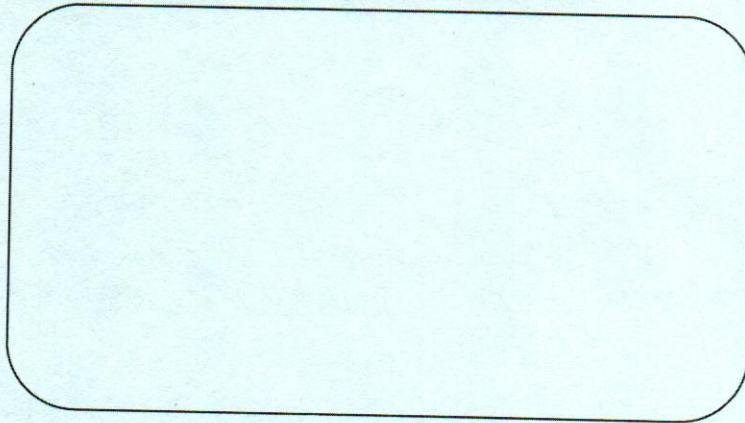


**NOTICE
OF
EXTRA ORDINARY GENERAL
MEETING
OF
MITCHELL'S FRUIT FARMS LIMITED**
40-A, Zafar Ali Road, Gulberg-V, Lahore

COURIER/REGISTERED



If undelivered please return to:

Mitchell's Fruit Farms Limited

Shares Registrar:

Corplink (Pvt.) Limited

Wings Arcade, I-K, Commercial, Model Town, Lahore.

Ph: 92-42-35916714, 35916719, 35839182 Fax: 92-42-35869037

DISCOUNTED ARTICLE

RL Number _____

MITCHELL'S FRUIT FARMS LIMITED

NOTICE OF EXTRA ORDINARY GENERAL MEETING

Notice is hereby given that Extra Ordinary General Meeting of **M/s Mitchell's Fruit Farms Limited** will be held on Thursday, October 15, 2020 at 10:00 am at the Registered Office of the Company at 40-A, Zafar Ali Road, Gulberg-V, Lahore to transact the following business:

ORDINARY BUSINESS:

1. To confirm the minutes of the Annual General Meeting held on **February 07, 2020**.

SPECIAL BUSINESS:

2. To consider and if deemed appropriate, to pass with or without modification, alteration or any amendment the following resolutions as Special Resolution:

"RESOLVED THAT the authorized share capital of the Company be increased from Rs. 200,000,000/- (Rupees Two Hundred Million) divided into 20,000,000 ordinary shares of Rs. 10/- (Rupees Ten) each to Rs. 400,000,000/- (Rupees Four Hundred Million) divided into 40,000,000 ordinary shares of Rs. 10/- (Rupees Ten) each.

The figures and words Rs. 200,000,000/- (Rupees Two Hundred Million) divided into 20,000,000 ordinary shares of Rs. 10/- (Rupees Ten) each appearing in Clause V of the Memorandum of Association of the Company be substituted by the figures and words "Rs. 400,000,000/- (Rupees Four Hundred Million) divided into 40,000,000 ordinary shares of Rs. 10/- (Rupees Ten) each.

The figures and words Rs. 200,000,000/- (Rupees Two Hundred Million) divided into 20,000,000 ordinary shares of Rs. 10/- (Rupees Ten) each appearing in Clause 7 of the Articles of Association of the Company be substituted by the figures and words "Rs. 400,000,000/- (Rupees Four Hundred Million) divided into 40,000,000 ordinary shares of Rs. 10/- (Rupees Ten) each.

FURTHER RESOLVED THAT the Chief Executive, Chief Financial Officer and the Company Secretary be and hereby jointly and severally authorized to take any and all necessary steps and actions for implementing the above resolutions, including, without limitation, to seek any and all consents and approvals and (where required) file all necessary documents, statutory returns, declarations, applications and undertaking, pay and incur all necessary fees and expenses and to appear and make representations before any regulatory or other authority, as may be necessary or conducive for and in connections with any of the foregoing matters and to sign, issue and dispatch all such documents and notices and do all such acts as may be necessary for carrying out the aforesaid purposes and giving full effect to the above resolutions.

