



FIXED DATE CLAIM FORM



**IN THE SUPREME COURT OF JUDICATURE OF JAMAICA
IN THE COMMERCIAL DIVISION
CLAIM NO. SU 2021 CD 00 1106**

**IN THE MATTER OF THE COMPANIES ACT
OF JAMAICA**

AND

**IN THE MATTER OF AN APPLICATION BY A
DIRECTOR OF SSL VENTURE CAPITAL
JAMAICA LIMITED FOR DIRECTIONS
PURSUANT TO SECTION 130(2) OF THE
COMPANIES ACT OF JAMAICA**

AND

**IN THE MATTER OF THE HOLDING OF THE
ANNUAL GENERAL MEETINGS OF SSL
VENTURE CAPITAL JAMAICA LIMITED**

The Claimant, **ZACHARY HARDING**, being a director of **SSL VENTURE CAPITAL JAMAICA LIMITED** of 33½ Hope Road, Kingston 10 in the parish of Saint Andrew, Jamaica, applies to this Honourable Court pursuant to section 130(2) of the Companies Act and Part 27.2 of the Civil Procedure Rules for orders/directions that the Annual General Meetings of **SSL VENTURE CAPITAL JAMAICA LIMITED** be called, held and conducted in such manner as this Honourable Court thinks fit and, to that end, seeks the following **ORDERS and/or DIRECTIONS THAT:**

1. This Fixed Date Claim Form shall be heard less than four weeks from the date it is issued.
2. Notwithstanding the provisions of the Companies Act, the provisions of its Articles of Incorporation or information contained in any notice of a general meeting, information circular or other document that may be or have already been disseminated by SSL Venture Capital Jamaica Limited regarding the holding of its general meetings, SSL Venture Capital Jamaica Limited may call, hold and conduct its general meetings, in accordance with this order, and any general meeting called, held or conducted in accordance with this order shall

for all purposes be deemed to be a meeting of the company duly called, held and conducted.

3. In addition to the manner prescribed in the Companies Act and in its Articles of Incorporation, SSL Venture Capital Jamaica Limited is permitted, alternatively, to conduct its general meeting by either conducting:
 - a. a Virtual or Electronic general meeting; or
 - b. a Hybrid general meeting;as those processes at a and b above are described by the Companies Office of Jamaica in its published **"Guidance on Holding Annual General Meetings During Covid-19"**, as updated on April 28, 2020.
4. SSL Venture Capital Jamaica Limited is permitted to provide its shareholders at any time with notices of general meetings, resolutions, drafts resolutions proposed to be passed, circulars, proxy forms, financial statements, and any other documents necessary or relevant to the conduct of a general meeting by one or more of the following means: electronic mail, pre-paid mail, posting to its website and/or that of the Jamaica Stock Exchange links that can be utilized to view and obtain a copy of the documents.
5. Any notice or document delivered or made in accordance with this order shall satisfy all requirements for serving documents for a general meeting or laying such documents before the company in general meeting notwithstanding any provision to the contrary in the Companies Act or the Articles of Incorporation of SSL Venture Capital Jamaica Limited.
6. Any vote in a general meeting may be made entirely by electronic means made available for that purpose. Accordingly, where a general meeting is held in accordance with this Order, voting, whether by "show of hand" or poll will allow a member or proxy or representative thereof attending by electronic means to cast a vote live during the general meeting orally or via electronic means.
7. The failure or inability of a shareholder to attend or remain in a general meeting held in accordance with this Order shall not constitute a defect in the calling of

the general meeting and shall not invalidate any resolutions passed or proceedings taken at that general meeting.

8. Liberty to apply is granted to any director or shareholder of SSL Venture Capital Jamaica Limited.
9. The Applicant's Attorneys-at-Law are to prepare and file this order.
10. Such further or other relief as this Honourable Court deems appropriate or which may be necessary to give effect to the order sought.

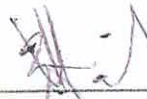
The Applicant is seeking the orders on the following grounds:

- a. The Court may, pursuant to Part 27.2(2) of the Civil Procedure Rules, direct that the date fixed for the first hearing of this fixed date claim form be less than four weeks from the date of its issue.
- b. This application is urgent as SSL Venture Capital Jamaica Limited has already issued the notice calling for the holding of its Annual General Meeting ("AGM") on October 27, 2021.
- c. The provisions for physical distancing and other protocols necessary for individual health and safety during the subsistence of the SARS-CoV-2 (Coronavirus COVID-19) ("Covid-19") pandemic may render it impracticable for SSL Venture Capital Jamaica Limited to hold its general meeting in the manner in which the meeting is ordinarily held or to conduct those meetings in the manner prescribed in the Companies Act or in the company's Articles of Incorporation.
- d. Although it does not expressly prohibit them, legal opinions differ on whether or not the Companies Act permits the holding of electronic or hybrid general meetings.
- e. Default in holding the AGM in accordance with section 126 of the Companies Act makes the company and every officer of the company in default liable to a fine.
- f. Default in laying before the company in general meeting at once in every calendar year a profit and loss account and a balance sheet as at the date to which the profit and loss account is made up (together with a directors' report with respect

to the state of the company's affairs, etc.) in accordance with section 145 of the Companies Act renders the directors liable on summary conviction before a Parish Court Judge to imprisonment or to a fine.

