SSGC

Sui Southern Gas Company Limited

PUCARS/Courier

The General Manager
Pakistan Stock Exchange Ltd.
Stock Exchange Building
Stock Exchange Road
KARACHI.

08 June 2017

Dear Sir,

PUBLICATION OF NOTICE OF 62TH ANNUAL GENERAL MEETING IN NEWSPAERS

We enclosed herewith a copy of the Notice of Annual General Meeting of Sui Southern Gas Company Limited, scheduled to be held on Friday, 30 June 2017, at 2.30 pm, at Pearl Continental Hotel, Karachi.

Thanking you,

Yours Sincerely,

Shoaib Ahmed
Company Secretary

Encl: a.a.

cc: The Registrar of Companies
Securities & Exchange Commission of Pakistan
State Life Building No. 2,
Wallace Road,
Karachi

NOTICE OF 62nd ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 62nd Annual General Meeting of Sui Southern Gas Company Limited (the "Company") will be held at Pearl Continental Hotel, Karachi on Friday, June 30, 2017 at 02:30 pm for the purpose of transacting the following business:

ORDINARY BUSINESS

1. To receive, consider the Audited Financial Statements of the Company for the year ended June 30, 2016 together with the Directors' and Auditor's Reports thereon.
2. To appoint External Auditors for the year ending June 30, 2017 and to fix their remuneration. The retiring auditors, M/s. Deloitte Yousuf Adil & Co., Chartered Accountants, being eligible for re-appointment for the year ending June 30, 2017, have offered themselves for re-appointment.

SPECIAL BUSINESS

Dissemination of Annual Accounts to the Shareholders through CD/DVD/USB

3. To consider dissemination of Annual Audited accounts through CD/DVD/USB to the shareholders instead of transmitting the same in the form of hard copies. However, for convenience of the shareholders Standard Request Form will be uploaded on the Company's website for those who opt to receive hard copies (in book form) of the Annual Audited accounts at their registered addresses:

IT IS HEREBY RESOLVED

"That dissemination of Annual Audited Accounts to the shareholders in soft form through CD/DVD/USB as notified by Securities and Exchange Commission of Pakistan vide SRO No. 470(I)/2016 dated May 31, 2016 be and is hereby approved. Resolved further that the Managing Director of the Company and the Company Secretary, be and is hereby authorized and empowered to do or cause to be done all acts, deeds and things that may be necessary to give effect to the above resolution, either singly or jointly."

4. To transact any other Business of the Company with the permission of the Chairman.

The Share Transfer Books of the Company will remain closed from June 23, 2017 to June 30, 2017 (both days inclusive) when no transfer of shares will be accepted for registration.

By Order of the Board
Shoaib Ahmed
Company Secretary

June 07, 2017
Karachi

NOTES:

1. Participation in Annual General Meeting:

i) All members, entitled to attend and vote at the general meeting, are entitled to appoint another member in writing as their proxy to attend and vote on their behalf. A corporate entity, being a member, may appoint any person, regardless whether they are a member or not, as proxy. In case of corporate entities, a resolution of the Board of Directors / Power of Attorney with specimen signature of the person nominated to represent and vote on behalf of the corporate entity shall be submitted to the company along with complete proxy form. The proxy holders are required to produce their original CNIC or original Passport at the time of the meeting.

ii) The proxy must be signed in order to be effective, and should be deposited at the Shares Registrar of the Company but not later than 48 hours before the time of holding the meeting. A detachable Proxy Form is attached at the end of annual report.

Further guidelines for CDC Account Holders:

CDC Account Holder will further have to follow the under mentioned guidelines as laid down in Circular No. 1 dated January 26, 2000 issued by the Securities and Exchange Commission of Pakistan.

A. For attending the meeting:

i) 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 showing his/her 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 nominee 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 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 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.

2. Submission of Copy of CNIC/NTN Certificate (Mandatory):

Valid copy of CNIC/NTN has to be provided to our Shares Registrar in case of physical shareholders and in case of CDC account to its Participant/Investor Account Services.

3. Notice of Shareholders who have not provided their CNICs.

In accordance with the notification of the Securities and Exchange Commission of Pakistan (SECP), SRO 831(I) 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 with members folio 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 Notification No. S.R.O 275 (I)/2016 dated March 31, 2016 would be constrained to consider withholding dividend. List of shareholders who have not provided copies of their CNICs/NTN has been uploaded on company website for shareholders' information.

