Regulations of SECP and PSX

In the event of non-compliance with any regulatory requirements of SECP or PSX, the Company may be placed on the defaulter segment of PSX which may potentially hamper trading in the Company's shares, leading to potential suspension in trading of its shares as well as delisting.

To mitigate the risk of non-compliance with SECP and PSX regulations, the Company has established an internal compliance framework, engages legal counsel for ongoing guidance, continuously monitoring regulatory changes

and maintaining open communication with regulatory bodies. These measures collectively aim to ensure adherence to regulatory requirements.

b) External Risk Factors

a) Business Risk

Business risk is the possibility of the Company reporting lower than anticipated profits or loss due to factors such as:

- Increase in input costs such as raw materials
- Increase in conversion / utility costs

The Company is actively following strategies to mitigate business risk, including supplier diversification, cost predictability through analytics and maintaining robust government relations.

b) Foreign Currency risk

Currency risk is the risk that the fair value or future cash flow of a financial instrument will fluctuate because of changes in foreign exchange rates. Currency risk arises mainly from future commercial transactions or receivables and payables that exist due to transactions in foreign currencies.
The Company is exposed to foreign exchange risk arising from currency value fluctuations, primarily with respect to the USD, EU, AED, and RMB.

c) Interest rate risk

Interest rate risk is the risk that the value of a financial instrument will fluctuate due to changes in the market interest rates. When interest rates are high, borrowing costs increase, making it more expensive for the Company to finance its operations. This can lead to reduced business spending, lower economic growth, and decreased profitability. It also discourages business investment as financing new projects becomes more expensive.

The Company constantly monitors market interest rates and employs strategies to mitigate interest rate risk associated with short-term borrowings on variable rates. In light of the same, the Company intends to utilize the proceeds from the Right Issue to finance its working capital requirements, including with the intention of reducing its reliance on short-term borrowings. This approach aims to ensure cost effective financing and minimize the impact on business spending during period of high interest rates.

C- Additional Risk Factors

a) **Capital Risk Management**

The Company's objectives in managing capital are to ensure the Company's ability to continue as a going concern so that it can continue to provide returns to shareholders and benefits for other stakeholders while maintaining an optimal capital structure to reduce the cost of capital. The Company finances its operations through equity, borrowings and management of working capital with a view to maintaining an appropriate balance between the various sources of finance to minimize risk and cost. The Company is not exposed to any externally imposed capital requirement. As a public limited company, it complies with the regulatory requirements outlined in the Companies Act, 2017.

Profitability

The Company reported an after-tax profit of **PKR 1,673,534** for **FY 2025**, compared to **PKR 456,242,216** in **FY 2024**, indicating a decline particularly due to prior year inclusion of PKR 357.0 million of one-off other income from a land sale. Excluding this exceptional item, underlying operating profit in FY2024 was PKR 99.0 million.

NOTE: IT IS STATED THAT TO THE BEST OF OUR KNOWLEDGE AND BELIEF, ALL MATERIAL RISK FACTORS HAVE BEEN DISCLOSED AND THAT NOTHING HAS BEEN CONCEALED IN THIS RESPECT.

6. LEGAL PROCEEDINGS:

6.1 OUTSTANDING LEGAL PROCEEDINGS OF THE COMPANY

These are routine litigations incidental to the business operations, to which the Company is a party that may have a material impact on the Company. Moreover, these litigation matters have already been disclosed in the audited financial statements Note no.22.1 Contingencies for the year ended June 30, 2025, and may be referred to for further details.

