



Through PUCARS/TCS Courier Service

9<sup>th</sup> April, 2024

**The General Manager**

Pakistan Stock Exchange Limited  
Stock Exchange Building  
Stock Exchange Road  
Karachi-74000

**SUBJECT: NOTICE OF EXTRAORDINARY GENERAL MEETING**

**Dear Sir,**

Pursuant to the requirement of clause 5.6.4(b) of the Rule Book of Pakistan Stock Exchange Limited, we are pleased to enclose herewith the notice (“**The Notice**”) of the Extraordinary General Meeting (“**EOGM**”) of **Mitchell’s Fruit Farms Limited** to be held on **Tuesday, 30<sup>th</sup> April, 2024**, at **11:00 am PST** for circulation amongst the TRE certificate holders of the Exchange.

The aforementioned notice would be published in English and Urdu languages respectively in the Newspapers having nation-wide circulation on Tuesday, 9<sup>th</sup> April, 2024.

**Yours’ Sincerely,**  
**For Mitchells Fruit Farms Limited**

**Anum Ali**  
Company Secretary

CC: Director/HOD, Surveillance, Supervision and Enforcement Department  
Securities & Exchange Commission of Pakistan, NIC Building  
63- Jinnah Avenue, Blue Area  
Islamabad

Encl: As above

## NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is hereby given that an Extraordinary General Meeting (“**EOGM**”) of Mitchells Fruit Farms Limited will be held on **Tuesday, 30<sup>th</sup> April 2024 at 11:00 am PST** at the registered Office of the Company i.e. **72 FCC Gulberg IV, Lahore** to transact the following business:

### ORDINARY BUSINESS:

1. To confirm the minutes of the Annual General Meeting held at **15<sup>th</sup> November, 2023**.
2. To elect **07 (seven)** Directors of the Company in accordance with the Provisions of section 159 of the Companies Act 2017, for a term of 03 (three) years commencing from 1<sup>st</sup> May, 2024.  
The number of Directors to be elected has been fixed at seven (07) by the Board of Directors.

Following are the names of the retiring Directors:

1. **Mr. Shazad Ghaffar**
2. **Mr. Najam Aziz Sethi**
3. **Mr. Syed Muhammad Mehdi Mohsin**
4. **Ms. Syedda Umme Kulsoom Imam**
5. **Mr. Rizwan Bashir**
6. **Mr. Aamir Amin**
7. **Mr. Manzar Hasan**

### ANY OTHER BUSINESS:

3. To consider any other business with the Permission of the Chair.  
A statement under Section 166(3) of the Companies Act 2017 pertaining to the material facts as given along this notice

**Place:** Lahore  
**Dated:** 9<sup>th</sup> April, 2024

By Order of the Board

**Anum Ali**  
Company Secretary

### Notes:

1. The Share transfer books of the Company will remain closed from 24<sup>th</sup> April 2024 to 30<sup>th</sup> April 2024 (both days included). Transfers received in order at the office of our Share Registrar, Corplink Pvt. Ltd. Wings Arcade, 1-K, Commercial, Model Town, Lahore 54000 by the close of Business on April 23, 2024 will be treated in time to attend, speak and vote at the EOGM.
2. A member desirous to contest the election of director shall file the following with the Company Secretary at the registered office of the company i.e. 72 F.C.C Gulberg IV Lahore not later than (14) days before the date of the meeting:
  - (i) Notice of his/her intention to offer himself/herself for election as a Director under section 159(3) of the Companies Act, 2017 (the “**Act**”), selecting any one category stated below in which he/she intends to contest, in accordance with the amendments by the SECP in Regulation 7A of the Listed Companies (Code of Corporate Governance) Regulations, 2019 (the “**CCG Regulations**”), through S.R.O. 906(i) 2023 dated 07-07-2023:

<u>Category</u>	<u>Number of Directors to be elected</u>
a) Independent Director	02
b) Female Director	01
c) Other Director	04
  - (ii) Consent to act as a Director on signed form-28 under section 167 of the Act, along with a copy of valid CNIC/Passport, Tax payer registration certificate.
  - (iii) A declaration in respect of being:
    - a) Compliant with all the applicable laws and regulations including without limiting the requirements of the CCG Regulations and eligibility criteria as set out in Section 155 & Section 156 of the Act, to act as director of a Public Listed Company.
    - b) That he/she is not ineligible to become Director of a listed company under Section 153 & 177 of the Act or any other applicable law.
  - (iv) A detailed profile along the official address (for placement on the Company’s website) as required under SECP’s SRO 1196 (i)/ 2019 dated October 3<sup>rd</sup>, 2019.
  - (v) The candidates are requested to read the relevant provisions/requirements relating to the Election of

Directors, as stipulated in the Act and CCG Regulations, the applicable laws and regulations and ensure the compliance with the same in letter and spirit.

