

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is hereby given that an Extraordinary General Meeting of Sui Southern Gas Company Limited (the "Company") will be held at Arena, Jade hall, Karsaz Service Road, Karachi on Monday, October 28, 2019 at 11:00 a.m. to transact the following business:

Ordinary Business

1. Minutes of the 63rd Annual General Meeting (AGM) held on Friday, February 15, 2019.
2. To elect Eleven (11) Directors of the Company as fixed by the Board of Directors in accordance with the provisions of Section 159 (1) of the Companies Act, 2017 for a term of three (3) years. The following are the retiring Directors, who are eligible for re-election:

- | | |
|----------------------------|----------------------------------|
| 1) Dr. Shamshad Akhtar | 7) Mr. Manzoor Ali Shaikh |
| 2) Mr. Sajid Mehmood Qazi | 8) Syed Akhtar Ali |
| 3) Mirza Mahmood Ahmad | 9) Qazi Azmat Isa |
| 4) Ms. Nida Rizwan Farid | 10) Mr. Muhammad Raziuddin Monem |
| 5) Dr. Ahmed Mujtaba Memon | 11) Mr. Faisal Bengali |
| 6) Mr. Sher Afgan Khan | |

Any Other Business

3. To transact such other business as may be placed before the meeting with the permission of the Chairman.

By Order of the Board

**October 01, 2019
Karachi**

**Shoaib Ahmed
(Company Secretary)**

Notes:

The Share Transfer Books of the Company will remain closed from Monday, October 14, 2019 to Monday, October 28, 2019 (both days inclusive).

1. Eligibility of Candidates to Contest Election:

Any person seeking to contest the election of directors shall lodge with the Company at its registered office not later than fourteen (14) days before the date of the meeting a letter of Intention to offer himself/herself for election as a director in terms of Section 159(3) of the Companies Act, 2017 along with the following documents:

1. A letter of consent to act as a director of the Company, if elected
2. A declaration under Rule 3(4) of the Public Sector Companies (Corporate Governance) Rules, 2013 that he or she is not serving as director of more than five public sector companies or listed companies except subsidiaries thereof.
3. A declaration that the person is aware of the duties and powers of directors under the Companies Act 2017, the Memorandum and Articles of Associations of the Company, the Pakistan Stock Exchange Rules and Public Sector Companies (Corporate Governance) Rules, 2013, and has read the provisions contained therein.
4. A declaration that he or she is a registered tax payer and has not been convicted by any court of competent jurisdiction as a defaulter in the payment of any loan to a banking company, development financial institution or a non-banking financial institution and neither he / she nor his / her spouse is engaged in the business of stock brokerage.

2. Participation in the Extraordinary General Meeting

1. All members entitled to attend and vote at the meeting are entitled to appoint another member in writing as his or her proxy to attend and vote on his or her behalf. Proxies, in order to be effective, must be received at the registered office situated at SSGC House, Sir Shah Suleman Road, Gulshan-e-Iqbal, Karachi not less than 48 hours before the time of holding of the meeting.
2. Physical transfers and deposit request under Central Depository System received at the close of business on Friday, October 11, 2019 by the Company's Registrar i.e. CDC Share Registrar Services Limited (CDCSR), CDC House, 99-B, Block B, SMCH Society, Shahrah-e-Faisal Road, Karachi, will be treated as being in time for entitlement to attend the meeting.

A. Guidelines for CDC Account Holders

CDC Accounts holders will further have to follow the guidelines as laid down in Circular 1, dated January 26, 2000 issued by the Securities and Exchange Commission of Pakistan (SECP). The said Circular is also available at company's website i.e. www.ssgc.com.pk.

B. For Attending the Meeting

- i. In the case of individuals, the account holder or sub-account holder shall authenticate their identity by showing their original Computerized National Identity Card ("CNIC") or original Passport at the time of attending the meeting and shall ensure their registration details are uploaded as per the CDC Regulations.
- ii. In case of corporate entities, the Board of Directors' Resolution/Power of Attorney with specimen signature and attested copy of valid CNIC of the person nominated to represent and vote on behalf of the corporate entity shall be produced at the time of meeting (unless it has been submitted earlier to the Company along with the proxy form to Company).
- iii. Beneficial owners of the physical shares and whose shares are deposited with Central Depository Company of Pakistan Limited (CDC), are requested to bring their original computerized National Identity Card (CNIC) along with Participant's I.D. Number and their account/sub-account number in CDC to facilitate identification at the time of the meeting.

C. For Appointing Proxies

- i. In the case of individuals, the account holder or sub-account holder and their registration details are uploaded as per the CDC Regulations shall submit the proxy form as per the above mentioned requirements.

