

# NOTICE OF 65<sup>TH</sup> ANNUAL GENERAL MEETING

Notice is hereby given that the 65<sup>th</sup> Annual General Meeting (AGM) of **Sui Southern Gas Company Limited** will be held electronically through Tele / Video link facility from the Company's Head Office, SSGC House, Sir Shah Suleman Road, Block 14, Gulshan-e-Iqbal, Karachi on **Tuesday, August 10, 2021 at 11 a.m.** to transact the following businesses:

## ORDINARY BUSINESS:

1. To review the minutes of the 64<sup>th</sup> AGM of the Company held on August 5, 2020.
2. To consider the Annual Audited Financial Statements of the Company for the year ended June 30, 2019 together with the Directors' Report in English and Urdu version and Auditors' Report thereon.
3. To appoint Auditors for the year ended June 30, 2020 and fix their remuneration. The Board of Directors has recommended appointment of M/s. BDO Ebrahim & Co., Chartered Accountants in place of retiring auditors M/s. Yousuf Adil, Chartered Accountants, to be the auditors of the Company.
4. To transact any other business with the permission of the Chair.

In light of the COVID-19 situation, the Securities and Exchange Commission of Pakistan (SECP), vide its latest Circular # 4 dated February 15, 2021 and Circular # 6 dated March 3, 2021 has advised companies to modify their usual planning for general meetings for the safety and wellbeing of shareholders and the public at large with minimal physical interaction. Hence, members are requested to participate in the AGM through electronic means.

The shares transfer book of the Company shall remain closed with effect from August 4, 2021 to August 10, 2021 (both days inclusive). Transfers received in order, at the office of Share Registrar M/s. CDC Share Registrar Services Limited (CDCSRS), CDC House, 99-B, Block-B, S.M.C.H.S, Karachi, Phone # 021-111-111-500 (the Share Registrar) at the close of business on August 3, 2021 will be considered in time to attend the meeting.

By order of the Board



Shoaib Ahmed  
Company Secretary

Karachi: July 14, 2021

## Notes:

### 1. CHANGE OF ADDRESS

Members having physical shareholding are requested to notify changes in their address immediately, if any, in their registered addresses to our Share Registrar, M/s. CDC Share Registrar Services Limited.

In case shares are held in book entry form in Central Depository System (CDS), then the request notifying the change in address must be submitted directly to broker / participant / CDC Investor Account Services.

### 2. PARTICIPATION IN ANNUAL GENERAL MEETING THROUGH ELECTRONIC MEANS

Special arrangement for attending the AGM through electronic means will be as under:

- a) AGM will be held through Zoom application, a video link facility.
- b) Shareholders interested in attending the AGM through Zoom application are hereby requested to get themselves registered with the M/s. CDC Share Registrar Services Limited by Monday, August 9, 2021, 11:00 a.m. by sending an e-mail with subject: "Registration for SSGCL AGM" at [cdcsr@cdcsrsl.com](mailto:cdcsr@cdcsrsl.com) along with a valid scanned copy of their CNIC.

Shareholders are advised to provide the following information:

Sr. #	Folio / CDC A/c Number	Name of Shareholder	CNIC Number	Cell Number	Email Address

c) Members will be registered, after necessary verification as per the above required information and will be provided a video-link by the Company through email.

d) The Company will send the video-link for the meeting / login credentials to the members at their provided email address, enabling them to attend the AGM on the given date and time through their smartphone / computer devices.

e) Login facility will be opened thirty (30) minutes before the meeting time to enable the participants to join the meeting after identification process. Shareholders will be able to login and participate in the AGM proceedings through their devices after completing all the formalities required for the identification and verification of the shareholders.

f) Members can also share their comments / suggestions on the agenda of AGM by sending email at AGM2019@ssgc.com.pk or cdcsr@cdcsrsl.com or WhatsApp on 0321-820-0864. Shareholders are requested to mention their full name, CNIC # and Folio / CDC Account # for this purpose.

g) Shareholders are encouraged to participate in the AGM to consolidate their attendance and participation through proxies.

### 3. E-VOTING

Members can exercise their right to demand a poll subject to meeting requirement of Sections 143-145 of the Companies Act, 2017 and applicable clauses of Companies (Postal Ballot) Regulations, 2018.

### 4. GUIDELINES FOR CENTRAL DEPOSITORY COMPANY OF PAKISTAN LIMITED (CDC) INVESTOR ACCOUNT HOLDERS:

CDC Investor Account Holders will further have to follow the below mentioned guidelines as laid down in Circular No. 1 dated January 26, 2000 issued by the Securities and Exchange Commission of Pakistan (SECP).