OTHER BUSINESS:

1. To transact any other business with the permission of the Chair.

A statement under Section 134(3) of the Companies Act, 2017 in connection with the above Special Businesses is being sent to the shareholders alongwith the notice.

Lahore
September 24, 2020

By order of the Board

Rashid Butt
Company Secretary

CLOSURE OF SHARE TRANSFER BOOKS:

Share transfer books of the Company will remain closed from October 08, 2020 to October 15, 2020 (both days inclusive) for the purpose of holding the Extraordinary General Meeting.

NOTES:

- 1 A member of the Company entitled to attend and vote at the meeting may appoint a person/representative as proxy to attend and vote in place of member at the meeting. Proxies in order to be effective must be received at Company's registered office duly stamped and signed not later than 48 hours before the time of holding meeting. A member cannot appoint more than one proxy. Attested copy of shareholder's CNIC must be attached with the proxy form.
- 2 The CDC/sub account holders are required to follow the under mentioned guidelines as laid down by Securities and Exchange Commission of Pakistan contained in Circular No. 1 of 2000 dated January 26, 2000.

For attending the meeting:

- i) In case of individuals, the account holder or sub-account holder shall authenticate his/her identity by showing his/her original national identity card or original passport at the time of attending the meeting.
- ii) In case of corporate entity, the Board of Directors resolution / power of attorney with specimen signature of the nominee shall be produced at the time of meeting.

For appointing proxies:

- i) In case of individuals, the account holder or sub-account holder shall submit the proxy form as per the above requirement.
- ii) The proxy form shall be witnessed by the 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 or original passport at the time of the meeting.
- v) In case of corporate entity, the Board of Directors resolution / power of attorney with specimen signature shall be submitted to the Company alongwith proxy form.

- 3 Members are requested to promptly notify any change in their addresses.
- 4 Shareholders who have not yet submitted photocopies of their Computerized National Identity Cards (CNIC) are requested to send the same at the earliest.

5 Consent for Video Conference facility

Members can also avail video conference facility. In this regard please fill the following and submit to registered address of the Company 10 days before the general meeting. If the Company receives consent from members holding in aggregate 10% or more shareholding residing at geographical location, to participate in the meeting through video conference at least 10 days prior to the date of meeting, the Company will arrange video conference facility in that city subject to availability of such facility in that city.

The Company will intimate members regarding venue of video conference facility at least 5 days before the date of EOGM alongwith complete information necessary to enable them to access such facility.

I/We _____
Of _____, being a member of Mitchell's Fruit Farms
Limited, holder of _____ ordinary shares as per Register Folio / CDC account
No. _____ hereby opt for video conference facility at
_____.

Signature of Member

6

E-Voting

Members can exercise their right to demand a poll subject to meeting requirements of Sections 143-145 of the Companies Act, 2017 and applicable clauses of Companies (Postal Ballot) Regulations 2018.

7

Participation in EOGM through electronic means

As per directions issued by SECP through Circular No. EMD/MISC/82/2012 dated March 17, 2020 in the light of the threat posed by evolving COVID-19 situation (Corona Virus) pandemic and to protect the wellbeing of the shareholders, members are also requested to participate in the Extra Ordinary General Meeting through following means:

- | | |
|--------------------|-----------------------------|
| 1. WhatsApp No. | 0303 4445569 |
| 2. Email ID | rashidbutt@mitchells.com.pk |
| 3. Zoom Video Link | |

Members who wish to participate through video link should intimate through above WhatsApp number / Email ID or before October 13, 2020.

Members who are intended to participate physically should consolidate their attendance through proxies. Shareholders are requested to mention Name, CNIC No, Folio / CDC a/c No. & number of shares for identification.

