FIXED DATE CLAIM FORM

IN THE SUPREME COURT OF JUDICATURE OF JAMAICA

IN THE COMMERCIAL DIVISION

COMMERCIAL DIVISION
MAR 05 2021
SUPREME COURT

CLAIM NO. SU2021CD00074

IN THE MATTER OF THE COMPANIES ACT OF JAMAICA

AND

IN THE MATTER OF AN APPLICATION FOR DIRECTIONS PURSUANT TO SECTION 130(2) OF THE COMPANIES ACT OF JAMAICA

AND

IN THE MATTER OF JAMAICA PRODUCERS GROUP LIMITED

The Applicant, **JEFFREY HALL,** Managing Director of **JAMAICA PRODUCERS GROUP LIMITED** of 4 Fourth Avenue, Newport West, Kingston 13 in the parish of St. Andrew, claims the following relief:

1. An order that notwithstanding the provisions of the Companies Act and the provisions of the Articles of Incorporation for Jamaica Producers Group Limited regarding the holding of Annual General Meetings by Jamaica Producers Group Limited ("the Company"), the Company may call and conduct its 2021 Annual General Meeting ("the Annual General Meeting"), which term includes Annual General Meetings conducted following an adjournment or postponement in accordance with this order and any Annual General Meeting called or held in accordance with this order shall be valid.

2. An order that the Company is permitted to conduct its Annual General Meeting by either:
   a. Holding a meeting with one or more shareholders present at a physical venue with a live stream or broadcast of the meeting by electronic means or software (including webcasting, videoconferencing, teleconferencing, a combination of these and/or other electronic means) which allows all shareholders access to see

and hear the proceedings, ask questions in such reasonable order and manner as the chairman may allow, and to vote electronically including before the meeting or by a proxy chosen from among the persons the company indicates will be physically present at the meeting; or

b. Holding a meeting entirely by live stream or broadcast of the meeting by electronic means or software (including webcasting, videoconferencing, teleconferencing, a combination of these and/or other electronic means) which allows all shareholders access to see and hear the proceedings, ask questions in such reasonable order and manner as the chairman may allow, and to vote electronically including before the meeting.

3. An order that the Company is permitted to provide its shareholders with notices of the Annual General Meeting, resolutions, draft resolution proposed to be passed, circulated, proxy forms, financial including profit and loss accounts, balance sheets and auditor's reports and other documents necessary or relevant for the conduct of an Annual General Meeting by one or more of the following means: electronic mail, pre-paid mail, posting links to access the documents on the Company's website.

4. A declaration that any notice or document delivered in accordance with this order shall satisfy all requirements for serving documents for an Annual General Meeting notwithstanding any provision to the contrary in the Companies Act or the Company's articles of incorporation.

5. An order that the failure or inability of a shareholder to attend or remain in an Annual General Meeting held in accordance with paragraph 2 above as a result of mistake or of events beyond the control of the Company shall not invalidate any resolutions passed or proceedings taken at the Annual General Meeting.

6. Liberty to apply.

7. Such further and other relief as this Honourable Court deems appropriate or which may be necessary to give effect to the orders sought.

The Claimant is seeking the orders on the following grounds:

1. Section 126(1) of the Companies Act provides that

   "Every company shall in each year hold a general meeting as its annual general meeting ...; and not more than fifteen months shall elapse between the date of one Annual General Meeting of a company and that of the next: Provided that, so long as a company holds its first annual general meeting within eighteen months of its incorporation, it need not hold it in the year of its incorporation or in the following year."

2. Section 130(2) of the Companies Act provides that

   "if for any reason it is impracticable to call a meeting of a company in any manner in which meetings of that company may be called, or to conduct the meeting of the company in a manner prescribed in the company's articles, the Court may, either of its own motion or on the application of any director of the company or of any member of the company who would be entitled to vote at the meeting, order a meeting of the company to be called, held and conducted in such manner as the Court thinks fit, and where any such order is made may give such ancillary or consequential directions as it thinks expedient, and any meeting called, held and conducted in accordance with any such order shall for all purposes be deemed to be a meeting of the company duly called, held and conducted".

