

SSGC/CS/2024-020 February 12, 2024

The General Manager

Pakistan Stock Exchange Limited, Stock Exchange Building, Stock Exchange Road, Karachi.

Dear Sir,

SUBJECT: PRESS CLIPPINGS OF EXTRAORDINARY GENERAL MEETING

Please find attached herewith the press clippings for the Notice of Extraordinary General Meeting (EOGM) scheduled to be held on Monday, March 04, 2024, at 10:30 a.m. at Arena, Jade Hall, Karsaz Service Road, Karachi. The notice was published in the following newspapers on Sunday, February 11, 2024:

- 1. Daily The News
- 2. Daily Jang

Yours Sincerely,

Mateen Sadiq Company Secretary

Encl: aa

cc: The Registrar of Companies Securities and Exchange Commission of Pakistan State Life Building No.2 Wallace Road, <u>Karachi.</u>

Executive Director / HOD

Offsite -II Department, & Supervision Division, Securities and Exchange Commission of Pakistan, NIC Building, 63 Jinnah Avenue, Blue Area, Islamabad

	NOTICE OF EXTRAORDINARY GENERAL MEETING
N	Notice is hereby given that an Extraordinary General Meeting of the shareholders of Sul Southern Gas Company Limited will be held on Monday, March 04, 2024 at 10:30 a.m. at Arena, Jade Hall, Karsaz Service Road, Karachi and through video conferencing to transact the following pusinesses;
C	DRDINARY BUSINESSES
	To review minutes of the 68th Annual General Meeting of the shareholders held on December 29, 2023. 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 2) Ms. Saira Najeeb Ahmed 3) Mr. Shahbaz Tahir Nadeem 4) Mr. Shakeel Qadir Khan 5) Mr. Muhammad Raziuddin Monem 6) Dr. Sohail Razi Khan 7) Mr. Ayaz Dawood 8) Mr. Shoalb Javed Hussain 6) Dr. Sohail Razi Khan
.3	8. To transact any other ordinary business of the Company with the permission of the Chair.
1 ii E	A statement of material facts under Section 166(3) of the Companies Act, 2017 is attached with this Notice. The Share transfer books of the Company will remain closed from Tuesday, February 27, 2024 to Monday, March 04, 2024 (Both days nclusive). 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, 26 February, 2024, will be considered in time o determine the above-mentioned entitlement and to attend and vote at the Meeting. By the Order of the Board
19	February 10, 2024 Mateen Sadiq
	(Company Secretary)
-	NOTES:
1	ELIGIBILITY CRITERIA FOR CANDIDATES CONTESTING ELECTION OF DIRECTORS
Î.	Any member (including a retiring director) who seeks to contest the election of Directors shall file the following documents / information duly signed, 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 selecting any one category stated below in which he/she intends to contest, as per new amendments made by the SECP in Regulation 7A of the Listed Companies (Code of Corporate Governance) Regulations, 2019 through S.R.O. 906 (I)/2023 dated July 07, 2023:
12	Female Director II. Independent Director III. Other Director
b	Consent to act as director on Form-28 under Section 167 of the Companies Act, 2017 along with copy of CNIC, NTN or Passport along
mi 10	with the 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 Listed Companies (Code of Corporate Governance) Regulations, 2019, the Public Sector Companies (Corporate Governance) Rules, 2013 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;
C.	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;
d.	A declaration that the person is aware of the duties and powers of directors under The Companies Act 2017, the State-Owned Enterprises (Governance and Operations) Act, 2023; The Listed Companies (Code of Corporate Governance) Regulations, 2019, Public Sector Companies (Corporate Governance) Rules, 2013, the Memorandum and Articles of Associations of the Company, Pakistan Stock Exchange (PSX) Rules and other applicable laws/rules/regulations/codes etc.
e.	He /she is not a minor neither of unsound mind nor an un-discharged insolvent.
f.	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.
g.	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.
IJ,	Independent Directors, whose names are listed on the data bank of independent directors maintained by Pakistan Institute of Corporate Governance (PICG) duly authorized 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 and 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 / 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.
	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 and Appendix of Rule 3(7) of the Public Sector Companies (Corporate Governance) Rules, 2013 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.
Tł	ne specimen of all requisite forms / undertakings / declarations / postal ballot are available on the Company's website i.e. www.ssgc.com.pk.
2.	PARTICIPATION IN EXTRAORDINARY GENERAL MEETING
a.	The such Electronic Means (Online) / Recommanded Via Video Conferencias)
	the light of the relevant guidelines issued by the SECP from time to time, the shareholders are encouraged to participate in the General
M	eeting through electronic facility arranged by the Company. In order to attend the General Meeting through electronic facility arranged by the Company. In order to attend the General Meeting through electronic facility, the shareholders e requested to get themselves registered with CDC Share Registrar Services Limited (CDCSR) at least 48 hours before the time of General

