

MITCHELL'S

Fruit Farms Limited

NOTICE OF ANNUAL GENERAL MEETING



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Notice is hereby given that the 91st Annual General Meeting of Mitchell's Fruit Farms Limited will be held on November 15, 2023, on Wednesday at 11:00 a.m. at the Registered Office of the Company at 72 – FCC, Gulberg IV, Lahore to transact the following business:

ORDINARY BUSINESS

1. To confirm the minutes of the last Annual General Meeting held on December 2, 2022.
2. To receive, consider and adopt the Annual Audited Accounts of the Company for the period ended June 30, 2023, together with the Directors' and Auditors' reports thereon.
3. To appoint auditors for the year ending June 30, 2024, and to fix their remuneration as suggested by the audit committee to the Board of Directors.

SPECIAL BUSINESS:

4. To Consider and, If deemed fit, pass a special resolution under Section 199 of the Companies Act, 2017, with or without modification, as recommended by the Directors:

TO RESOLVE that, in view of the PUCARS notification vide S.R.O. 389/(1)/2023 which details and confirms that there is no longer a need to issue/compose CDs/DVDs etc. to circulate the Annual Financial Statements among the shareholders. We hereby resolve to transmit the same through a QR code/web link instead as recommended by the Notification for the ease of business.

OTHER BUSINESS

1. To transact any other business which may be placed before the meeting with the permission of the chair.

BY ORDER OF THE BOARD

Anum Ali
(Company Secretary)

LAHORE
October 24, 2023

NOTES

1. The share transfer book of the Company will remain closed from 2023-11-09 to 2023-11-15(both days inclusive). Transfers received in order (including deposit requests under CDS) at our Registrar's office Corplink (Private) Limited, Wings Arcade, 1-K (Commercial) Model Town, Lahore up to 01:00 p.m. on 8th November, 2023 will be considered in time.
2. The Individual Members who have not yet submitted a photocopy of their valid Computerized National Identity Card (CNIC) to the Company / Share Registrar, are once again reminded to send the same at the earliest directly to Company's Share Registrar, M/s Corplink (Private) Limited, Wings Arcade, 1-K (Commercial), Model Town, Lahore. The Corporate Entities are requested to provide their National Tax Number (NTN). Please give Folio Number with the copy of CNIC and NTN details. Reference is also made to the Securities and Exchange Commission of Pakistan (SECP) Notifications SRO 779 (I) dated August 18, 2011, and SRO 831 (I) 2012 dated July 05, 2012, which mandates that the dividend warrants should bear CNIC number of the registered member or the authorized person, except in case of minor(s) and corporate members.
3. A member eligible to attend and vote at this meeting may appoint another member as his/her proxy to attend and vote instead of him/her. Proxies, in order to be effective, must be received by the Company at the Registered Office (72 - FCC, Gulberg IV, Lahore) not later than 48 hours before the time meeting is scheduled. The proxy form is placed on the Company's website – <http://www.mitchells.com.pk>.
4. Duly completed instrument of the proxy, and the other authority under which it is signed, or notari-ally a certified copy thereof, must be lodged with the Company Secretary at the Company's Registered Office (72 - FCC, Gulberg IV, Lahore) at least 48 hours before the time of the meeting.
5. Shareholders are requested to immediately notify the change in their address, if any directly to Company's Share Registrar, M/s Corplink (Private) Limited, Wings Arcade, 1-K (Commercial), Model Town, Lahore.
6. [CDC Account Holders will further have to follow the under-mentioned guidelines as laid down by the Securities and Exchange Commission of Pakistan:](#)
 - A. [For Attending the Meeting:](#)
 - i) In the 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 are uploaded as per the 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 the case of a corporate entity, the Board of Directors' resolution/power of attorney with 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 the 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 are uploaded as per the Regulations, shall submit the proxy form accordingly.
 - ii) The proxy form shall be witnessed by two persons whose names, addresses, and CNIC numbers shall be mentioned on the form.
 - iii) Attested copies of CNIC or the passport of the beneficial owners and the proxy shall be furnished with the proxy form.
 - iv) The proxy shall produce his/her original CNIC at the time of the meeting.
 - v) In the case of a corporate entity, the Board of Directors' resolution/power of attorney with specimen signature of the person nominated to represent and vote on behalf of the corporate entity, shall be submitted along with proxy form to the Company.
7. [Intimation of Changes of Address and declaration for non-deduction of Zakat:](#)
 - (a) Members who hold shares certificates should notify any changes in their registered address and provide their declarations for non-deduction of zakat, if applicable to the Share Registrar.
 - (b) Members who hold shares in CDC/participant accounts should update their address and submit their declarations for non-deduction of zakat, if applicable, to the CDC or their respective participants/stockbrokers.
8. [Unclaimed Dividends and Shares Certificates:](#)
 - (a) Shareholders, who by any reason, could not claim their dividend or bonus shares or did not collect their physical shares, are advised to contact our Share Registrar M/S Corplink (Private) Limited, 1-K Commercial, Model Town, Lahore to collect/enquire about their unclaimed dividend or pending shares, if any.
 - (b) 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 (as and when the account is designated by the Federal Government) and in case of shares, shall be delivered to the Securities & Exchange Commission of Pakistan.