3. Given the restrictions imposed by the Government of Jamaica arising from the outbreak of the SARS-CoV2 (Coronavirus COVID-19) on the island and in particular the measures under the Disaster Risk Management (Enforcement Measures) Order 2021, it is impracticable for the Company to call and hold its Annual General Meeting in the usual manner and to comply with the time for holding Annual General Meetings in accordance with the Companies Act and the Articles of Incorporation.

4. In the absence of an order of the court allowing for an Annual General Meeting by electronic means, the Company would either be forced to hold an Annual General Meeting in breach of the Disaster Risk

Management (Enforcement Measures) (Order) 2021 and/or at risk to the health of their shareholders and officers who attend or to not hold a meeting which would breach the Companies Act.

5. The relief sought in this claim is therefore appropriate and necessary so that the Company may comply with both the relevant Orders made under the Disaster Risk Management Act and the requirements of the Companies Act to hold Annual General Meetings.

I certify that all facts set out in this Fixed Date Claim Form are true to the best of my knowledge, information and belief.

Dated the 3rd day of March 2021

JEFFREY HALL
MANAGING DIRECTOR OF
JAMAICA PRODUCERS GROUP LIMITED

SYMONE MAYHEW
ATTORNEY-AT-LAW FOR THE APPLICANT

FILED by MAYHEWLAW, Attorneys-at-Law of Unit 11 Seymour Park, 2 Seymour Avenue, Kingston 6, Telephone numbers 927-8505/927-8663 Email: mayhewlaw@gmail.com, Attorneys-at-Law for and on behalf of the Applicant herein whose address for service is that of the said Attorneys-at-Law.

NOTICE TO THE DEFENDANT

The first hearing of this claim will take place at The Supreme Court, Public Buildings, King Street, Kingston on the 12th day of May 2021, at 11:30 a.m./p.m.

If you do not attend at the hearing, judgment may be entered against you in accordance with the claim.

If you do attend, the judge may

(a) deal with the claim, or

(b) give directions for the preparation of the case for a further hearing.

A Particulars of Claim or an Affidavit giving full details of the Claimants' claim should be served on you with this Claim Form. If this has not been done and there is no order permitting the Claimant not to serve the Particulars of Claim or Affidavit you should contact the court immediately.

You should complete the form of Acknowledgment of Service served on you with the Claim Form and deliver it to the registry (address below) so that they receive it within FOURTEEN (14) DAYS of the service of this Claim Form on you. The form of Acknowledgment of Service may be completed by you or your Attorney-at-Law, acting for you. See Rules 9.3(1) and 9.4(3).

You should consider obtaining legal advice with regard to this claim. See notes in form 2A served with this Claim Form.

This Claim Form has no validity if it is not served within six months of the date below unless it is accompanied by an order extending that time. See Rule 8.14(1).

The Registry is at King Street, telephone numbers (876) 922-8300 - 9, fax (876) 967-0669. The office is open between 9:00 a.m. and 4:00 p.m. Mondays to Thursdays and 9:00 a.m. to 3:00 p.m. on Fridays except on Public Holidays.

Dated the day of 2021

The Claimant's address for service is that of her Attorney-At-Law **SYMONE M. MAYHEW,** Attorney-At-Law Unit 11, Seymour Park, 2 Seymour Avenue Kingston 6. Telephone: 876-927-8505 Facsimile: 876 – 927 – 8663. mayhewlaw@gmail.com

FILED by MAYHEWLAW, Attorneys-at-Law of Unit 11 Seymour Park, 2 Seymour Avenue, Kingston 6, Telephone numbers 927-8505/927-8663 Email: mayhewlaw@gmail.com, Attorneys-at-Law for and on behalf of the Applicant herein whose address for service is that of the said Attorneys-at-Law.