Meeting at cdcsr@cdcsrsl.com or at WhatsApp number 0321-8200864. The entitled shareholders, whose name appear on the Books of the Company by close of Business hours on Monday, 26 February, 2024 will be treated in time for the purpose of attending the meeting and those shareholders are requested to provide the information as per below

1000	Sui Southern Gas
GC	Company Limited

	Page No.	P	lace	Dated	\$\$1	GC Cor	
S. No.	Name of Company	Folio / CDS Ac #	Name of Shareholder	CNIC #	Mobile #	E-mail Address	
nahman.	Sui Southern Gas Company Limited	A Thin we	al an taith a p	RVS I - Dealt	1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1	- material	
at 10:00 a joining the b. Attend i. A men to atten in case repres CNIC ii. The pr Secret iii. If any I all suc 3. GUID CDC Accor A. For A i. In the Nation ii. In case copy of	s of the electronic facility will b m on Monday, March 04, 202 meeting, which will start at 1 ding Meeting in Person or 1 her, entitled to attend and vo nd meeting and vote on his / f e of legal entities, a resolutio ent and vote on behalf of the or original Passport at the tim roxy instrument must be com any but not later than 48 hour member appoints more than on h instruments of proxy shall b ELINES FOR CDC ACC ounts holders will further have attending the Meeting case of individuals, the account al Identity Card ("CNIC") or of e of corporate entitles, the B of valid CNIC of the person no s it has been submitted earlie	A enabling the parti 0:30 a.m. Through Proxies the at the General M her behalf. A legal en n of the Board of Di- legal entity shall be the of the meeting. pleted in all respect is before the time of the proxy for any one be rendered invalid. OUNT HOLDER: a to follow the guide ant holder or sub-acc original Passport at the loard of Directors' R minated to represent	cipants to join the proc leeting, shall be entitle ntity, being a member, r rectors' / Power of Atto submitted to the Compa- ts and in order to be et holding the meeting. In meeting and more that south holder shall auther he time of attending the tesolution / Power of Attacts	eedings after iden and to appoint anoth may also appoint / ormey with specim any. The proxy hol ffective should be in one instruments incular No.1 dated nticate their identit e meeting. ttomey with speci he corporate entity	her member as h nominate any per en signature of the ders are required t deposited at the of proxy are depos d January 26, 200 y by showing their men signature of	ication process is /her proxy in the son as proxy. Ho e person nomina o produce their of Office of the Con ited with the Con 0 issued by the original Comput nominee and at	
ii. The p iii. Attest iv. The p v. In cas (unles	te of individuals, the account ration details are uploaded as roxy form shall be witnessed ed copies of CNIC or the Pas roxy shall produce his/her or e of a legal entity, the Board s it has been provided earlier tion of shareholders' p	s per the regulations by two persons who sport of the benefici ginal CNIC or origin of Directors' resoluti) along with proxy for	, shall submit the proxy se names, addresses a al owners and of the pr al Passport at the time on/power of attorney w prm.	form as per the re and CNIC numbers oxy shall be furnis of the meeting.	equirements mention s shall be mention hed with the proxy ature shall be subr	oned below: ed on the form. r form.	
	tify any change in mailing add		lress to our Share Regi	strar, in case of ph	ysical shareholde	rs and in case of	
5. Polling on Special Business and Election of Directors							
2192(1)/2 through el of director section 15 to vote thr Monday, M	bers are hereby notified that 022 dated December 05, 202 ectronic voting facility and vo s, if the number of persons w 9 of the Act. Accordingly, me ough e-voting facility or votin farch 04, 2024 at 10:30 a.m., ii ails will be shared in due cou	22 issued by the SE ting by post to the r ho offer themselves mbers of Sul South g by post for the ele n accordance with th rse.	CP. The SECP has di members on all busine: to be elected is more em Gas Company Lim action of directors in its te requirements and sub	rected all the listed sses classified as than the number of iled (the "Compan forthcoming Extra oject to the condition	d companies to pro special business a of directors fixed ur y") will be allowed aordinary General ns contained in the	ovide the right to and in case of el ader sub-section to exercise their Meeting to be h aforesaid Regul	
	STATEMENT OF MATE						
Enterprise	ern Gas Company Limited is is (Governance and Operatio 56 of the Companies Act, 2017 r.	ns) Act, 2023. Acco	ordingly, independent d	irectors shall be e	elected in accordan	nce with Section	
After the r sharehold	otice / intention to contest for ers (contestants) shall apply t s) Act, 2023 and the Company	the fit and proper constant of the shall carry out due	riteria given under Sec	tion 16 of the State the status of a d	te-Owned Enterpri irector as an indep	ses (Governand endent director	
Operation	ection 166 of the Act and the C	stere terrene d'acteur	n <mark>ena</mark> (en april 1				

