



# Extraordinary General Meeting

- NOTICE OF EOGM
- PROXY FORM (BOTH IN ENGLISH AND URDU)





# NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is hereby given that an Extraordinary General Meeting of the shareholders of Sui Southern Gas Company Limited will be held on Tuesday, December 23, 2025 at 11:30 a.m. at the Jade Hall, Arena, Habib Rehmatullah Road, Karsaz, Karachi as well as through audio / video link to transact the following business;

## ORDINARY BUSINESS

1. To confirm Minutes of the 71<sup>st</sup> Annual General Meeting of shareholders held on November 27, 2025.
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 (the "Act") for a term of three (3) years. The retiring Directors, who are eligible for re-election, are as follows:

|                                 |                             |
|---------------------------------|-----------------------------|
| 1. Dr. Shamshad Akhtar          | 5. Dr. Sohail Razi Khan     |
| 2. Mr. Muhammad Raziuddin Monem | 6. Mr. Shoaib Javed Hussain |
| 3. Ms. Saira Najeeb Ahmed       | 7. Mr. Ayaz Dawood          |
| 4. Mr. Usman Ahmed Chaudhry     | 8. Mr. Shakeel Qadir Khan   |

A statement of material facts under Section 166(3) of the Companies Act, 2017 is attached with this Notice.

KARACHI: December 01, 2025

By order of the Board

**Fawad Ahmed Khan**  
Company Secretary

**NOTES:**

**A. CLOSURE OF SHARE TRANSFER BOOKS**

The Members' Register and Share Transfer Books of the Company will remain closed from Tuesday, December 16, 2025 to Tuesday, December 23, 2025 (both days inclusive). Transfers received in order at the office of our Share Registrar, CDC Share Registrar Services Limited, CDC House, 99 - B, Block-B, S.M.C.H.S., Main Shahrah-e-Faisal, Karachi by the close of business hours on Monday, December 15, 2025, will be considered in time to determine the above mentioned entitlement and to attend and vote at the Meeting.

**B. PARTICIPATION IN THE GENERAL MEETING.**

A member entitled to attend and vote at this meeting is entitled to appoint another person as his/her proxy to attend and vote. Proxies in order to be effective must be received at Company's registered address SSGC House, Sir Shah Suleman Road, Block-14, Gulshan-e-Iqbal, P.O Box # 17989, Karachi duly stamped and signed not less than 48 hours before the time of meeting.

**C. CDC ACCOUNT HOLDERS WILL HAVE TO FOLLOW FURTHER UNDER MENTIONED GUIDELINES AS LAID DOWN BY THE SECURITIES AND EXCHANGE COMMISSION OF PAKISTAN.**

**a) For attending the meeting:**

- i. In case of individuals, the account holders or sub-account holders and their registration details are uploaded as per the regulations, shall authenticate their identity by showing their original Computerized National Identity Card (CNIC), or Original Passport at the time of attending the meeting.
- ii. In case of Corporate Entities, the Board of Directors' Resolution/Power of Attorney with specimen signature of the nominees shall be produced (unless it has been provided earlier) at the time of the meeting.

**b) For appointing proxies:**

- i. In case of individuals, the account holders or sub account holders and their registration details are uploaded as per the regulations, shall submit the Proxy Form as per the above requirements. The Proxy Form shall be witnessed by two persons whose names, addresses and CNIC numbers shall be mentioned on the form. Attested copies of CNIC or the passport of the beneficial owners and the proxy shall be furnished with the Proxy Form.
- ii. In case of corporate entities, the Board of Directors' resolution/power of attorney with specimen signature of the person nominated to represent and vote on behalf of the corporate entity, shall be submitted (unless it has been provided earlier) along with Proxy Form to the Company's Registered address as mention above.
- iii. Form of Proxy is attached to the notice of meeting being sent to the members. Proxy Form may also be downloaded from the Company's website i.e. [www.ssgc.com.pk](http://www.ssgc.com.pk)

**D. ELIGIBILITY CRITERIA FOR CANDIDATES CONTESTING ELECTION OF DIRECTORS**

- I. Any member (including a retiring director) who seeks to contest the election of Directors shall file the following documents / information duly signed, with the Company addressed to the Company Secretary at SSGC House, Sir Shah Suleman Road, Block-14, Gulshan-e-Iqbal, Karachi, not later than fourteen (14) days before the date of the meeting at which the elections are to be held:
  - a. Notice of his/her intention to offer himself / herself for election of directors in terms of Section 159(3) of the Companies Act, 2017.
  - b. Consent to act as a director on Appendix to Form-9 of the Companies Regulations 2024, as required under section 167 of the Act;
  - c. Valid Clear copy of CNIC, NTN or Passport