3. Pursuant to the regulation 4 of the Companies (postal Ballot) Regulations, 2018, the right to vote through electronic voting facility and voting by post shall be provided to the members, if the number of persons who offer themselves to be elected is more than the number of Directors fixed by the Board of the Directors of the Company.
4. In Light of relevant guidelines issued by the Securities & Exchange Commission of Pakistan, the shareholders are encouraged to participate in the EOGM through electronic facility arranged by the Company. In order to attend the EOGM through the electronic Facility, the shareholders are requested to register themselves by providing the requisite details at their earliest but not later than 48 hours before the time of the EOGM (i.e. by 12:30 pm on 27<sup>th</sup> April, 2024) with the subject **“Registration for the EOGM of Mitchells Fruit Farms Limited”** through an email [Anum.ali@mitchells.com.pk](mailto:Anum.ali@mitchells.com.pk)  
Shareholders are advised to provide the following particulars, along the scanned copies of their CNIC (both front and back) and that of their proxies, if so appointed. Moreover, in the case of a corporate member, the scanned copy of the resolution of the Board of Directors/ Power of Attorney with specimen signature of the nominee must also be provided.

Name of the member	CNIC No.	CDC Account No./Folio No.	Cell Number	Email Address

The details of the electronic facility (video-link and the log in credentials) will be sent to the interested shareholders, at their provided email addresses. Accordingly, the shareholders will be able to participate in the EOGM proceedings through their smartphones or their computer devices. The login facility will be opened at 10:30 am on 30<sup>th</sup> April, 2024 enabling the participants to join the proceedings after the identification and verification process before joining the meeting.

5. Members can exercise their right to demand a poll subject to meeting requirements of Sections 143-145 of Companies Act, 2017 and applicable clauses of Companies (postal Ballot) Regulations 2018.
6. 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. A proxy must be a member of the Company. A proxy so appointed shall have the same rights, with respect to attend, speak and vote at the meeting as are available to the member. The proxy shall produce his/her original computerized National Identity Card (CNIC) or passport to prove his/her identity.  
This 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 forty eight (48) hours before the time of the meeting. Proxy Form in English and Urdu Languages is attached to the notice of the meeting sent to the Shareholders.
7. Members who have deposited their shares into Central Depository Company of Pakistan Limited (“CDC”) 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
    - a. In case of Individuals, the account holder/or sub-account holder and their registration details are uploaded as per the CDC Regulations, shall authenticate his/her identity as per above procedure.
    - b. In case of Corporate entity, the Board’s resolution/power of attorney with specimen signature of the nominee shall be as above procedure.
  - B. FOR APPOINTING PROXIES
    - a. In case of individuals, the account holder and/or sub-account holder and their registration details are uploaded as per the CDC Regulations, shall submit the proxy forms as per above requirements.
    - b. The proxy form shall be witnessed by two persons, whose names, addresses and CNIC numbers shall be mentioned on the form.
    - c. Attested copies of the CNIC or the passport of beneficial owners and the proxy shall be furnished with the proxy forms.
    - d. In case of corporate entity, they Board’s Resolution/power of attorney with specimen signature shall be furnished along proxy form to the company.
8. Shareholders, who by any reason, could not claim their dividend or bonus shares or did not collect their physical shares, if any, are advised to contact our Share Registrar to collect/enquire about their unclaimed dividend or pending shares.
9. As per section 72 of the Companies Act, 2017, every listed company is required to replace its physical shares with book-entry form in a manner as may be specified and from the date notified by the Commission. SECP has directed all the listed companies to pursue its shareholders for conversion of their physical securities into book-entry form. In light of the aforementioned directives, the shareholders are encouraged to open CDC accounts with CDS participant/ CDC Investor Account Services and convert their existing physical securities into book-entry form.
10. Members are requested to immediately notify the Company’s Share Registrar of any change in their registered address.

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

Section 166(3) of the Companies Act, 2017 (the “Act”) requires that a statement of material facts be annexed to the notice of Extraordinary General Meeting called for the purpose of Election of directors, which shall indicate the justification for choosing the appointee for appointment as Independent Director.

Mitchells Fruit Farms Limited being a Public Listed Company, is required to have Independent Directors on its Board in accordance with Listed Companies (Code of Corporate Governance) Regulations, 2019. Accordingly, the Company shall ensure that Independent Directors are elected in accordance with the procedures for election of Directors as laid down in Section 159 of the Companies Act 2017.

Once the contestants have filed their notice/intention for elections, the Company shall apply the following criteria for choosing the appointee for appointment as an independent director.

- Inclusion of the name of the Independent Directors in the data Bank maintained by Pakistan Institute of Corporate Governance (PICG) duly authorized by SECP.
- Respective Competencies, diversity, skill, knowledge and experience of the election contestants shall be assessed ; and
- The Company shall exercise due diligence before selecting a person from the data bank that the contestant meets the independence criteria as mentioned in section 166(2) of the Companies Act, 2017.