4. Deduction of Income Tax from dividend:

Pursuant to the provision of Finance Act, 2016 the rates of income tax deduction from dividend payment under section 150 of the Income Tax Ordinance, 2001 have been revised as under:

☐ For filers-12.5%   ☐ For non-filers-20%

All members may check their status from the Active Tax Payers list available on FBR website
Please note that the Shares Registrar will check status of the members (Filer or Non Filer) from the Active Tax Payers list on the basis of valid CNIC/NTN numbers and would deduct tax as per provisions of the law therefore, all shareholders are requested to make it sure that copy of their valid CNIC/NTN should be available with the Shares Registrar, as in case of non-availability of CNIC/NTN the Share Registrar could not check their status and would constrain to apply tax rate prescribed for non-filers.

5. Payment of Cash Dividend through Electronic Mode (Mandatory):

The SECP vide Circular No.CLD/CO.516/2016-3056 dated December 2, 2016 has directed all the listed Companies that any dividend payable in cash shall only be paid through electronic mode directly into the bank account designated by the entitled shareholders. All the entitled shareholders of the Company is requested to provide the particulars of their bank account to enable the Company to credit the dividend amount (if any) through electronic dividend mandate to ensure the mandatory requirements of SECP. The dividend mandate form is available on the Company's website i.e. www.ssgc.com.pk.

6. Payment of Dividend Electronically (optional):

Shareholders have been given an opportunity to authorize the Company to make payment of cash dividend through direct credit to shareholders bank account. To opt for the dividend mandate option, the Dividend Mandate Form is available at Company's website i.e. www.ssgc.com.pk.

7. Electronic Transmission of Annual Audited Financial Statements and Annual General Meeting Notice through e-mail (optional):

Shareholders who desire to receive the Company's Annual Audited Financial Statements and Annual General Meeting Notices through e-mail are requested to fill the requisite form available on the company's website i.e. www.ssgc.com.pk.

8. Consent for Video Conference Facility:

Pursuant to SECP Circular No. 10 of 2014 dated May 21, 2014, if Company receives consent form from members holding aggregate 10% or more shareholding residing at 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. To avail this facility please provide following information and submit to registered office of the Company:

I/We ______________ of ______________ being a member of Sui Southern Gas Company Limited, holding __________ ordinary shares as per Register Folio/CDC Account No. __________ hereby opt for video conference facility at _________.

Signature of Member(s)

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

9. Change in Address:

Shareholders are requested to notify any change in address immediately quoting their folio number(s) to our Shares Registrar.

10. Statement under Section 134(3)/160(1)(b) of the Companies Ordinance, 1984:

A statement under Section 134(3)/160(1) (b) of the Companies Ordinance 1984 pertaining to the Special resolution is being sent to the shareholders along with the notice.

11. Minutes of Last Meeting:

Copies of the minutes of the 61st Annual General Meeting held on May 14, 2016 will be available to the Members on request free of cost.

REGISTERED OFFICE
SSGC House
Sir Shah Muhammad Suleman Road,
Gulshan-e-Iqbal, Block 14,
Karachi 76300, Pakistan

SHARES REGISTRAR
Central Depository Company of Pakistan
CDC House, 99-B, Block B,
SMCHS, Main Sharah-e-Faisal,
Karachi, Pakistan

STATEMENT UNDER SECTION 134(3)/160(1)(b) OF THE COMPANIES ORDINANCE, 2016/1984

THIS STATEMENT SETS OUT THE MATERIAL FACTS CONCERNING THE SPECIAL BUSINESS TO BE TRANSACTED AT THE ANNUAL GENERAL MEETING OF THE COMPANY TO BE HELD ON JUNE 3, 2017.

ITEM NO. 3 OF THE AGENDA - DISSEMINAITON OF ANNUAL ACCOUNTS TO THE SHAREHOLDERS THROUGH CD/DVD/USB:

The Board of Directors has recommended that a proposal should be presented to the shareholders of the Company at a general meeting for dissemination of Annual Accounts to the shareholders through CD/DVD/USB instead of transmission of the same in book form as notified by Securities and Exchange Commission of Pakistan vide SRO No. 470(I)/2016 dated May 31, 2016. All necessary requirements of law will be complied with in this regard.

SSGC **Sui Southern Gas Company Limited**