

NOTICE OF 68TH ANNUAL GENERAL MEETING

The Notice is hereby given that the 68th Annual General Meeting of the Sui Southern Gas Company Limited (SSGCL) will be held on Friday, December 29, 2023 at 11:00 a.m. at Arena, Jade Hall, Karsaz Service Road, Karachi for the purpose of transacting the following business:

ORDINARY BUSINESS:

1. To review the minutes of the 67TH Annual General Meeting held on February 10, 2023.
2. To, consider and adopt the Annual Audited Accounts of the Company for the year ended 30th June, 2022 together with the Directors' and Auditors' Reports thereon.
3. To appoint Auditors of the Company for the year ended June 30, 2023 and fix their remuneration. The Board Audit Committee and Board of Directors have recommended the name of M/s. BDO Ebrahim & Co., Chartered Accountants for appointment as auditors of the Company.

SPECIAL BUSINESS:

4. To consider and, if deemed fit, to pass with or without any modifications the following resolutions as ordinary resolutions, to obtain consent from the members for the transmission / dispatching of annual audited accounts through QR enabled code and web-link, as allowed under S.R.O 389 (I)/ 2023, dated March 21, 2023 issued by the Securities and Exchange Commission of Pakistan (SECP).

RESOLVED THAT notice of general meeting shall be dispatched to members as per requirements of the Act, at their registered address, containing the QR enabled code and the web-link address to view and download the annual audited accounts together with the reports and documents required to be annexed thereto under the Act and notified by the SECP vide its S.R.O. 389 (I) 2023 dated March 21, 2023 be and is hereby approved.

FURTHER RESOLVED THAT the Company shall be considered compliant with the relevant requirements of Section 223(6) of the Companies Act, 2017 by sending the audited financial statements through e-mail and/ or sending a notice of meeting containing a QR code and the Weblink address. In case hardcopy of the audited financial statements and / or notice of AGM of the Company is desired, a specific request for the same will be made.

FURTHER RESOLVED THAT Company Secretary be and is hereby singly authorized to take and do all necessary actions, deeds and things which are or may be necessary, incidental and / or consequential to give effect to the aforesaid resolutions.

5. To consider and approve the Initial Public Offer (IPO) of shares of SSGC LPG Limited (to be converted), and pass, with or without modification(s), the following resolution as Special Resolutions:

RESOLVED THAT initiation of issuance of subsidiary of SSGCL namely: SSGC LPG Limited (to be converted) through Initial Public Offer (IPO) in future be and is hereby approved.

FURTHER RESOLVED THAT the issuance of 33,333,333 Ordinary Shares through IPO upon such terms and conditions as deemed appropriate by the SSGC LPG Limited (to be converted), be and is hereby approved.

FURTHER RESOLVED THAT undertaking of all requisite steps for the listing of SSGC LPG Limited (to be converted) at Pakistan Stock Exchange Limited (PSX) anytime in future be and is hereby approved, subject to compliances under the provisions of the Companies Act, 2017, Rules and Regulations thereunder and the Listing Regulations of the PSX.

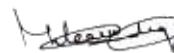
FURTHER RESOLVED THAT the Company Secretary / Deputy Managing Director (DMD, F&A) / CFO singly and / or jointly be and are hereby authorized to do all acts and deeds and take all such steps under the law as may be necessary, proper or expedient to give effect to these resolutions.

6. To transact any other business of the Company with the permission of the Chairperson.

A Statement of material facts under Section 134(3) of the Companies Act, 2017 relating to the material facts is annexed to this Notice.

The share transfer books of the Company will remain closed from December 22, 2023 to December 29, 2023 (both days inclusive). The members whose names appear in the register of members as at the close of business on December 21, 2023 will be treated in time for attending the 68th Annual General Meeting.

By order of the Board



(Mateen Sadiq)
Company Secretary

Place: Karachi
Date: December 08, 2023



1) PARTICIPATION IN GENERAL MEETING

i. Through Electronic Means (Optional /Recommended Via Video Conferencing)

In the light of the guidelines issued by the Securities and Exchange Commission of Pakistan (SECP) from time to time vide Circular No. 4 dated February 15, 2021 and Circular No.6 dated March 03, 2021, the shareholders are encouraged to participate in the General Meeting through electronic facility organized by SSGCL. In order to attend the General Meeting through electronic facility, the shareholders are requested to get themselves registered with CDC Share Registrar Services Limited at least 48 hours before the time of General Meeting at cdcsr@cdcsrsl.com or at WhatsApp number 0321-8200864.

