

NOTICE OF 63rd ANNUAL GENERAL MEETING

Notice is hereby given that the 63rd Annual General Meeting of **Sui Southern Gas Company Limited** will be held at Arena, Jade Hall Karachi on Friday, February 15, 2019 at 11:00 a.m. to transact the following businesses.

Ordinary Businesses:

1. To confirm the minutes of the last Annual General Meeting of the Company held on June 30, 2017.
2. To receive and consider the Annual Audited Financial Statements of the Company for the year ended June 30, 2017 together with the Directors' Report in English and Urdu Version and Auditors' Reports thereon.
3. To appoint Auditors for the year ending June 30, 2018 and fix their remuneration. The Audit Committee of the Board has recommended the name of the retiring auditors M/s. Deloitte Yousuf Adil, Chartered Accountants, who being eligible have offered themselves for re-appointment.

Special Businesses:

4. To consider and, if thought fit, pass the following Special Resolution, with or without modifications, to replace the existing Article 49. (1) of the Articles of Association of the Company.

RESOLVED THAT the existing Article 49. (1) of the Articles of Association of the Company be and is hereby replaced to be read as under:

QUORUM OF THE GENERAL MEETINGS

49. 1) No business shall be transacted at any general meeting unless a quorum of members is present at that time when the meeting proceeds to business, save as herein otherwise provided, unless the articles provide for a larger number, not less than ten members present personally, or through video-link who represent not less than twenty-five percent of the total voting power, either of their own account or as proxies, shall be a quorum.
5. To consider and, if thought fit, pass the following Special Resolution, with or without modifications, to alter the Articles of Association of the Company by inserting new Articles No. 53-A and 53-B after the existing Article 53, to enable the members for e-voting, as required under the Companies (E-Voting) Regulations, 2016 issued by the Securities and Exchange Commission of Pakistan vide SRO 43(1)/2016 dated January 22, 2016.

RESOLVED THAT the Articles of Association of the Company be and is hereby amended by adding the following new Articles 53-A and 53-B after the existing Article 53.

53-A A Member may opt for e-voting in a general meeting of the Company under the provisions of the Companies (E-Voting) Regulations, 2016 (including any statutory modification thereof), as amended from time to time. In case of e-voting, both Members and Non-members can be appointed as proxy. The instructions to appoint Execution Officer and option to e-vote through intermediary shall be required to be deposited with the Company, at least ten (10) days before holding of the general meeting, at the Company's registered office address or through email. The Company will arrange for e-voting if the Company receives demand for poll from at least five (5) members or by any member having not less than one tenth of the voting power."

53-B An instrument appointing a proxy relating to E-voting shall be in the following form:

I/ We _____ of _____ being a member of Sui Southern Gas Company Limited holding _____ Ordinary Share(s) as per Registered Folio No. _____ hereby opt for e-voting through intermediary and hereby consent the appointment of Execution Officer _____ as proxy and will exercise e-voting as per the Companies (E-voting) Regulations, 2016 and hereby demand for poll for resolutions. My secured e-mail address is _____ please send login details, password and electronic signature through e-mail.

Signature of Member(s)

CNIC No. _____

(Signature should agree with the specimen signature registered with the Company.)

Signed in the presence of:

Signature of Witness

CNIC No. _____

Signature of Witness

CNIC No. _____

- To consider and, if thought fit, to pass the following resolution, with or without modification(s), as Special Resolution to alter the Articles of Association of the Company by inserting new Articles No. 53-C after the existing Article 53, to enable the members facility of video conferencing as allowed by the Securities and Exchange Commission of Pakistan vide Circular No. 10 of 2014 dated May 21, 2014.

RESOLVED THAT the Articles of Association of the Company be and is hereby amended by adding the following new Article 53-C after the existing Article 53:

53-C The company may provide video conference facility to its Members at places other than the town in which general meeting is taking place after considering the geographical dispersal of its Members, subject to the condition that Members collectively holding ten percent (10%) or more shareholding residing at a geographical location provide their consent to participate in the general meeting through video conference at least ten (10) days prior to the date of the general meeting. The company shall arrange video conference facility subject to availability of such facility in that city and an intimation to the Members shall be given by the Company at least five (5) days before the date of general meeting regarding venue of video conference facility along with complete information. However, the quorum, as required under the Act, as well as the Chairman of the general meeting, shall be present at the place of the general meeting.

7. To consider and, if thought fit, pass the following Special Resolution, with or without modifications, to reword the existing Article 138. (1) of the Articles of Association of the Company.

RESOLVED THAT the existing Article 138. (1) of the Articles of Association of the Company be and is hereby reworded to be read as under:

NOTICE

138. 1) A notice (which expression shall be deemed to include any summons, notice, process, order, judgement or any other document in relation to or in the winding up of the Company) may be given by the Company to any member either personally or by sending it by post to his registered address or if he has no registered address in Pakistan, to the address, if any, supplied by the member to the Company for the giving of notices to the member against an acknowledgement or by post or courier service or through electronic means or in any other manner, subject to compliance with the conditions as may be specified by the Commission.