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	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 Morday, March 04, 2024 at 10:30 a.m. at Arena, Jade Hall, Karsaz Service Road, Karachi and through video conferencing to transact the following	
	businesses; ORDINARY BUSINESSES	
170 2+ WS	 CRDINART BUSINESSES To review minutes of the 68th Annual General Meeting of the shareholders held on December 29, 2023. 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 21 1 1	1) Dr. Shamshad Akhlar 2) Ms. Saira Najeeb Ahmed 3) Mr. Shahbaz Tahir Nadeem 4) Mr. Shakeel Qadir Khan 5) Mr. Muhammad Raziuddin Monem 6) Dr. Sohail Razi Khan 7) Mr. Ayaz Dawood 8) Mr. Shoalb Javed Hussain	Jang
	3. To transact any other ordinary business of the Company with the permission of the Chair.	1 23 1.
	A statement of material facts under Section 186(3) of the Companies Act, 2017 is attached with this Notice. The Share transfer books of the Company will remain closed from Tuesday, February 27, 2024 to Monday, March 64, 2024 (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. 26 February, 2024, will be considered in time to determine the above-mentioned entitlement and to attend and vote at the Meeting. By the Order of the Board	11.2.2024
	February 10, 2024 Mateen Sadiq Karachi (Company Secretary)	
	1. ELIGIBILITY CRITERIA FOR CANDIDATES CONTESTING ELECTION OF DIRECTORS	
-	1. Any member (including a retiring director) who seeks to contest the election of Directors shall file the following documents / information	
trad.	duly signed, 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 selecting any one category stated below in which he/she intends to contest, as per new amendments made by the SECP in Regulation 7A of the Listed Companies (Code of Corporate Governance) Regulations, 2019 through S.R.O. 906 (I)/2023 dated July 07, 2023:	
	Ermale Director II. Independent Director III. Other Director	
	b. Consent to act as director on Form-28 under Section 167 of the Companies Act, 2017 along with copy of CNIC, NTN or Passport along with the declaration. That he/she is not ineligible to become a director under any provisions of the Companies Act, 2017, The State-Owner Enterprises (Governance and Operations) Act, 2023, the Listed Companies (Code of Corporate Governance) Regulations, 2019, the Public Sector Companies (Corporate Governance) Rules, 2013 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;	
	c. 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;	
	d. A declaration that the person is aware of the duties and powers of directors under The Companies Act 2017, the State-Owned Enterprises (Governance and Operations) Act, 2023, The Listed Companies (Code of Corporate Governance) Regulations, 2019, Public Secto Companies (Corporate Governance) Rules, 2013, the Memorandum and Articles of Associations of the Company, Pakistan Stock Exchange (PSX) Rules and other applicable laws/rules/regulations/codes etc.	
	e. He /she is not a minor neither of unsound mind nor an un-discharged insolvent.	
1	f. 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.	
	g. 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.	
	III. Independent Directors, whose names are listed on the data bank of independent directors maintained by Pakistan Institute of Corporate Governance (PICG) duly authorized 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 oritena Iaid down in Section 166 of the Act and the Companies (Manner and Selection of Independen Directors) Regulations, 2018. Accordingly, the following additional documents are to be submitted by the candidates intending to contes election of directors as an independent director:	f l
	a. Declaration by Independent Director(s) under Clause 6(3) of the Listed Companies (Code of Corporate Governance) Regulations, 2019	K
	b. Undertaking on non-judicial stamp paper that he / she complies with the fit and proper criteria as prescribed in State-Owned Enterprise (Governance and Operations) Act, 2023 and that he/she meets the requirements of sub-regulation (1) of Regulation 4 of the Companie (Manner and Selection of Independent Directors) Regulations, 2018.	11.
	III. The appointing authorities, including the Government and other shareholders, shall apply the fit and proper orderia given in Schedule-P of Section 16 of the State-Owned Enterprises (Governance and Operations) Act, 2023 and Appendix of Rule 3(7) of the Public Secto Companies (Corporate Governance) Rules, 2013 in making nonunations of the persons for election as Board Members under the provision 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 governin a specified sector.	r s l
	The specimen of all requisite forms / undertakings / declarations / postal ballot are available on the Company's website i.e. www.ssgc.com.pl	AMUNICATIONS (NCC)
	2. PARTICIPATION IN EXTRAORDINARY GENERAL MEETING	1. M. Care and Mill So if a cast of
	a, Through Electronic Means (Optional / Recommended Via Video Conferencing)	
	In the light of the relevant guidelines issued by the SECP from time to time, the shareholders are encouraged to participate in the General Meeting through electronic facility arranged by the Company. In order to attend the General Meeting through electronic facility, the shareholder are requested to get themselves registered with CDC Share Registrar Services Limited (CDC SR) at least 48 hours before the time of General Meeting at cdcM@cdcsrst.com or at WhittsApp number 0321-8200864.	5