9. **Circulate Annual Reports to shareholders via e-mail:**

(a) Pursuant to Notification vide S.R.O.787(1)/2014 dated September 8, 2014, has allowed companies to circulate Annual Financial Statements to shareholders along with notice of Annual General Meeting (AGM) through email. In this respect, members are hereby requested to convey their consent via e-mail on a standard request form. Further, it is the responsibility of the members to timely update the Company's Shares Registrar of any change in their registered e-mail addresses.

(b) The standard request form is as below:
I/We, _____ of _____ being a member of Mitchell's Fruit Farms Limited, holder of _____ Ordinary shares as per Registered Folio No./CDC Account No. _____ and email id _____ hereby give my consent for circulation of Annual Financial Statements along with notice of Annual General Meeting (AGM) through email.

Signature of member

10. **Circulate Annual Audited Accounts and Notice of AGM to shareholders through CD or DVD or USB:**

(a) In pursuance of SECP notification S.R.O. No.470(1)/2016 dated May 31, 2016 the companies have been allowed to circulate their annual reports including annual audited financial statements, auditor's report and directors report, a notice of annual general meetings, and other information contained therein of the Company to the members for future years through CD or DVD or USB instead of transmitting the same in hard copies. However, the Company will supply the hard copy of the Annual Audited Accounts to the shareholders on demand at their registered addresses, free of cost, within one week of such demand.

(b) To proceed toward a paperless environment and to fulfill the responsibility toward the environment, Company has already passed a resolution with the consent of its shareholder, therefore, accounts are circulated in soft copies instead of the printed copy.

11. **Consent for Video Conference:**

(a) Pursuant to SECP's Circular No 10 dated May 21, 2014, if the Company receives consent from members holding in aggregate 10% or more shareholding residing at a geographical location, to participate in the meeting through video conference at least 10 days prior to the date of the meeting, the Company will arrange video conference facility in that city subject to availability of such facility in that city. In this regard, please fill out the following and submit to the registered address of the Company at least 10 days before the date of AGM.

(b) Consent Form for Video Conference Facility is as below:

I/We, _____ of _____ being a member of Mitchell's Fruit Farms Limited, holder of _____ Ordinary shares as per Registered Folio No./ CDC Account No. _____ hereby opt for video conference facility at _____ (geographical location).

Signature of member

12. **Replacing physical shares into book entry form:**

The SECP through its letter No. CSD/ED/ Misc/2016 - 639-640 dated March 26, 2021 has advised listed companies to adhere to provisions of Section 72 of the Companies Act, 2017 by replacing physical shares issued by them into the book entry form. The shareholders of Mitchells having physical folios/share certificates are requested to convert their shares from the physical form into book-entry form as soon as possible. The shareholders may contact their Broker, CDC Participant or CDC Investor Account Service Provider for assistance in opening a CDS Account and subsequent conversion of the physical shares into book-entry form. It would facilitate the shareholders in many ways including safe custody of shares, avoidance of formalities required for the issuance of duplicate shares, etc. For further information and assistance, the shareholders may contact our Share Registrar, M/s. Corplink (Private) Limited.

13. **Annual Accounts:**

Annual Accounts of the Company for the period ended June 30, 2023 have been placed on the Company's website – <http://www.mitchells.com.pk> in addition to annual and quarterly financial statements for the current and prior periods.

Proxy Form

Mitchell's Fruit Farms Limited 91th Annual General Meeting

I/We _____

of _____

being a member of Mitchell's Fruit Farms Limited, hereby appoint

_____ (Name)

of _____

or failing him/her _____

_____ (Name)

of _____

another member of the Company, as my/our proxy in my/our absence to attend and vote for me/us and on my/our behalf at the 91st Annual General Meeting of the Company to be held on _____ at _____ a.m. at the Registered Office of the Company located at 72-FCC, Gulberg IV, Lahore.

Signed this _____ day of _____ 2023

Please affix
revenue
stamp

Please quote folio number

Signature of Member

IMPORTANT:

This instrument, appointing a proxy, duly completed, must be received at the Registered Office of the Company located at 72-FCC, Gulberg IV, Lahore not later than 48 hours before the scheduled time of the meeting.



The Company Secretary

Mitchell's Fruit Farms Limited
72-FCC, Gulberg IV, Lahore.

AFFIX
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