FURTHER RESOLVED THAT the Chief Executive Officer and/or Company Secretary be and is hereby authorized to do all acts, deed and things, take all steps and actions necessary, ancillary and incidental for altering the Articles of Association of the Company including filing of all requisite documents/statutory forms as may be required to be filed with the Registrar of Companies and complying with all other regulatory requirements so as to effectuate the alterations made in the Articles of Association and implementing all the aforesaid Special Resolutions.

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

"Statement under Section 134(3) of the Companies Act, 2017 / Section 134(3)/160(1)(b) of (Repealed) Companies Ordinance, 1984, concerning the Special Resolutions, is

attached along with the Notice circulated to the members of the Company, and is deemed an integral part hereof.”

By order of the Board

**Shoaib Ahmed
Company Secretary**

Karachi: January 10, 2019

Notes

1. Closure of Shares Transfer Book

The shares transfer book of the Company shall remain closed with effect from February 07, 2019 to February 15, 2019 (both days inclusive). Transfers received in order at the office of Share Registrar M/s. CDC Pakistan Limited, CDC House, 99-B, Block B, SMCHS, Main Shahrah-e-Faisal, Karachi, Phone # 111-111-500 (the Share Registrar) at the close of business on February 06, 2019 will be considered in time to attend and vote at the meeting, if approved by the Shareholders.

2. Change of Address

The shareholders are requested to notify change in their address, if any, to our Share Registrar.

3. Participation in Annual General Meeting

A member eligible to attend and vote at this meeting may appoint another member as his/her proxy to attend and vote instead of him/her. Proxy, in order to be effective must reach the Company's Registered Office not less than 48 hours before the time of the meeting during working hours.

An individual beneficial owner of shares must bring his/her original CNIC or Passport, Account and Participant I.D. numbers to prove his/her identity. A representative of corporate members must bring the Board of Directors' Resolution and/or Power of Attorney and the specimen signature of nominee. CDC account holders will further have to follow the guidelines as laid down in Circular No. 1 on dated: January 26, 2000 issued by the Securities and Exchange Commission of Pakistan.

4. For appointing proxies:

- I. In case of individuals, the account holders or sub-account holders and / or the person whose securities are in group account and their registration details are uploaded as per the Regulations, shall submit the proxy form as per the requirements mentioned below:
- 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 Proxy shall produce his/her original CNIC or original passport at the time of the meeting.
- V. In case of a corporate entity, the Board of Directors' resolution/power of attorney with specimen signature shall be submitted (unless it has been provided earlier) along with Proxy Form to the Company.

5. Submission of the CNIC/NTN Details (Mandatory)

As has already been notified from time to time, the Members who have not yet submitted photocopy of their valid CNIC to the Company / Share Registrar, are once again reminded to send the same at the earliest directly to Company's Share Registrar. Corporate entities are requested to provide their National Tax Number (NTN). Reference is also made to the Securities and Exchange Commission of Pakistan (SECP) Notifications SRO 779 (I) dated August 18, 2011, and SRO 831 (I) 2012 dated July 05, 2012, which mandates that the dividend warrants should bear CNIC number of the registered member or the authorized person, except in case of minor(s) and corporate members. In case of non-receipt of the copy of a valid CNIC, the Company will withhold dividend warrants of such Shareholders to comply with the said SROs of SECP

6. Withholding Tax on Dividend

Pursuant to the provisions of Finance Act, 2018 the deduction of income tax from dividend payment shall be made on the basis of following criteria:

- (i) Rate of tax deduction for filer of income tax return 15%
- (ii) Rate of tax deduction for non-filer of income tax return 20%

All the shareholders whose names are not entered into the Active Tax Payers List (ATL) provided on the website of FBR, despite the fact that they are filers, are advised to make sure that their names are entered into ATL before the start of book closure date otherwise

tax on their cash dividend will be deducted @ 15% instead of 20%. Furthermore, in order to enable the Company to follow the directives of the regulators to determine shareholding ratio of the Joint Account Holder(s) (where shareholding has not been determined by the Principal Shareholder(s) for the deduction of withholding tax on dividends of the Company, shareholders are requested to please furnish the shareholding ratio details of themselves as Principal Shareholder and their Joint Holders, to the Company's Share Registrar, in writing as per format given below enabling the Company to compute withholding tax of each Shareholder accordingly.

Company Name	Folio/ CDS Account No.	Total Shares	Principal Shareholder		Joint Shareholder(s)	
			Name & CNIC No.	Shareholding proportion (No. of Shares)	Name & CNIC No.	Shareholding proportion (No. of Shares)

The required information must reach our Share Registrar within 10 days of this notice, otherwise it will be assumed that the shares are equally held by Principal Shareholder and Joint Holder(s).

A valid Exemption Certificate under Section 159 of the Income Tax Ordinance, 2001 is mandatory to claim exemption of withholding tax under Clause 47B of Part-IV of Second Schedule to the Ordinance. Those who fall in the category mentioned in above Clause must provide a valid Tax Exemption Certificate to our Shares Registrar; else tax will be deducted on dividend amount as per rates prescribed in Section 150 of the Ordinance.