The entitled shareholders whose names appear on the Books of the Company by close of Business on December 21, 2023 will be treated in time for the purpose of attending the meeting and those shareholders are requested to provide the information as per below format:

Name of Shareholder	CNIC #	Folio / CDS Account #	Cell #	Email Address

The details of the electronic facility will be sent to the Shareholders at the registered email addresses provided by them. The login facility will be opened at 10:30 a.m. on 29th December, 2023 enabling the participants to join the proceedings after identification and verification process before joining the meeting, which will start at 11:00 a.m. sharp.

ii. For Personal Attendance

- In case of individuals, the account holders or sub-account holders, whose registration details are uploaded as per the Regulations, shall authenticate their identity by showing their original CNIC or original passport at the time of attending the Meeting.
- In case of corporate entity, the certified Board of Directors' Resolution / valid Power of Attorney with specimen signature of the nominee shall be produced (unless it has been provided earlier) at the time of the Meeting.

iii. Attending Meeting Through Proxies

- A member entitled to attend and vote at the Meeting may appoint a proxy in writing to attend the Meeting and vote on the Member's behalf. A proxy must be a member of the Company, except for corporate entities. Duly completed Forms of Proxy must be deposited at the SSGCL Head Office, SSGC House, Sir Shah Suleman Road, Block -14, Gulshan-e-Iqbal, Karachi no later than 48 hours before the time fixed for the Meeting. Please note that any Form of Proxy received after the stated date and time will be considered invalid.
- Shareholders (Non-CDC) are requested to promptly notify to the Share Registrar of the Company, M/s. CDC Share Registrar Services Limited, CDC House, 99-B, Block-B, S.M.C.H.S., Main Shahrah-e-Faisal, Karachi, of any change in their addresses. All shareholders holding their shares through CDC are requested to please update their addresses with their participants / Investor Account Services.
- CDC account holders will further have to follow the undermentioned guidelines as laid down in Circular 1 dated January 26, 2000 issued by the Securities and Exchange Commission of Pakistan.
- In case of individuals, the account holders or sub-account holders, whose registration details are uploaded as per the regulations, shall submit the Proxy Form as per the following requirements:

- i. Attested copies of valid CNIC or the passport of the beneficial owner(s) and the proxy shall be furnished with the Form of Proxy.
- ii. The proxy shall produce his / her valid original CNIC or original passport at the time of the Meeting.
- iii. In case of corporate entity, Board of Directors' resolution / Power of Attorney with specimen signature shall be submitted (unless it has been provided earlier) along with Form of Proxy to the Company.
- iv. The Proxy Form must be witnessed by two persons whose names, addresses and CNIC numbers shall be mentioned on the Proxy Form.
- v. If a member appoints more than one proxy, and more than one instruments of proxy are deposited by a Member with the Company, all such instruments of proxy shall be rendered invalid.
- vi. The Proxy form is available on the Company Website www.ssgc.com.pk

2) VOTING THROUGH E-VOTING AND POSTAL BALLOT PAPER:

In accordance with the Companies (Postal Ballot) Regulations, 2018 and Section 143 and 144 of the Companies Act, 2017, the shareholders will be allowed to exercise their voting rights through postal ballot i.e. by post or e-voting, in the manner and subject to the conditions contained in the aforesaid Regulations, which may be amended time to time.

3) SUBMISSION OF COPY OF CNIC / NTN CERTIFICATE (MANDATORY):

Members are requested to provide a copy of valid CNIC / NTN Certificate to their respective Participant / CDC Investor Account Services in case of Book-Entry Form, or to the Company's Share Registrar in case of Physical Form, duly quoting thereon the Company's name and respective folio numbers.

4) MANDATORY REGISTRATION DETAILS OF PHYSICAL SHAREHOLDERS:

According to Section 119 of the Companies Act, 2017 and Regulation 19 of the Companies (General Provisions and Forms) Regulations, 2018, all physical shareholders are advised to provide their mandatory information such as CNIC number, address, email address, contact mobile / telephone number, International Bank Account Number (IBAN), etc., to the Company's Share Registrar at their address, provided in Note 1 mentioned above, immediately to avoid any non-compliance of law or any inconvenience in future.

5) CONVERSION OF PHYSICAL SHARES INTO BOOK-ENTRY FORM:

As per Section 72 (2) of the Companies Act, 2017 every existing Company is required to replace its physical shares with the book-entry form within four (4) years of the date of the promulgation of the Act. Further, SECP vide its letter dated March 26, 2021 has directed all listed companies to pursue their shareholders holding securities in physical form to convert the same in the book-entry form. To ensure compliance with the aforementioned provision and to be benefited by holding securities in the book-entry form, all shareholders holding shares in physical form are again requested to convert their shares into book-entry form.

6) AVAILABILITY OF ANNUAL AUDITED FINANCIAL STATEMENTS ON THE COMPANY'S WEBSITE:

In accordance with the provisions of Section 223(7) of the Companies Act, 2017, the audited financial statements of the Company for the year ended June 30, 2022 are available on the Company's website i.e. www.ssgc.com.pk

7) TRANSMISSION OF ANNUAL AUDITED FINANCIAL STATEMENTS AND ANNUAL GENERAL MEETING NOTICE THROUGH E-MAIL (OPTIONAL):

In pursuance of the directions SECP vide SRO 787 (I)/20 14 dated September 8, 2014 those shareholders who desire to receive the Company's Annual Audited Financial Statements and Notice of Annual General Meeting through e-mail, are requested to fill the requisite form available on Company's website i.e. www.ssgc.com.pk

8) DECLARATION AS PER ZAKAT & USHER ORDINANCE 1980:

Shareholders are requested to submit a notarised copy of Zakat Declaration Form "CZ-50" on NJSP of Rs.50/- to the Share Registrar, if not provided earlier.