Statement pursuant to Section 134(3) of the Companies Act, 2017

Pursuant to Section 134(3) of the Companies Act, 2017 this statement sets forth the material facts concerning the special business listed hereinabove, to be transacted at the Extraordinary General Meeting of Mitchell's Fruit Farms Limited to be held on October 15, 2020.

Increase in Authorized Share Capital

- i) The authorized share capital of the Company is being increased so that the Company has the option to issue further shares, as and when it deems fit, in the future.
- ii) Existing authorized share capital is Rs. 200,000,000/- divided into 20,000,000 ordinary shares having face value of Rs. 10/- per share; and
- iii) Authorized share capital is proposed to be increased to Rs. 400,000,000/- divided into 40,000,000 ordinary shares of Rs. 10 per share each.

Amendment to the Memorandum of Association

The Memorandum of Association of the Company is being amended in light of the proposed increase in the authorized share capital of the Company. Accordingly, the following amendment is being proposed to the Memorandum of Association of the Company.

The figures and words Rs. 200,000,000/- (Rupees Two Hundred Million) divided into 20,000,000 ordinary shares of Rs. 10/- (Rupees Ten) each appearing in Clause V of the Memorandum of Association of the Company be substituted by the figures and words "Rs. 400,000,000/- (Rupees Four Hundred Million) divided into 40,000,000 ordinary shares of Rs. 10/- (Rupees Ten) each.

Original Clause	Amended Clause (amendments are in bold type and are underlined)
The capital of the Company is Rs. 200,000,000 (Rupees Two Hundred Million only) divided into 20,000,000 (Twenty Million) ordinary shares of Rs. 10/- (Rupees ten) each. The Company shall have the power to increase, reduce or re-organize the capital for the time being into several classes in accordance with the provisions of the Companies Ordinance, 1984.	The capital of the Company is Rs. <u>400,000,000 (Rupees Four Hundred Million only) divided into 40,000,000 (Forty Million)</u> ordinary shares of Rs. 10/- (Rupees ten) each. The Company shall have the power to increase, reduce or re-organize the capital for the time being into several classes in accordance with the provisions of the Companies Ordinance, 1984.

The Board confirms that the proposed alterations to the Memorandum of Association of the Company are in line with the applicable provisions of the law and regulatory framework.

Amendment to the Articles of Association

The Articles of Association of the Company is being amended in light of the proposed increase in the authorized share capital of the Company. Accordingly, the following amendment is being proposed to the Articles of Association of the Company.

The figures and words Rs. 200,000,000/- (Rupees Two Hundred Million) divided into 20,000,000 ordinary shares of Rs. 10/- (Rupees Ten) each appearing in Clause 7 of the Articles of Association of the Company be substituted by the figures and words "Rs. 400,000,000/- (Rupees Four Hundred Million) divided into 40,000,000 ordinary shares of Rs. 10/- (Rupees Ten) each.

Original Clause	Amended Clause (amendments are in bold type and are underlined)
The authorized share capital of the Company is Rs. 200,000,000 (Rupees Two Hundred Million only) divided into 20,000,000 (Twenty Million) ordinary shares of Rs. 10/- (Rupees ten) each).	The authorized share capital of the Company is Rs. <u>400,000,000 (Rupees Four Hundred Million only) divided into 40,000,000 (Forty Million)</u> ordinary shares of Rs. 10/- (Rupees ten) each).

The Board confirms that the proposed alterations to the Articles of Association of the Company are in line with the applicable provisions of the law and regulatory framework.

Form of Proxy

Extra Ordinary General Meeting

The Company Secretary
Mitchell's Fruit Farms Limited
40-A, Zafar Ali Road,
Gulberg-V,
Lahore

I/We, _____ of _____, being a member(s) of Mitchell's Fruit Farms Limited, holder of _____ ordinary shares as per registered Folio No. _____ hereby appoint Mr. / Mst. _____ Folio No. _____ (if member) _____ of _____ or failing him/her Mr. / Mst. _____ Folio No. (if member) _____ of _____ as my / our proxy in my / our absence to attend and vote for me / us, and on my / our behalf at the Extra ordinary General Meeting of the Company to be held on 15th October 2020 and at any adjournment thereof.