7. Payment of Cash Dividend Electronically (Mandatory Requirement)

In accordance with the provisions of section 242 of the Companies Act, 2017 and the Companies (Distribution of Dividends) Regulations, 2017, a listed company is required to pay cash dividend to the Shareholders ONLY through electronic mode directly into the bank account designated by the entitled shareholders. In this regard, Company has already sent Letters and Electronic Credit Mandate Forms to the shareholders and issued various notices through publication in newspapers requesting the shareholders to comply with the requirement of providing their International Bank Account Number (IBAN).

Those shareholders who have still not provided their IBAN are once again requested to fill in "Electronic Credit Mandate Form" as reproduce below and send it duly signed along with a copy of valid CNIC to the Company's Share Registrar. Shareholders who hold shares with Participants / Central Depository Company of Pakistan (CDC) are advised to send it to the concerned Participant / CDC **Shareholder's Details**

Name of the Shareholder(s)

Folio #/CDC Account No (s)	
CNIC No. (Copy attached)	
Mobile/Landline no.	
Shareholder's Bank Details	
Title of Bank Account	
International Bank Account Number (IBAN)	
Bank's Name	
Branch Name and Address	

In case of non-provision of IBAN, the Company will have to withhold the cash dividend according to SECP directives.

8. Electronic Transmission of Financial Statements and Notices

We are pleased to inform shareholders that the Securities and Exchange Commission of Pakistan pursuant to SRO No. 787(I)/2014 dated September 08, 2014 permitted Companies to circulate their Annual Balance Sheet and Profit and Loss Accounts, Auditor's Report and Director Report etc. ("Annual Report") along with the notice of annual general meeting ("Notice"), to its shareholders by email. Shareholders of the Company, who wish to receive the Company's Annual Audited Accounts and notices of annual general meeting by email, are requested to provide the complete Electronic Communication. However, the Company may provide hard copy of Annual Report to such members on their request, free of cost, within seven days of receipt of such request.

9. Unclaimed / Unpaid Entitlements

Shareholders who by any reason could not collect their dividends/bonus shares/others are advised to contact our Share Registrar to collect / enquire about their unclaimed dividends/bonus shares/others, if any. In compliance with Section 244 of the Companies Act, 2017, after having completed the stipulated procedure, all such dividends/bonus shares/others outstanding for a period of 3 years or more from the date due shall be deposited to the credit of Federal Government.

10. Request for Video Conference Facility

In term of SECP's Circular No. 10 of 2014 dated: May 21, 2014 read with the provisions contained under section 134(1)(b) of the Act, if the Company receives request/demand from members holding in aggregate 10% or more shareholding residing at a 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.

In this regard, please fill the following form and submit to registered address of the Company 10 days before holding of the Annual General Meeting (AGM). After receiving the request/demand of members having or more shareholding in aggregate, the Company will intimate members regarding venue of video conference facility at least five (5) days before the date of AGM along with complete information necessary to enable them to access such facility.

REQUEST FOR VIDEO CONFERENCE FACILITY

I/We/Messrs. _____ of _____, being Member(s) of Ismail Industries Limited, holder of _____ ordinary share(s) as per Folio # _____ and/or CDC Participant ID & Sub-Account No. _____, hereby opt or video conference facility at _____ city.

Signature of Member(s)
(Please affix Company stamp in case of Corporate entity)

STATEMENT UNDER SECTION 134(3) OF THE COMPANIES ACT, 2017 / Section 134(3)/160(1)(b) of (Repealed) Companies Ordinance, 1984

This statement is annexed as an integral part of the Notice of the Annual General Meeting of **Sui Southern Gas Company Limited** to be held on Friday, February 15, 2019, at 11:00 a.m. at Arena, Jade Hall, Karachi, Pakistan, and sets out the material facts concerning the Special Business to be transacted at the Meeting.

Agenda # 5: Provisions and requirements of Quorum at the General Meetings

The existing Article 49. (1) of the Articles of Association of the Company has been replaced to commensurate and align with the provisions of Section 135 (1) (a) of the Companies Act, 2017.

Agenda # 6: Provisions and requirements of E-Voting as per Companies (E-Voting) Regulations, 2016

The Companies (E-Voting) Regulations, 2016 (the "Regulations") provide for the members of the Company with an option to vote electronically, and Regulation 5 requires the articles of association of a company to include provision for members being able to appoint another member or a non-member as their proxy to vote on their behalf through electronic voting.

As such, the shareholders' approval is being sought to amend the Articles of Association of the Company in accordance with the requirements of the Regulations.

Agenda # 7: Provisions and requirements of Video Conferencing Circular No. 10 of 2014 dated May 21, 2014

The Circular No. 10 of 2014 dated May 21, 2014 provides an option to the members to attend general meeting through video conferencing. As such, the shareholders' approval is being sought to amend the Articles of Association of the Company in accordance with the requirements of the said Circular.

Agenda # 8: Provisions and requirements related to Notice of the General Meetings

The existing Article 138. (1) of the Articles of Association of the Company has been reworded to commensurate with the provisions of Section 473 (1) of the Companies Act, 2017.