



S.S.OIL MILLS LIMITED

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of the Shareholders of the Company will be held at its Registered Office 2-Tipu Block New Garden Town, Lahore on Monday October 28, 2024 at 11:00 A.M. to transact the following business:

- To confirm the minutes of last Annual General Meeting.
 - To receive, consider & adopt the Audited Accounts of the company for the year ended June 30, 2024 together with the Auditors' and Directors' Report thereon.
 - To appoint Auditors for next year & fix their remuneration. The present Auditors M/s Aslam Malik & Co. Chartered Accountants retire & being eligible for re-appointment, have offered themselves for re-appointment.
 - To elect in accordance with the provision of Section 160 of the Companies Act, 2017. The Directors have fixed the number of elected Directors at SEVEN. The names of the retiring Directors are as under:
 - Mr. Shahzad Ali Khan (i), Mr. Shaharyar Ali Khan (ii), Mr. Sikandar Ali Khan (iii), Nawabzad Bogum Shamim Shafiqat (iv), Mr. Javaid Omer (v), Mr. Hassan Javed (vi), Nawabzada Wajahat Ali Khan
 - To consider any other business with the permission of the Chair.
- Special Business**
- To ratify and approve transactions conducted with related parties for the year ended June 30, 2024 by passing the following special resolution with or without modification:

RESOLVED THAT the transactions conducted with related parties as disclosed in the note 34 of the financial statements for the year ended June 30, 2024 and specified in the Statement of Material Information under section 134(3) be and are hereby ratified, approved and confirmed.
 - To authorize the Board of Directors of the Company to approve transactions with related parties for the financial year ending June 30, 2025 by passing the following special resolution with or without modification:

RESOLVED THAT the Board of Directors of the Company be and is hereby authorized to approve the transactions to be conducted with Related Parties on case to case basis for the financial year ending June 30, 2025.

RESOLVED FURTHER that these transactions by the Board shall be deemed to have been approved by the shareholders and shall be placed before the shareholders in the next Annual General Meeting for their formal ratification/approval.
- FURTHER RESOLVED THAT** Mr. Shahzad Ali Khan, Nawabzada Wajahat Ali Khan and Sikandar Ali Khan Directors of the company be and are hereby authorized, singly, to do all acts, deeds, take any or all necessary actions to complete all legal formalities and file all necessary documents as may be necessary or incidental for the purpose of implementing the aforesaid resolutions.
- To consider and approve the Circulation of Annual Report through QR Code and Through Weblink, in accordance with the Section 223(6) of the Companies Act, 2017 read with SECP's S.R.O.389(1)2023 dated March 21, 2023 and pass the following resolution with or without modification:

*RESOLVED THAT the Company be and is hereby authorized to circulate its Annual Report including Annual Audited Financial Statements Auditor's Report, Directors Report, Chairman Review Report and other reports contained therein to Members of the Company through QR enabled Code and web link. (Attached to this notice is a statement of Material Facts covering the above-mentioned Special Business, as required under section 134(3) of the Companies Act, 2017.

LAHORE October 06, 2024

By Order of the Board
(Sajid Mahmood Khan)
Company Secretary

NOTES

- The Share Transfer Book of the Company will remain closed for transaction from October 22, 2024 to October 28, 2024.
- Participation in General Meeting**

A member of the Company entitled to attend and vote at this meeting is entitled to appoint another member of the Company as his/her proxy to attend and vote on his/her behalf. Proxy form, in order to be effective, must be received at the Registered Office of the Company duly signed not less than 48 hours before the meeting.

A. For Attending the 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 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 through video-link.
 - In case of Corporate Entity, 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 meeting through video-link.

B. 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 the Regulations, shall submit the proxy form as per the above requirement.
 - The proxy form shall be witnessed by two persons whose names, address and CNIC/Passport Numbers shall be mentioned on the form.
 - Attested copies of CNIC or Passport of the beneficial owners and the proxy shall be furnished with the proxy form.
 - The proxy shall produce his/her original CNIC or original Passport at the time of meeting.
 - In case of 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.
- Members are requested to notify change in their address, if any.
- The shareholders who still hold shares in physical form are requested to convert their shares in the Book-Entry-Form.
- Shareholders who could not collect their previous dividend/physical shares are advised to contact the company to collect/inquire about their unclaimed dividend or shares, if any.