- ii. In case of corporate entities, the Board of Directors' Resolution/Power of Attorney with specimen signature shall be submitted at the time of meeting (unless it has been provided earlier) to the Company along with the proxy form.
- iii. Attested copy of Proxy's CNIC or Passport, account/sub-account and Participant's I.D. numbers must be deposited along with the Form of Proxy at the registered office of the Company, duly witnessed by two persons whose names, addresses and CNIC numbers must be mentioned on the proxy form and attested photocopies of CNIC or the passport of the beneficial owner.
- iv. The proxy shall produce his/her original CNIC or original Passport at the time of the meeting.

D. Transmission of Notice of EOGM through E-mail (Optional)

Shareholders who desire to receive Notice of EOGM through E-mail are requested to fill the requisite form available on the Company's website i.e. www.ssgc.com.pk.

E. Change of Address

Shareholders are requested to promptly notify any change in their address quoting their Folio No(s). to the Share Registrar of the Company.

F. Minutes of Last Meeting

Copies of minutes of last Annual General Meeting held on Friday, February 15, 2019 will be available to the members on request free of cost.

G. Consent for Video Conference Facility

Pursuant to Section 132 (2) of Companies Act, 2017 and Circular No. 10 of 2014 dated May 21, 2014 issued by the SECP, if the Company receives consent from members holding in aggregate ten percent (10%) or more shareholding residing at geographical location, to participate in the meeting through video conference at least seven (07) 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 five (5) days before the meeting along with complete information necessary to enable them to access such facility. In order to avail this facility, Shareholder(s) may submit the following information at the registered office SSGC House, Sir Shah Suleman Road, Gulshan-e-Iqbal, Karachi at least seven (07) days before the date of meeting.

I/We, _____ of _____ being a member of Sui Southern Gas Company Limited, holder of _____ Ordinary Share(s) as per Register Folio No I CDC Account No. _____ hereby opt for video conference facility at _____.

3. Notice of Shareholders who have not provided their CNIC

Signature of Member

In accordance with the SECP's SRO No.831(1)/2012 dated July 05, 2012, dividend warrants should bear CNIC number of the registered member or the authorized person. Accordingly members who have not yet submitted copy of their valid CNIC / NTN (in case of corporate entities) are requested to submit the same to the Company's Share Registrar with members Folio No. / CDC Account No. mentioned thereon. It may kindly be noted that in case of non-receipt of the copy of valid CNIC, the company in the light of SECP's SRO No.275(1)/2016 dated March 31, 2016 would be constrained to consider withholding dividend.

4. Postal Ballot and E-voting

1. Pursuant to the Companies (Postal Ballot) Regulations, 2018 for the purpose of Election of Directors and for any other agenda item subject to the requirements of sections 143 and 144 of the Companies Act, 2017, members will be allowed to exercise their right of vote through postal ballot, that is voting by post or through any electronic mode, in accordance with the requirements and procedure contained in the aforesaid regulations.
2. If the number of persons who offer themselves to be elected is more than the number of directors fixed under Section 159 (1) of the Companies Act, 2017 then the Company shall provide its Members with the option of e-voting or voting by postal ballot in accordance with the provisions of the Companies (Postal Ballot) Regulations, 2018.
3. Shareholders who wish to participate through e-voting kindly provide immediately or not later than 14 days before the date of General meeting through a letter duly signed by them as per company record with his/her/its details i.e. Name, Folio / CDC A/C No., Email Address contact Number to the Share Registrar of the company i.e. CDC Share Registrar Services Limited, CDC House, 99-B, Block 'B', S.M.C.H. Society, Main Shahrah-e-Faisal, Karachi.
4. Voting lines for Elections of Directors will be open for Members from October 21, 2019 at 9:00 am till October 25, 2019 at 5:00 pm.

5. Deposit of Physical Shares into 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 the Companies Act, 2017 i.e. May 31, 2017.

The shareholder having physical shareholding may open CDC sub-account with any of the brokers or investor's account directly with the 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.

6. Dividend Payments through Electronic Mode

In order to receive the future dividends through electronic mode as per the requirements of Section 242 of the Companies Act, 2017, the shareholders are requested to provide following details to our Share Registrar, CDC Share Registrar Services Limited, CDC House, 99-B, Block 'B', S.M.C.H. Society, Main Shahrah-e-Faisal, Karachi:

Name of Shareholder	
Folio/CDS Account No.	
CNIC No.	
Email	
Title of Bank Account:	
Bank Account (IBAN) Number (24 - digits):	
Bank's Name:	
Branch Name and Address:	
Contact No.	