ACKNOWLEDGMENT OF SERVICE OF FIXED DATE CLAIM FORM

IN THE SUPREME COURT OF JUDICATURE OF JAMAICA

IN THE COMMERCIAL DIVISION

CLAIM NO.

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WARNING: If this form is not fully completed and returned to the court at the address below within FOURTEEN DAYS of service of the Claim Form on you, the Claimant will be entitled to apply to have judgment entered against you. See Rules 9.2 (5) and 9.3(1). If he does so you will have no right to be heard by the court except as to costs or the method of paying any judgment unless you apply to set judgment aside.

1 Have you received the Claim Form with the above claim number? YES/NO

If so, when did you receive it?

2 Did you also receive the Ancillary Claimant's Particulars of Claim? YES/NO

If so, when?

9 Do you admit any part of the claim for a specified sum of money? YES/NO

If so how much do you admit? ----------

You may

(a) pay the money that you admit directly to the Claimant or his attorneys-at-Law, or

(b) complete the application form to pay him by installments if you are an individual;

(c) if you dispute, the balance of the amount you must, file a Defence within 42 days of service of the Claim Form on you or judgment may be entered against you for the whole amount claimed.

10 What is your own address?

11 What is the address for service?
If you are acting in person you must give an address to which documents may be sent either by other parties or from the court. You should also give your telephone number and fax number if any

Dated day of , 2021.

PER: .....

DEFENDANT'S ATTORNEY-AT-LAW

Filed by

FORM OF DEFENCE

IN THE SUPREME COURT OF JUDICATURE OF JAMAICA

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CLAIM NO.

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AND

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AND

IN THE MATTER OF JAMAICA PRODUCERS GROUP LIMITED

I dispute the claim on the following grounds –

I certify that all the facts set out in my Defence are true to the best of my knowledge information and belief.

Dated day of 20

Signed .....

Defendant

PRESCRIBED NOTES FOR DEFENDANT

FORM 2A [Rule 8.16(1)(c)]

IN THE SUPREME COURT OF JUDICATURE OF JAMAICA

This Form is important.
When you get this document you should consider getting legal advice.

The Claimant is seeking an order from the court as set out in the Claim Form on the basis of the facts or evidence set out in the Particulars of Claim or Affidavit which was served with it. The Claimant will not be entitled to enter judgment against you without a hearing.

You may:

A. Admit the Claim

If so, you should complete and return the form of Acknowledgement of Service to the registry within FOURTEEN DAYS stating this. You may attend the first hearing if you wish to do so.

B. Dispute the Claim

If so, you should complete and return the form of Acknowledgement of Service as under A. You should also file at the registry and serve on the Claimant's Attorney-at-Law (or the Claimant if he has no Attorney-at-Law):

(a) a Defence if the Claim Form was accompanied by the Claimant's Particulars of Claim, or

(b) an Affidavit in answer if the Claim Form was accompanied by an Affidavit sworn by or on behalf of the Claimant. See Rule 10.2(2)

within FORTY TWO DAYS of the day on which the Claim Form was served on you.
Your Defence or Affidavit must set out briefly ALL the facts on which you will rely to dispute the claim made against you.

You should also attend the first hearing. **If you do not the judge may deal with the claim in your absence.**

C. Make a claim against the Claimant

If so, you should complete and return the form of Acknowledgement of Service as under A. You must file a Particulars of Claim (a counterclaim) setting out full details of what you claim against the Claimant and the facts on which you will rely. This must be done within FORTY TWO DAYS of the date on which the claim form was served on you. The Particulars of Claim should set out ALL the facts on which you rely in disputing any part of the Claimant's claim against you.

You should also attend the first hearing. If you do not the judge may deal with the claim in your absence.
Copies of forms may be obtained from the registry or at www.sc.gov.jm