S. No.	Audited Financial Statement FY 2025 Note # 22 Contingencies - Others	Institution / Forum	Order Amount / Financial Impact (PKR)	Current Tax Exposure	Current Status	Comments of Management/ Legal Advisor
1	Proceeding u/s 122(5A) Tax year 2005	FBR	3,441,333	-	Appeal effect order applied; time barred	Case settled
2	Proceeding u/s 122(5A) Tax year 2011	FBR	27,623,785	8,695,600	Demand Paid. Refund appeal effect of 18,928,185 is issued. Appeal filed to Lahore High Court for against amount 8,695,600 and hearing is pending.	The Company on the basis of opinion of the tax advisor is hopeful of favorable outcome of the case.
3	Proceeding u/s 161 Tax year 2012	FBR	2,491,637	233,484	The DCIR has issued an appeal effect order related to tax year 2012 on January 20, 2025 and has given effect of refundable tax upto the extent of Rs. 2,258,153. and Current Tax exposure is 233,484 only.	Case settled
4	Proceeding u/s 161 Tax year 2016	FBR	4,812,291	740,923	PKR 4,071,368 defended and Against the rest 740,923 we applied for the issuance of appeal effect order.	Case settled
5	Proceeding u/s 122(5A) Tax year 2014	FBR	27,277,108	698,437	order received in favor PKR 26,578,671 and Appeal against ATIR is filed. ATIR remanded back amounting PKR 698,437 and remanded back proceeding not initiated yet.	Pending
6	Proceeding u/s 122(5A) Tax year 2015	FBR	36,441,960	36,441,960	The Case is pending in Appellate Tribunal not yet fixed for hearing.	Pending
7	Proceeding u/s 122(5A) Tax year 2017	FBR	64,895,185	-	CIR(A) Remand Back. And Remand back proceeding not initiated and proceeding time-barred.	Time Barred
8	Proceeding u/s 161 Tax year 2018	FBR	2,501,480	2,501,480	Demand Paid. But Appeal filed and CIR(A) Partly confirmed and partly Remand Back the case.	Pending
9	Proceeding u/s 122(5A) Tax year 2017	FBR	39,474,762	-	The Company filed an appeal before the Commissioner Inland Revenue (Appeals) which was partially decided in favor of the Company vide order dated	Time Barred

					July 14, 2014 resulting in reduction of demand to Rs. 8,575,416. Company Filed second appeal and court remand back the case to department. which is not initiated by the department, hence time barred	
10	Proceeding u/s 57(2) Tax Year 20127	PRA	38,276,032	38,276,032	Remand back to AdC and proceeding have not been initiated.	Pending
11	Proceeding u/s 11(1) June 2022 to October 2022	FBR	767,500	767,500	Appeal to ATIR and hearing not fixed yet.	Pending
12	Proceeding u/s 11(1) January 2022 to March 2023	FBR	11,121,049	7,220,036	CIR(A), who vide its order dated September 25, 2023 deleted the penalty of Rs. 3,992,013 and upheld the order of DCIR to the extent of Rs. 7,220,036 and Appeal to ATIR for demand 7,220,036. Order is not passed yet.	Pending
13	Proceeding u/s 47(1) January 2019 to June 2023	SRB	9,544,384	N/A	Order has not been passed yet by department	Pending
14	Proceeding u/s 57(2) Tax Year 20127	PRA	50,542,292	N/A	Order has not been passed yet by department	Pending
15	**The Dohler Pakistan Vs MFFL:** The Dohler Pakistan (plaintiff) has filed a petition on January 02, 2023 before Senior Civil Court, Lahore against the 110 Traders (Private) Limited (Defendants) and the Company that they have failed to manufacture / produce tomato pulp to the required demand and have been unable to hand over the produced tomato pulp to the plaintiff; therefore, the plaintiff should be compensated for their loss in the form of damages.	Civil Court	NA	NA	The suit is pending for adjudication.	NA
16	**Dr.Abdul Rauf Vs MFFL:** Dr. Abdul Rauf s/o Muhammad Yaqoob (plantiff), has filed a petition before Senior Civil Court on December 09, 2023 against the Company (defendant) that his grandfather had vast land properties that are currently occupied by the defendant.	Civil Court	NA	NA	The Case has been dismissed due to non-prosecution.	NA
17	During the year 2023, one of the ex-employees filed suit before Sindh High Court, Karachi against the Company on his termination from services. He has claimed damages of Rs. 25 million with 15% markup from the date of his termination.	Sinth High Court	The Company on the basis of opinion of the legal advisor is hopeful of favorable outcome of the case.	NA	The suit is pending for adjudication.	NA