- d. A declaration, that he/she is not ineligible to become a director under any provisions of the Companies Act, 2017, the State-Owned Enterprises (Governance and Operations) Act, 2023, the State Owned Enterprise Ownership and Management Policy, 2023 the Listed Companies (Code of Corporate Governance) Regulations, 2019, or any other applicable laws, rules and regulations and that he/she is a member of the Company in terms of Article 79 of Articles of Association of the Company;
- e. A declaration under Section 12(3) of the State-Owned Enterprises (Governance and Operations) Act, 2023 that he or she is not serving as director of more than five state-owned enterprises simultaneously, including their subsidiaries;
- f. A declaration that the person is aware of the duties and powers of directors under the State-Owned Enterprises (Governance and Operations) Act, 2023, Companies Act 2017, Listed Companies (Code of Corporate Governance) Regulations, 2019, Securities Act 2015, the Memorandum and Articles of Associations of the Company, Pakistan Stock Exchange (PSX) Rules and other applicable laws/rules/regulations/codes etc.
- g. A declaration that he or she is a registered taxpayer 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.
- h. A detailed profile of the Candidate including his/her office address for placement on the Company's website as required under SECP's SRO 1196(I)/2019 dated October 03, 2019. The prescribed format given on SSGC's website i.e. [www.ssgc.com.pk](http://www.ssgc.com.pk)

## **II. For Independent Directors**

Independent Directors, whose names are listed on the data bank of Independent Directors maintained by duly authorized institutes by the SECP, will be elected through the process of election of directors in terms of section 159 of the Act and they shall meet the criteria laid down in Section 166 of the Act, the Companies (Manner and Selection of Independent Directors) Regulations, 2018. Accordingly, the following additional documents are to be submitted by the candidates intending to contest election of directors as an Independent Director:

- a. Declaration by Independent Director(s) under Clause 6(3) of the Listed Companies (Code of Corporate Governance) Regulations, 2019;
  - b. Undertaking on non-judicial stamp paper that he or she complies with the fit and proper criteria as prescribed in State-Owned Enterprises (Governance and Operations) Act, 2023 and that he/she meets the requirements of sub-regulation (1) of Regulation 4 of the Companies (Manner and Selection of Independent Directors) Regulations, 2018.
- III. The appointing authorities, including the Government and other shareholders, shall apply the Fit and Proper Criteria given in Schedule-IV of Section 16 of the State-Owned Enterprises (Governance and Operations) Act, 2023 in making nominations of the persons for election as Board Members under the provisions of the Act; provided that the requirement to comply with the fit and proper criteria is without prejudice to compliance with any other requirement for the fitness and propriety of directors issued under any special law, rules or regulations by a regulator or authority governing a specified sector.
- IV. The specimen of all requisite forms / undertakings / declarations / are available on the Company's website i.e. [www.ssgc.com.pk](http://www.ssgc.com.pk).
- V. Pursuant to Section 16 of the State-Owned Enterprises Act, 2023, Federal Government nominees for appointment as Independent Directors are required to meet the Fit and Proper Criteria prescribed in Schedule-IV of the SOEs Act 2023 and shall submit declarations as evidence of compliance therewith.
- VI. Attention of the members is invited to Section 11 of the State-Owned Enterprises Act, 2023, which specifies that certain persons shall not be appointed or continue to hold office as Independent Directors. Members are required to ensure that none of the prescribed disqualification conditions apply to them and shall submit a declaration confirming compliance therewith.



## VII. Representation of Minority Shareholders

1. The Company shall:

- i. annex to the notice issued under sub-section (4) of section 159 of the Act, 2017 a statement by a candidate from among the minority shareholders who seeks to contest election to the Board, including a profile of the candidate(s);
- ii. provide information regarding members and shareholding structure to the candidate(s); and
- iii. on a request by the candidate(s) and at the cost of the Company, annex to the notice issued under sub-section (4) of section 159 of the Companies Act, 2017 an additional copy of Proxy Form duly filled in by such candidate(s).

## E. PARTICIPATION IN THE GENERAL MEETING

The Company has made arrangements for participation of shareholders in the EOGM via video link. Those members who are willing to attend and participate in the EOGM via video link are requested to register themselves by sending an email along with following particulars and valid copy of both sides of Computerized National Identity Card (CNIC) at [cdcsr@cdcsrsl.com](mailto:cdcsr@cdcsrsl.com) with subject of 'Registration for EOGM' not less than 48 hours before the time of the meeting or send a message via WhatsApp on +92 321 820 0864 along with a valid scanned copy of the applicant's CNIC. While participating through electronic means, members are advised to provide the following mandatory information:

| Company | Name of Shareholder | CNIC # | Folio /<br>CDS Account # | Cell # | Email<br>Address |
|---------|---------------------|--------|--------------------------|--------|------------------|
| SSGC    |                     |        |                          |        |                  |

Members will be registered after necessary verification as per the above-required information and will be provided with a video link at their provided email address. The login facility will be opened thirty (30) minutes before the meeting time to enable the participants to join the meeting after the identification process on December 23, 2025.