9) UNCLAIMED DIVIDEND / SHARES:

Shareholders, whose dividend or bonus shares are still unclaimed or have not collected their physical shares, are advised to contact our Share Registrar, CDC Share Registrar Services Limited, to collect/enquire regarding their unclaimed dividends or pending shares, if any.

Please note that in compliance with Section 244 of the Companies Act, 2017, after having completed the stipulated procedure, all dividends unclaimed for a period of three years from the date due and payable, shall be deposited to the credit of the Federal Government / SECP and in case of shares, shall be delivered to the Securities and Exchange Commission of Pakistan (SECP).

10) CONSENT FOR VIDEO CONFERENCE FACILITY:

In accordance with Section 132 and 134 of the Companies Act, 2017, members can also avail video conference facility.

If the Company receives consent from members holding in aggregate 10% or more shareholding, residing at a geographical location other than the city of the meeting, to participate in the meeting through video conference at least 7 days prior to the date of the Annual General 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 the same to the registered address of the Company 7 days before holding of the Annual General Meeting.

The Company will intimate to members regarding the venue of video conference facility at least 5 days before the date of the Annual General Meeting along with complete information necessary to enable them to access such facility.

I / We, _____ of _____, being a member of Sui Southern Gas Company Limited, holder of _____ ordinary share(s) as per Registered Folio / CDC Account # _____ hereby opt for video conference facility at _____.

Signature of Member

STATEMENT OF MATERIAL FACTS UNDER SECTION 134(3) OF THE COMPANIES ACT, 2017:

Agenda Item # 4

Circulation of annual audited financial statements to its members through QR enabled Code and Weblink

The SECP through its Notification No. S.R.O 389(I)/2023 dated March 21, 2023, has allowed companies to circulate the annual balance sheet and profit and loss account, auditor's report and directors' report, etc. ("annual audited financial statements") to its members through QR enabled code and Weblink.

The approval of the shareholders is desired to be obtained in the general meeting to circulate the annual audited financial statements to its members through QR enabled code and Weblink.

However, a shareholder may request the Company Secretary or Share Registrar of the Company to provide hard copy of Annual Audited Accounts and the same will be provided at shareholders' registered addresses, free of cost within one week of the demand. In this regard, the Company's designated email address / Share Registrar email address will be placed on website of the Company. A shareholder may also prefer to receive hard copies for all future Annual Audited Accounts.

None of the Directors of the Company has any direct or indirect interest in this business, except that has been disclosed by the Directors.

Agenda Item # 5

Conversion of status and intended IPO by SSGC LPG Limited (to be converted)

The Board of Directors of the SSGCL has approved and authorized SSGC LPG (Private) Limited, its wholly owned subsidiary, to convert from Private Limited to Public Limited (Unlisted). Wherein, in the Extraordinary General Meeting of the SSGC LPG (Private) Limited held on December 01, 2023, the shareholders have approved the said conversion and all regulatory obligations have been complied with under the provisions of the Companies Act, 2017 including removal of word "Private" wherever appearing in the Memorandum and Articles of Association of the Company, and substituting previous Articles of Association with the amended Articles of Association by passing Special Resolutions. Consequently, the status of SSGC LPG (Private) Limited is to be converted to a Public Company (Unlisted) namely: SSGC LPG Limited.

The Board of Directors of SSGC LPG Limited (to be converted) has considered proceeding with Initial Public Offer (IPO) through issuance of 33,333,333 Ordinary Shares, as and when deemed appropriate in future date. The necessary formalities, required for listing on Pakistan Stock Exchange (PSX), will be complied with after obtaining approval from the shareholders of SSGC LPG Limited.

The primary aim is to enhance the capital base, broadening financial foundation and fostering increased participation in ownership. The Board of SSGC LPG Limited (to be converted) is authorized and empowered to implement all necessary measures for the launch of IPO for listing of SSGC LPG Limited (to be converted) on PSX. All actions will be conducted in strict adherence under the provisions of the Companies Act, 2017, Rules and Regulations thereunder and the Listing Regulations of the PSX.

Copies of the documents pertaining to foregoing Special Businesses are available for inspection at the Registered Office of the Company during normal office working hours from the date of publication of the Notice till the date of the AGM.

The Board of Directors have carried out necessary due diligence for the proposed special business. None of the Directors of the Company has any direct or indirect interest in this business, except that has been disclosed by the Directors.