18	Kamil Saroop Khan vs, Mitchell's Fruit Farms Limited	Authority under the Punjab Payment of Wages Act, Lahore	Claim Amount: PKR 2,043,723/	Claim Amount: PKR 2,043,723/	Pending for adjudication for Supreme Court	NA
19	The Company has issued postdated cheques amounting to Rs 102.38 million (2024: Rs 126.14 million) to Collector of Customs Lahore Dry Port on account of taxable duty which might become payable against Duty and Tax Remission on Export under SRO # 492 (I)/2009 dated June 13, 2009 and SRO # 450 (I)/2001 dated June 30, 2001 under Customs Rules, 2001.	Collector of Customs Lahore Dry Port	NA	NA	PDCs have been issued against the import GDs of packing material equivalent to the value of Duties & Taxes under SRO 492. Exports against these packing materials are currently in progress and will be completed within allowed stipulated timeframe.	NA
20	**Ittehad Worker's Union V MFFL:** An application filed by Ithehad Workers Union, Mitchells Fruit Farms Ltd. asking the National Industrial Relations Commission (NIRC) to certify them as the Collective Bargaining Agent (CBA) for Mitchells Fruit Farms Ltd.	NIRC Islamabad	NA	NA	CBA Certificate granted to Mitchells.	NA
21	**Ismail Kariyaana Store V MFFL**: Ismail, supplier of items like zeera, and other spices claims underpayment over 10 years. Total outstanding amount: PKR 2,600,240. Filed a recovery suit to claim unpaid balance.	Civil Court	Claim Suit Rs.2,600,240/-	Claim Suit Rs.2,600,240/-	The suit is pending for adjudication.	NA
22	**MFFL Vs Mr. Waqas Ahmad:** The Company has initiated legal proceedings against its former employee, Mr. Waqas Ahmed (U/S 408 PPC), on account of alleged financial misappropriation during his tenure as Assistant Manager Procurement, amounting to Rs. 9.1 million. In response, Mr. Waqas Ahmed has filed a counter application (U/S 22A/B) against the Company and its management.	In the court of District & Secession Judge Lahore	NA	NA	The challan is still awaited, and the application for Talbi Challan remains pending and is to be submitted by Saif-ul-Malook, Advocate.	NA

6.2 ANY OUTSTANDING LEGAL PROCEEDING OTHER THAN THE NORMAL COURSE OF BUSINESS INVOLVING THE ISSUER, ITS SPONSORS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND ASSOCIATED COMPANIES, OVER WHICH THE ISSUER HAS CONTROL, THAT COULD HAVE MATERIAL IMPACT ON THE ISSUER.

N/A

6.3 ACTION TAKEN BY THE SECURITITES EXCHANGE AGAINST THE ISSUER OR ASSOCIATED LISTED COMPANIES OF THE ISSUER DURING THE LAST THREE YEARS DUE TO NONCOMPLIANCE OF ITS REGULATIONS.

N/A

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7. SIGNATORIES TO THE OFFER DOCUMENT[i]

Mr. Usman Zafar Butt
Chief Executive Officer
Mitchells Fruit Farms Limited

Mr. Kashif Sajjad Sheikh
Chairman
Mitchells Fruit Farms Limited

[i] ***THE SIGNATORIES ARE AUTHORISED BY THE BOARD OF DIRECTORS TO SIGN THE FINAL OFFER DOCUMENT ON THEIR BEHALF***

Disclosure in tabular form of SECP & PSX Comments on the Offer Document – Mitchells Fruit Farms Limited

In compliance with Regulation 3(3)(v) of the Companies (Further Issue of Shares) Regulations, 2020, Mitchells Fruit Farms Limited made public disclosure of its Offer Document.

We hereby confirm that Comments/Observations/Suggestions received from the Securities & Exchange Commission of Pakistan and Pakistan Stock Exchange were adequately addressed and incorporated in the Final Offer Document attached.

