



## NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is hereby given that an Extraordinary General Meeting ("EOGM") of Mitchell's 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:

- To confirm the minutes of the Annual General Meeting held on **15<sup>th</sup> November, 2023**.
- 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:

- Mr. Sharaf Ghaffar
- Mr. Najam Aziz Sethi
- Mr. Syed Muhammad Mehdi Mohsin
- Ms. Syedfa Umme Kuboom Imam
- Mr. Rizwan Bashir
- Mr. Aamir Amin
- Mr. Manzoor Hasan

### ANY OTHER BUSINESS:

- 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: 8<sup>th</sup> April, 2024

By Order of the Board

**Aamir Ali**  
Company Secretary

### Notes:

- The Share transfer books of the Company will remain closed from 9<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, Corelink Pvt. Ltd. Wings Arcade, 1-K, Commercial, Model Town, Lahore 54000 by the close of Business on March 21, 2024 will be treated in time to attend, speak and vote at the EOGM.
- 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:
  - 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:
    - Independent Director
    - Female Director
    - Other Director
  - 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.
  - A declaration in respect of being:
    - 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.
    - 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.
  - A detailed profile along the official address (for placement on the Company's website) as required under SECP's SRO 1196 (ii) 2019 dated October 3<sup>rd</sup>, 2019.
  - 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.
- 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 Directors of the Company. The members are hereby notified that pursuant to Companies (postal Ballot) Regulation 2018, amended through notification vide SRO 2192(iii) 2022 dated December 05, 2022, SECP has directed all the listed Companies to provide the right to vote through electronic Voting facility and voting by post to the members on all business classified as Special Business and in case of election of directors, if the number of persons who offer themselves to be elected is more than the number of Directors fixed as in sub-section (1) of section 159 of the Act. Accordingly, the Members of the Company will be allowed to exercise their right to vote through e-voting facility or voting by post for the election of Directors in accordance with the requirements and subject to the conditions contained in the aforesaid regulations.
- 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 Mitchell's Fruit Farms Limited**" through an email [Aamir.ali@mitchells.com.pk](mailto:Aamir.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.

- 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.
- 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.
- 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.
  - FOR ATTENDING THE MEETING
    - 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.
    - In case of Corporate entity, the Board's resolution/power of attorney with specimen signature of the nominee shall be as above procedure.
  - FOR APPOINTING PROXIES
    - In case of individuals, the account holder and/or sub-account holder and their registration details are uploaded as per the CDC Regulations, shall submit the proxy forms as per above requirements.
    - The proxy form shall be witnessed by two persons, whose names, addresses and CNIC numbers shall be mentioned on the form.
    - Attested copies of the CNIC or the passport of beneficial owners and the proxy shall be furnished with the proxy forms.
    - In case of corporate entity, they Board's Resolution/power of attorney with specimen signature shall be furnished along proxy form to the company.
- 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.
- 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 CD6 participant/ CDC Investor Account Services and convert their existing physical securities into book-entry form.
- 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.

Mitchell's 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.

## Proxy Form

### Mitchell's Fruit Farms Limited EOGM

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 \_\_\_\_\_ 2024

Please affix  
revenue stamp

Please quote folio number  
Member

Signature of

### 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.