Signed under my/our hand this _____ day of _____ 2020.

Affix
Revenue
Stamp of
Rs.5

Signature should agree
with the specimen signature
registered with the Company

Signed in the presence of:

Signature of Witness-1

Signature of Witness-2

Notes:

1. This instrument appointing a proxy shall be in writing under the hand of the appointer or his attorney duly authorized in writing, or if the appointer is a corporation either under the common seal or under the hand of an official or attorney so authorized. No person shall be appointed as proxy who is not a member of the Company qualified to vote except that a corporation being a member may appoint a person who is not a member.
2. This instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed or it notarially certified copy of that power of authority shall be deposited at the office of the Company not less than 48 (forty eight) hours before the time for holding the meeting at which the person named in the instrument purposes to vote, and in default the instrument of a proxy shall not be treated as valid.

پراکسی فارم

غیر معمولی اجلاس عام

میں / ہم _____ چلوفرٹ فارمز لمیٹڈ کے ممبر کی حیثیت سے اور حامل _____
 عمومی حصص، محترم / محترمہ _____ کو یا ان کی غیر حاضری کی صورت میں محترم / محترمہ _____
 کو اپنا / ہمارا پراکسی مقرر کرتا / کرتی ہوں کہ میری غیر موجودگی کی صورت میں میری / ہماری طرف سے کمپنی کے غیر معمولی اجلاس عام میں جو کہ مورخہ 15 اکتوبر 2020
 صبح 10 بجے منعقد ہو رہا ہے، میں شرکت / حق رائے دہی استعمال کر سکیں۔

گواہ نمبر 1

نام _____ دستخط _____ مورخہ _____

گواہ نمبر 2

نام _____ دستخط _____ مورخہ _____

ریونیونگٹ پر دستخط کریں۔

(دستخط کمپنی میں درج نمونہ دستخط
 کے مطابق ہونے چاہئیں)

سی ڈی سی اکاؤنٹ نمبر		فولیو نمبر
پارٹیشن آئی ڈی	اکاؤنٹ نمبر	

اہم ہدایات:

- 1- پراکسیز کے موثر ہونے کیلئے لازم ہے کہ وہ اجلاس سے 48 گھنٹہ قبل کمپنی کو موصول ہوں۔ پراکسی کمپنی کے ممبرز میں سے ہی ہونا چاہیئے۔
- 2- ایک سے زیادہ پراکسی مقرر کرنا یا جمع کروانا، ناقابل قبول ہوگا۔
- 3- سی ڈی سی اکاؤنٹ ہولڈرز / کارپوریٹ اداروں کیلئے۔

اوپر دی گئی ہدایت کے علاوہ مندرجہ ذیل شرائط بھی پوری کرنا ہوں گی۔

- حصص یافتگان کے نمائندوں سے التماس ہے کہ وہ اپنے کمپیوٹر انزڈ قومی شناختی کارڈ یا پاسپورٹ کی تصدیق شدہ کاپی پراکسی فارم کے ساتھ کمپنی میں جمع کروائیں۔
- حصص یافتگان کے نمائندوں سے التماس ہے کہ وہ اپنے کمپیوٹر انزڈ قومی شناختی کارڈ یا پاسپورٹ کی تصدیق شدہ کاپی اپنے ہمراہ لے کر آئیں۔
- کارپوریٹ ادارے کی صورت میں بورڈ آف ڈائریکٹرز کی قرارداد یا پاور آف اٹارنی بمعہ دستخط کا نمونہ پراکسی فارم کے ساتھ جمع کروانا ضروری ہوگا۔

**MFFL NOTICE OF EGM AS PUBLISHED IN
DAIRY BUSINESS RECORDER DATED
SEPTEMBER 24, 2020**

Notice is hereby given that Extra Ordinary General Meeting of M/s Mitchell's Fruit Farms Limited will be held on Thursday, October 15, 2020 at 10:00 am at the Registered Office of the Company at 40-A, Zafar Ali Road, Gulberg-V, Lahore to transact the following business:

ORDINARY BUSINESS:

1. To confirm the minutes of the Annual General Meeting held on February 07, 2020.

SPECIAL BUSINESS:

2. To consider and if deemed appropriate, to pass with or without modification, alteration or any amendment the following resolutions as Special Resolution:

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OTHER BUSINESS:

1. To transact any other business with the permission of the Chair.

A statement under Section 134(3) of the Companies Act, 2017 in connection with the above Special Businesses is being sent to the shareholders alongwith the notice.

By order of the Board
Rashid Butt
Company Secretary

Lahore
September 24, 2020

CLOSURE OF SHARE TRANSFER BOOKS:

Share transfer books of the Company will remain closed from October 08, 2020 to October 15, 2020 (both days inclusive) for the purpose of holding the Extraordinary General Meeting.

NOTES:

1. A member of the Company entitled to attend and vote at the meeting may appoint a person/representative as proxy to attend and vote in place of member at the meeting. Proxies in order to be effective must be received at Company's registered office duly stamped and signed not later than 48 hours before the time of holding meeting. A member cannot appoint more than one proxy. Attested copy of shareholder's CNIC must be attached with the proxy form.
2. The CDC/sub account holders are required to follow the under mentioned guidelines as laid down by Securities and Exchange Commission of Pakistan contained in Circular No. 1 of 2000 dated January 26, 2000.

For attending the meeting:

- i) In case of individuals, the account holder or sub-account holder shall authenticate his/her identity by showing his/her original national identity card or original passport at the time of attending the meeting.
- ii) In case of corporate entity, the Board of Directors resolution / power of attorney with specimen signature of the nominee shall be produced at the time of meeting.

For appointing proxies:

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- ii) The proxy form shall be witnessed by the two persons whose names, addresses and CNIC numbers shall be mentioned on the form.
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3. Members are requested to promptly notify any change in their addresses.

4. Shareholders who have not yet submitted photocopies of their Computerized National Identity Cards (CNIC) are requested to send the same at the earliest.

Members can also avail video conference facility. In this regard please fill the following and submit to registered address of the Company 10 days before the general meeting. If the Company receives consent from members holding in aggregate 10% or more shareholding residing at geographical location, to participate in the meeting through video conference at least 10 days prior to the date of meeting, the Company will arrange video conference facility in that city subject to availability of such facility in that city.

The Company will intimate members regarding venue of video conference facility at least 5 days before the date of general meeting alongwith complete information necessary to enable them to access such facility.

I/We _____
Of _____, being a member of Mitchell's Fruit Farms Limited, holder of _____ ordinary shares as per Register Folio / CDC account
No. _____ hereby opt for video conference facility at _____.

Signature of Member

6. E-Voting

Members can exercise their right to demand a poll subject to meeting requirements of Sections 143-145 of the Companies Act, 2017 and applicable clauses of Companies (Postal Ballot) Regulations 2018.

7. Participation in EOGM through electronic means:

As per directions issued by SECP through Circular No. EMD/MISC/82/2012 dated March 17, 2020 in the light of the threat posed by evolving COVID-19 situation (Corona Virus) pandemic and to protect the wellbeing of the shareholders, members are also requested to participate in the Extraordinary General Meeting through following means:

1. WhatsApp No. 0303 4445569
2. Email ID rashidbutt@mitchells.com.pk
3. Video Link

Members who wish to participate through video link should intimate through above WhatsApp number / Email ID or before October 13, 2020.

Members who are intended to participate physically should consolidate their attendance through proxies. Shareholders are requested to mention Name, CNIC No, Folio / CDC a/c No. & number of shares for identification.

**MFFL NOTICE OF EGM AS PUBLISHED IN
DAIRY NAWA-I-WAQT DATED
SEPTEMBER 24, 2020**