The entitled shareholders, whose name appear on the Books of the Company by close of Business hours on Monday, 28 February, 2024 will be treated in time for the purpose of attending the meeting and those shareholders are requested to provide the information as per below (emot

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S. No.	Name of Company	Folio / CDS Ac #	Name of Shareholder	CNIC #	Mobile #	E-mail Address	
	Sui Southern Gas Company Limited	1	train 1 1		41.		
at 10:00 ar joining the b. Attend i. A mem to atten in case represe CNIC o ii. The pro Secreta iii. If any m all such 3. GUIDE CDC Accou	s of the electronic facility will b m on Monday, March 04, 202- meeting, which will start at 10 ling Meeting in Person or T ber, entitled to attend and voi d meeting and vote on his / hi- of legal entities, a resolution ent and vote on behalf of the le r original Passport at the time oxy instrument must be comp any but not later than 48 hours member appoints more than on instruments of proxy shall be ELINES FOR CDC ACCCO unts holders will further have ttending the Meeting	4 enabling the parti- 2:30 a.m. Through Proxles te at the General M er behalf. A legal er of the Board of Dir egal entity shall be s a of the meeting. bleted in all respects before the time of the proxy for any one a rendered invalid. DUNT HOLDERS	cipants to join the proc eeting, shall be entitle tity, being a member, n rectors' / Power of Atto submitted to the Compa s and in order to be eff holding the meeting. meeting and more than	eedings after Iden d to appoint anoth nay also appoint / rney with specime ny. The proxy hold fective should be none instruments of	tification and verifie ther member as his nominate any perso en signature of the ders are required to deposited at the O of proxy are deposit	with the Company,	a ma in 1995. An anna an anna a' a' chuidh a' anna a' a' chuidh a' anna a' a' chuidh a' a' anna a' a' chuidh a
Nationa ii. In case copy of	ase of individuals, the accoun al Identity Card ("CNIC") or or of corporate entities, the Bo valid CNIC of the person nom it has been submitted earlier	iginal Passport at th ard of Directors' Re inated to represent	e time of attending the esolution / Power of At and vote on behalf of th	meeting. torney with specir te corporate entity	nen signature of ne	ominee and attested	a de la constante de la constante
•	pointing Proxies	10 and 00 april 10 and					
registra ii. The pro iii. Attested iv. The pro v. In case	of individuals, the account h tion details are uploaded as p xy form shall be witnessed by I copies of CNIC or the Pass xy shall produce his/her origin of a legal entity, the Board of it has been provided earlier)	per the regulations, y two persons whos port of the beneficia nal CNIC or original Directors' resolution	shall submit the proxy e names, addresses a l owners and of the pro Passport at the time o n/power of attorney wit	form as per the re- nd CNIC numbers oxy shall be furnish if the meeting.	quirements mention shall be mentioned ned with the proxy f	ned below: d on the form. form.	
2	on of shareholders' par						<u></u>
Please notif	y any change in mailing address s Participant/Investor Accourt	ess and email addre	ess to our Share Regis	trar, in case of phy	ysical shareholders	and in case of CDC	
	g on Special Business a		Directors				
2192(1)/202 hrough electors of directors, section 159 o vote throu Monday, Mar	rs are hereby notified thal p 2 dated December 05, 2022 tronic voting facility and votir if the number of persons who of the Act. Accordingly, mem ugh e-voting facility or voting rch 04, 2024 at 10:30 a.m., in a Is will be shared in due cours	issued by the SEC ng by post to the mo offer themselves to bers of Sui Souther by post for the elect accordance with the	P. The SECP has dire embers on all business o be elected is more th n Gas Company Limite tion of directors in its fo	cted all the listed ses classified as s an the number of ed (the "Company orthcoming Extrac	companies to prov pecial business an directors fixed und ") will be allowed to ordinary General M	vide the right to vote d in case of election er sub-section (1) of o exercise their right eeting to be held on	
	STATEMENT OF MATER	RIAL FACTS UN	DER SECTION 166	(3) OF THE C	OMPANIES ACT	r, 2017	
Enterprises	n Gas Company Limited is re (Governance and Operations of the Companies Act, 2017,	a) Act, 2023, Accord	lingly, independent dire	ectors shall be ele	ected in accordance	e with Section 159,	
shareholder Operations)	ice / intention to contest for el s (contestants) shall apply the Act, 2023 and the Company st tion 166 of the Act and the Co	e fit and proper crit shall carry out due o	erla given under Section diligence to determine	on 16 of the State	-Owned Enterprise	es (Governance and Indent director In line	UNICATIONS (

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None of the Directors of the Company has any direct or indirect interest in this business, except that he/she can contest the election of directors.



