

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is hereby given that an Extraordinary General Meeting of Mitchell's Fruit Farms Ltd. will be held on Friday, April 30, 2021 at 11:00 a.m. at Registered Office of the Company, 72 F.C.C Gulberg IV, Lahore to transact the following business:

ORDINARY BUSINESS

1. To confirm the minutes of the Annual General Meeting held on February 25, 2021.
2. To elect directors of the company in accordance with the provision of section 159 of the Companies Act, 2017 for a term of three years commencing from May 01, 2021.
The number of directors to be elected has been fixed at seven (7) by the Board of Directors.

Following are the names of the retiring directors:

- | | |
|------------------------------|---------------------------------|
| 1.Syed Mohammad Mohsin | 2.Syeda Sitwat Mohsin |
| 3.Mr. Najam Aziz Sethi | 4.Syed Mohammad Mehdi Mohsin |
| 5.Mr. Shazad Ghaffar | 6.Ms Naila Bhatti |
| 7.Ms. Syeda Umme Kulsum Imam | 8.Mr. Rizwan Bashir |
| 9.Mr. Pervez Hayat Noon | 10.Mr. Aamir Amin (NIT Nominee) |
| 11.Syed Manzar Hassan | |

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 is given along with this notice.

Lahore, April 09, 2021

By order of the Board
Company Secretary

Notes:**1. COVID-19 Contingency Planning for Extra Ordinary General Meeting of Shareholder's**

Considering the situation on the spread of the Covid-19 and in the light of the relevant guidelines issued by the Securities and Exchange Commission of Pakistan [SECP] vide circular No.4 of 2021 dated February 15, 2021, the company will facilitate its Shareholder' to attend the meeting through Zoom Video link for the safety and in the best interest of the shareholders. Therefore shareholders who are interested in attending the EOGM proceeding through video link are required to get themselves registered at the company secretary office through provision of the following information at the earliest but not later than 48 hours before the meeting (i.e. 11:00 am on April 28, 2021) at it.mitchells@mitchells.com.pk and CC to rashidbutt@mitchells.com.pk.

| Name of Shareholder | CNIC No. | Folio No./CDC No. | Mobile No. | Email/ Address |
|---------------------|----------|-------------------|------------|----------------|
| | | | | |

Zoom link details, login ID and password be shared with the registered participants before the meeting through email.

2. Any person who seeks to contest the election of director shall file with the Company at its registered office not later than fourteen days before the above said meeting his/her intention to offer himself/herself for the election of directors in terms of Section 159.

(3) A Statement under Section 166(3) of the Companies Act, 2017 together with consent in Form-28 and declarations as required under the Code of Corporate Governance.

3. A member of the Company entitled to attend and vote at this meeting may appoint another person as his/her proxy to attend and vote instead of him/her. Proxy forms in order to be effective must be received at the Registered Office of the Company duly stamped and signed not later than 48 hours before the meeting.

4. The Beneficial Owner of Central Depository Company, entitled to attend and vote at this meeting, must bring his/her CNIC or Passport to provide his/her identity. In case of proxy, an attested copy of his/her CNIC or Passport must be enclosed. Representatives of corporate entities should bring the usual documents required for such purpose.

5. The share transfer books of the Company will remain closed and no transfer of shares will be accepted for registration from April 23, 2021 to April 30, 2021 (both days inclusive). Transfers received in order (including deposit requests under CDS) at our Registrar office Corplink (Private) Limited, Wings Arcade, 1- K (Commercial) Model Town, Lahore till April 22, 2021, will be considered in time.

6. The members are requested to promptly notify any change of address to the Company's share registrar.

7. CDC account holders are further required to comply with the under mentioned guidelines as laid down by the Securities and Exchange Commission of Pakistan.

A. FOR ATTENDING THE MEETING:

- i. In case of individuals, the account holders or sub-account holders and/or the persons whose securities are in group account and their registration details are uploaded as per the regulations, shall authenticate their identity by showing their original Computerized National Identity Card (CNIC) or original passport at the time of attending the meeting.

- ii. In case of corporate entities, the Board of Directors' resolution/power of attorney with specimen signature of the nominees shall be produced (unless it has been provided earlier) at the time of the meeting.

B. FOR APPOINTING PROXIES:

- i. In case of individuals, the account holders or sub-account holders and/or the persons whose securities are in group account and their registration details are uploaded as per the regulations, shall submit the proxy form as per the above requirements. Proxy form shall be available in the company website for your convenience.

- 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 proxies shall produce their original CNIC or original passport at the time of meeting.

- v. In case of corporate entities, 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 (unless it has been provided earlier) along with proxy form to the Company.

8. Deposit of physical Shares in to CDC Accounts

As per section 72 of the Companies Act, 2017 every existing company shall be 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, within a period not exceeding four years from the commencement of this Act. The shareholder having physical shareholding may open CDC sub-account with any of the brokers or investor account directly with CDC to place their physical shares into scrip less form, this will facilitate them in many ways including safe custody and sale of shares, anytime they want as the trading of physical shares is not permitted as per existing regulations of the stock exchange.

9. In compliance with a regulatory requirement, the dividend will not be paid to shareholders whose CNIC nos. are not available with the company. Shareholders who have not yet provided a copy of their CNIC are requested to provide the same to our Share Registrar M/s Corplink (Pvt.) Limited at the earliest.

10. In Compliance with S.R.O. 1145(1) 2017 of SECP and Section 242 of the Companies Act, 2017, it is mandatory to make payment of any cash dividend through electronic mode by directly crediting the dividend amount in the shareholder designated bank account. The shareholder who have not yet provided details of their bank account are once again requested to provide the details given Name of designated Bank, Branch Name and address, Title of account and IBAN No. along-with a valid copy of CNIC. CDC Shareholders are requested to have their bank account details updated with their respective participants and physical shareholders send the details to the Company or our Share Registrar M/S Corplink (Pvt.) Limited. Please mention the Company name and Folio No. while sending the details of the Bank Account.

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

Section 166 of the Companies Act, 2017 requires that a statement of material facts is annexed to the notice of the general meeting called for the purpose of election of directors which shall indicate the justification for choosing the appointee for appointment as independent director.

Being a listed company, Mitchell's Fruit Farms Limited is required to have two independent directors on its Board in accordance with the Listed Companies (Code of Corporate Governance) Regulations, 2019. Accordingly, the Company shall ensure that two independents are elected in accordance with the procedures for election of directors laid down in Section 159 of the Companies Act, 2017.

Once the contestants have filed their consent to offer themselves for elections, the Company shall ensure that:

- The names of these contestants are included in the data bank of independent directors maintained by the Pakistan Institute of Corporate Governance (PICG) duly authorized by SECP.
- The respective competencies, diversity, skill, knowledge and experience of the election contestants have been fully considered and assessed.
- The election contestants meet the independence criteria as stipulated in Section 166(2) of the Companies Act, 2017