## F. CHANGE OF ADDRESS

Members are requested to promptly notify any change in their addresses to Company's Share Registrar. Whereas, Shareholders maintaining their shares in book entry form should have their address updated with their participant / CDC Investor Account Service.

## G. VOTING THROUGH E-VOTING AND POSTAL BALLOT PAPER

Pursuant to the Companies (Postal Ballot) Regulations, 2018 and notified amendments, members will be allowed to exercise the right to vote through electronic voting facility and postal ballot for the purpose of election of directors, if the number of persons who offer themselves to be elected is more than the number of directors fixed under Section 159 of the Act, 2017 voting shall be conducted in the manner and as per the procedures contained in the Regulations.

## H. VOTING RIGHTS OF MEMBERS AT THE EOGM UNDER S.R.O. 451(I)/2025

Pursuant to S.R.O. 451(I)/2025 dated March 13, 2025, issued by the Securities and Exchange Commission of Pakistan (SECP), members / shareholders who did not cast their vote through electronic voting or postal ballot prior to the date of the EOGM and attend the meeting in person shall be allowed to cast their vote in person at the EOGM through ballot paper.

Proxy holders duly appointed by members in accordance with applicable laws and the Company's proxy requirements shall also be permitted to cast the vote of the member they represent at the EOGM through ballot paper, provided that the member has not exercised voting rights through electronic voting or postal ballot prior to the meeting. Such proxy holders must present their original CNIC, the valid Proxy instrument (submitted not later than 48 hours before the meeting) under the Company's Proxy guidelines at the time of attending the EOGM.



## **I. CIRCULATION OF NOTICE THROUGH EMAIL**

Pursuant to S.R.O 452(I)/2025, Notice of the EOGM shall be circulated to members at their registered email addresses provided to the Company, in accordance with applicable laws.

## **J. 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 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 General Meeting.

The Company will intimate to members regarding the venue of video conference facility at least 03 days before the date of the 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 No. \_\_\_\_\_ hereby opt for video conference facility at \_\_\_\_\_.

## **K. PROHIBITION OF DISTRIBUTION OF GIFTS**

The Securities and Exchange Commission of Pakistan (the "SECP"), vide S.R.O.452(1)/2025 has strictly prohibited companies from providing gifts or incentives, in lieu of gifts tokens/coupons /lunches/takeaway/packages) in any form or manner, to shareholders at or in connection with General Meetings. Under Section 185 of the Act, 2017 any violation of this directive is considered an offense, and companies failing to comply may face penalties.

## **L. APPOINTMENT OF SCRUTINIZER**

In accordance with the Regulation 11 of the Companies (Postal Ballot) Regulations, 2018 (the "Regulations"), the Board of the Company has appointed M/s. Yousuf Adil, Chartered Accountants, a QCR rated audit firm, to act as scrutinizer of the Company for the election of directors and to undertake other responsibilities as defined in Regulation 11A of the Regulations.

Pursuant to the Companies (Postal Ballot) Regulations, 2018 and notified amendments, members will be allowed to exercise the right to vote through electronic voting facility and postal ballot for the purpose of election of directors, if the number of persons who offer themselves to be elected is more than the number of directors fixed under Section 159 of the Act, 2017 voting shall be conducted in the manner and as per the procedures contained in the Regulations.

## **Agenda item No. 2**

## **STATEMENT OF MATERIAL FACTS UNDER SECTION 166(3) OF THE COMPANIES ACT, 2017**

In accordance with Section 166 of the Companies Act, 2017 and the Companies (Manner and Selection of Independent Directors) Regulations, 2018, any person eligible under Section 153 and meeting the criteria specified under Section 166(2) may submit a nomination to be elected as an Independent Director. Independent directors are elected in the same manner as other directors pursuant to Section 159 of the Companies Act, 2017.



Sui Southern Gas Company Limited is required to maintain a majority of Independent Directors on its Board under the State-Owned Enterprises (Governance and Operations) Act, 2023. After a notice of intention to contest the election is filed with the Company, the appointing authorities, including the Government and other shareholders, shall apply the “Fit and Proper” criteria prescribed under Section 16 of the State-Owned Enterprises (Governance and Operations) Act, 2023. The Company shall also conduct due diligence to determine the status of a director as an Independent Director in accordance with applicable laws and regulations.

A final list of contesting candidates shall be published in newspapers not later than seven (7) days before the date of the Extraordinary General Meeting (EOGM) in terms of Section 159(4) of the Companies Act, 2017. Whereas in case of election of directors, if the number of candidates for the election of directors exceeds the number of directors fixed under Section 159 of the Act, 2017, the ballot paper shall be published at least seven days prior to the EOGM. Members may also cast their votes through e-voting in accordance with the procedures set out in the Regulations and other applicable laws, and the requisite information for each candidate will be made available on the Company’s website.

None of the Directors of the Company has any direct or indirect interest in the business, except to the extent that they are eligible to offer themselves for election as directors.