The Applicant certifies that he believes the facts stated in this Fixed Date Claim Form are true.

DATED THE 20th DAY OF September 2021



ZACHARY HARDING
DIRECTOR OF SSL VENTURE CAPITAL JAMAICA LIMITED



NOTICE TO THE RESPONDENTS

TO: The Registrar
Supreme Court
King Street
Kingston

AND TO: SSL VENTURE CAPITAL JAMAICA LIMITED
33½ Hope Road
Kingston 10
Saint Andrew

The first hearing of this claim will take place at the Supreme Court, Public Building, King Street, Kingston, on the 7th day of October, 2021, at 11 a.m./p.m.

If you do not attend at that 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 Applicant's claim should be served on you with this Fixed Date Claim Form. If this has not been done and there is no order permitting the Applicant not to serve the Particulars of Claim or Affidavit you should contact the court immediately.

You should complete the form of Acknowledgement of Service served on you with this Fixed Date Claim Form and deliver it to the registry (address below) so that they receive it within FOURTEEN days of service of this Fixed Date Claim Form on you. The form of Acknowledgement of Service may be completed by you or an 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 Fixed Date Claim Form.

This Fixed Date 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).

[SEAL]

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

RAMSAYSMITH

PER: 

CLAIMANT'S ATTORNEYS-AT-LAW

Dated the 22nd day of September, 2021

The Claimant's address for service is that of its Attorneys-at-Law, RamsaySmith of Third Floor, 8 Lady Musgrave Road, New Kingston, Kingston 5 in the Parish of Saint Andrew. (Attention: Mr. Y.M. Fitz-Henley).

FILED by **RAMSAYSMITH** of 8 Lady Musgrave Road, New Kingston, Kingston 5 in the parish of Saint Andrew, Attorneys-at-Law for and on behalf of the Claimant, whose address of service is that of his said Attorneys-at-law (Per: Mr. Y.M. Fitz-Henley, Atty No 5880), telephone # (876) 906-2616/(876) 906-3402, email: fitz-henley@ramsaysmithjm.com.



**PRESCRIBED NOTES FOR RESPONDENT
(FIXED DATE CLAIM FORM)
FORM 2A [Rule 8.16 (1) (c)]**

This Form is important.

When you get this document you should consider getting legal advice.

The Applicant is seeking an Order from the Court as set out in the Fixed Date Claim Form on the basis of the facts or evidence set out in the Affidavit which was served with it. The Applicant 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 Applicant's Attorney-at-Law (or the Applicant if he has no Attorney-at-Law):

- a. a Defence if the Claim Form was accompanied by the Applicant'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 Applicant. 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.

C. Make a Claim against the Applicant

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 Applicant 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 Applicant'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



ACKNOWLEDGEMENT OF SERVICE
OF FIXED DATE CLAIM FORM

Form 4 [Rule 8.16(1)(a)]

IN THE SUPREME COURT OF JUDICATURE OF JAMAICA
IN THE COMMERCIAL DIVISION
CLAIM NO. SU 2021 CD

IN THE MATTER OF THE COMPANIES ACT
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VENTURE CAPITAL JAMAICA LIMITED

WARNING: This form should be completed and returned to the registry at the address below within **FOURTEEN** days of service of the Fixed Date Claim Form on you. See Rules 9.3(1). However, the Applicant will not be entitled to have judgment entered against you except at the first or subsequent hearing of the claim.

1. Have you received the Fixed Date Claim Form with the above claim number? YES/NO
2. If so, when? _/_/_
3. Did you also receive the Applicant's Particulars of Claim or Affidavit in Support? YES/NO
4. If so, on what date did you receive them? _/_/_
5. Are your names properly stated on the Fixed Date Claim Form?
If not, what are your full names?
..... YES/NO
6. Do you intend to defend the claim? YES/NO
If so you must file a Defence within 42 days
of the service of this claim on you. See Rule 10.3(1)
7. Do you admit to the whole of the claim? YES/NO

8. Do you admit any part of the claim?

YES/NO

9. If so how much do you admit?

.....

10. What is your own address?

.....

.....

11. What is your address for service?

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

.....

.....

.....

Dated the day of 2021

Signed

(Respondent in Person)

[Respondent's Attorney-at-Law]

FILED by



DEFENCE

Form 5 [Rule 8.16(1)(b)]

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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 the day of 2021

Signed
(Respondent)

COUNTERCLAIM

I claim against the Claimant

(Set out details of the remedy or relief sought)

on the following grounds -

I certify that all the facts set out in my counterclaim are true to the best of my knowledge, information and belief and that I am entitled to the remedy claimed

Signed _____
Defendant

Dated day of 2021

FILED by