SECP Comments		
S.No	**Comment**	**Response**
1	Important Dates in OD: Disclose the dates in final OD as per revised timelines notified vide S.R.O.1665(I/2025 dated August 29, 2025.	Incorporated in the Final Offer Document
2	Undertakings by the CEO, CFO and Board of Directors (Page 3&-f): Undertakings shall be signed by the respective signatories in the final OD.	Signed by respective signatories in the Final Offer Document
3	Purpose of Right Issue (Page 10): Disclose complete details regarding total funds required for the project. percentage of funds financed through right issue and from other sources, time of completion of project and impact on production capacity.	Incorporated in the Final Offer Document
4	Principal Purpose of the Issue and funding arrangements (Page 11&12): (i) In point 1.2, provide percentage completion status of civil works, renovation, machinery replacement &, process improvements and working capital requirements. Moreover, disclose details of all material existing and anticipated transactions in relation to the utilization of the issue proceeds with promoters, directors, key management personnel, associated companies. (ii) In point 1.2A, disclose implementation schedule of civil works. (iii) In point 1.2 B "Renovation, Machinery, Replacement & Process Improvements", provide following disclosures for proceeds allocated for purchase of plant/equipment/technology: A. Name of the suppliers, date of placement of order and expected date of supply. B. Percentage and value of plant and machinery delivered. C. Percentage and value terms of plant and machinery for which orders are yet to be placed.	Incorporated in the Final Offer Document

	D. If secondhand machinery is bought or proposed to be bought include valuation report as part of disclosure. E. For import of machinery, provide the date when the payment for machinery was made, the date when it reaches the country, reasons of time lag in the purchase payment and arrival date, formal approvals from other regulatory bodies and reference to the purchase payment in relevant books of accounts. (iv) In point 1.2 C, provide the following disclosures with respect to the proceeds allocated for working capital requirements: A. Basis of estimation of working capital requirement, along with relevant assumptions. B. Total envisaged working capital requirement in tabular form, the margin money thereof and the portion to be financed by any bank(s) or otherwise. C. Cash conversion cycle in number of days for the last three years.	
5	Financial Effects Arising from Right Issue (Page 12): (i) Please provide values of market share. (ii) Provide gearing ratio along with amounts used in calculation of Gearing Ratio in footnotes.	(i) The Company operates across multiple product categories, each with distinct market dynamics and competitors. Accordingly, market share is determined at the individual product category level, and a consolidated or blended market share for the Company cannot be meaningfully determined (ii) Gearing ratio Incorporated in the Final Offer Document
6	Commitment from substantial shareholders/directors (Page 13): Submit signed undertaking from the directors/sponsors & substantial shareholders confirming subscription of shares according to their entitlement or arrangement for subscription through other persons as required under regulation 3(1)(vi)(a) of the Regulations.	Submitted signed undertakings along with the Final Offer Document
7	7. Subscription Amount Payment procedure (Page 14): (i) In clause (a) disclose "Right Share Subscription Account" instead of "right share" (ii) In clause (a) and (f) provide name of the bank instead of "above-mentioned bank" or "Issuer's banker/ banker to the issue".	Updated in the Final Offer Document

	(iii) In clause (g) correct the number of days for credit of right shares from 14 working days to 10 working days.	
8	Risk Factors (Page 22): Provide a comprehensive description of all internal and external risks pertaining to the Company, the industry, and the right issue, along with mitigation measures.	Incorporated as necessary in the Final Offer Document
9	Signatories to the Offer Document (Page 26): Ensure that the Final OD shall be signed by the respective signatories	Final Offer Document is signed by the respective signatories

PSX Comments		
S.No	**Comment**	**Response**
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	C. Percentage and value terms of plant and machinery for which orders are yet to be placed. D. If secondhand machinery is bought or proposed to be bought include valuation report as part of disclosure. E. For import of machinery, provide the date when the payment for machinery was made, the date when it reaches the country, reasons of time lag in the purchase payment and arrival date, formal approvals from other regulatory bodies and reference to the purchase payment in relevant books of accounts. (iv) In point 1.2 C, provide the following disclosures with respect to the proceeds allocated for working capital requirements: A. Basis of estimation of working capital requirement, along with relevant assumptions. B. Total envisaged working capital requirement in tabular form, the margin money thereof and the portion to be financed by any bank(s) or otherwise. C. Cash conversion cycle in number of days for the last three years.	
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8	Risk Factors (Page 22): Provide a comprehensive description of all internal and external risks pertaining to the Company, the industry, and the right issue, along with mitigation measures.	Incorporated as necessary in the Final Offer Document
9	Signatories to the Offer Document (Page 26): Ensure that the Final OD shall be signed by the respective signatories	Final Offer Document is signed by the respective signatories