#### 4a) For attending Annual General Meeting

- In case of individuals, the account holder or sub-account holder and / or the person whose securities are in group account and their registration details are uploaded as per the regulations, shall authenticate his / her identity by sharing a copy of his / her CNIC or Passport through email at least by Monday, August 9, 2021) 11:00 a.m.
- In case of corporate entity, the Board of Directors' resolution / power of attorney with specimen signature of the nominee shall be shared through email (as mentioned in the notes) (unless it has been provided earlier) at least by Monday, August 9, 2021) 11:00 a.m.

#### 4b) For appointing Proxies

- In case of individuals, the account holder or sub-account holder and / or the person whose securities are in group account and their registration details are uploaded as per regulations, shall submit the proxy form as per the above requirement.
- The proxy form shall be witnessed by two persons whose names, addresses and CNIC number shall be mentioned on the form.
- Attested copies for CNIC or the passport of the beneficial owners and of the proxy shall be furnished with the proxy form.
- The proxy shall produce his / her original CNIC or original passport at the time of the meeting.
- In the case of a corporate entity, the Board of Directors' resolution / power of attorney with specimen signature of the person nominated to represent on behalf of the corporate entity shall be submitted along with proxy form to the Company (unless it has been provided earlier).
- The proxy instrument must be completed in all respects and in order to be effective should be deposited at the Office of the Company Secretary, SSGC House, Sir Shah Suleman Road, Block 14, Gulshan-e-Iqbal, Karachi not later than 48 working hours before the time of holding the meeting (i.e. by Friday, 11:00 a.m. on August 6, 2021) .
- If any member appoints more than one proxy for the meeting, all such instruments of proxy shall be rendered invalid, however, a member may assign alternate proxy.
- In case if more than one instruments of proxy are deposited with the Company against a single Folio / CDC Account #, all such instruments of proxy shall be rendered invalid.

## **5. CONVERSION OF PHYSICAL SHARES INTO BOOK ENTRY FORM:**

Section 72(2) of the Companies Act, 2017 provides that every existing Company shall be required to replace its physical shares with book-entry form within four (4) years from the date of the promulgation of the Act. Further, vide its letter dated March 26, 2021, Securities and Exchange Commission of Pakistan has directed listed companies to pursue their shareholder holding securities in physical form to convert the same in book entry form. In order to ensure compliance with the aforementioned provision and to be benefited from holding securities in book entry form, all shareholders holding shares in physical form are therefore requested to convert their shares in the book-entry form.

## **6. TRANSMISSION OF ANNUAL AUDITED FINANCIAL STATEMENTS THROUGH CD:**

The Company has circulated Annual Financial statements to its members through CD at their registered address. Printed copy of above same can be provided to the members upon request. Request Form is available on the website of the Company i.e. [www.ssgc.com.pk](http://www.ssgc.com.pk)

## **7. TRANSMISSION OF ANNUAL REPORTS THROUGH E-MAIL:**

The SECP vide SRO 787 (1)/2014 dated September 08, 2014 has provided an option for the shareholders to receive audited financial statements along with notice of annual general meeting electronically through email. Hence, members who are interested in receiving the annual reports and notice of annual general meeting electronically in future are requested to send their email addresses on the Consent Form placed on the Company's website [www.ssgc.com.pk](http://www.ssgc.com.pk), to the Company's Share Registrar. The Company shall, however, additionally provide hard copies of the annual report to such members, on request, free of cost.

## **8. AVAILABILITY OF AUDITED FINANCIAL STATEMENTS ON COMPANY'S WEBSITE:**

The audited financial statements of the Company for the year ended June 30, 2019 have been made available on the Company's website [www.ssgc.com.pk](http://www.ssgc.com.pk)

## **9. PAYMENT OF CASH DIVIDEND ELECTRONICALLY:**

In accordance with the provisions of Section 242 of the Companies Act, 2017 and Regulation # 4 of the Companies (Distribution of Dividends) Regulations, 2017, it is mandatory for a listed company to pay cash dividend to its shareholders only through electronic mode directly into bank account designated by the entitled shareholders.

In order to receive dividend directly into their bank account, shareholders are requested to fill in "relevant form name of the Company" available on Company's website and send it duly signed along with a copy of CNIC to the Company's Share Registrar, CDC Share Registrar Services Limited, in case of physical shares.

In case shares are held in CDC then "relevant form name of the Company" must be submitted directly to broker / participant / CDC Investor Account Services.

Kindly note that as per Section # 243 of the Companies Act, 2017 and Regulation # 6 of the Companies (Distribution of Dividends) Regulations, 2017, listed companies are entitled to withhold payment of dividend, if necessary information is not provided by the shareholders.

## **10. SUBMISSION OF COPY OF CNIC:**

Individual members having physical shareholding and who have not yet submitted photocopy of their valid CNIC are requested to send notarized copy of their valid CNIC immediately to our Share Registrar, CDC Share Registrar Services Limited.

In case shares are held in CDC then the request to update CNIC must be submitted directly to broker / participant / CDC Investor Account Services.