5. Consent for Video Conference Facility.

Pursuant to section 132(2) of the Companies Act, 2017, Members may avail video conference facility for this Annual General Meeting provided the Company received consent from the members holding aggregate 10% or more shareholding at least 7 days prior to the date of meeting. The shareholders intending to participate in the meeting via video link, are requested to register their intent beforehand by submitting their particulars at the designated email address Ashfar.ah@ssgroup.pk.

Required Information: Shareholder Name, CNIC Number, Folio/CDC Account No., Mobile Phone Number* and Email address * Shareholders are requested to provide active mobile number and email address to ensure timely communication.

Modes of Communication: The above mentioned information can be provided through following modes:

- Mobile/WhatsApp: 0333-4218546
- Email: Ashfar.ah@ssgroup.pk

Video link details and login credentials (ZOOM Application) will be shared with those shareholders who provide their intent to attend the meeting containing all the particulars as mentioned above on or before October 26, 2024 by 11:00 a.m.

Shareholders are also encouraged to provide their comments and queries on the agenda items of the AGM through above contact number/email address which will be appropriately addressed in the meeting.

6. E-Voting

Member of the Company will be allowed to exercise their right to vote through e-voting facility or voting by post in its forthcoming Annual General Meeting to be held on Monday, October 28, 2024 at 11:00 A.M. in accordance with the conditions mentioned in the aforesaid regulations.

7. Annual financial statements of the Company for the year ended June 30, 2024 along with related reports have been placed at the website of the Company www.ssgroup.pk. Any shareholder can send request for printed copy of the Annual Report-2024 to the Company.

8. For Election of Directors:

Any member who seeks to contest the election of Directors shall, whether he/she is a retiring director or otherwise, file with the Company the following documents and information at its registered offices not later fourteen days before October 28, 2024:

Notice of his/her intention to offer himself for the election a Director term of Section 159(3) of the Companies Act, 2017, selecting any one category in which he/she intend to contest, in accordance with Regulation 7A of the Listed Companies (Code of Corporate Governance) Regulations, 2019. The categories of Directors and number of Directors to be elected in each category are as follows:

Category	Number of Directors to be Elected.
Female Director	1
Independent Directors	2
Other Directors	4

- Contestant to act as Director as prescribed under Section 167 of the Companies Act, 2017.
- His/her Folio No./CDC Investors Account No./CDC Sub-Account No., number of Shares held and contact details.
- Profile including other Directorships/Offices held, if any, along with his/her address to be placed on the website of the Company.
- An attested copy of Computerized National Identity Card (CNIC)/Passport (in case of foreigner) and Taxpayer Registration Certificate.
- A declaration that:**
 - He/She is not ineligible to become a director of the Company under the Companies Act, 2017 and/or other applicable laws/rules/regulations.
 - He/She is not serving as a director including as an alternate director of more than seven listed companies including this Company (when elected / appointed as director). Provided that this limit shall not include the directorships in the listed subsidiaries.
 - He/She is not engaged in the business of brokerage or is not a spouse of such person or is not a sponsor director or officer of a corporate brokerage house.
 - He/She has not been declared by a court of competent jurisdiction as defaulter in repayment of loan to a financial institution.
 - He/She is aware of the duties and powers of a director under the memorandum and article of association of the Company and applicable laws / rules/regulations, etc.
- Person contesting as independent Director shall also submit:
 - A declaration that he/she qualifies the criteria of independence under the listed Companies (Code of Corporate Governance) regulations, 2019 and Companies Act, 2017 and rules/regulation issued there under and that his/her name is listed on the data bank of independent directors maintained by an institute/organization duly notified by the Securities Exchange Commission of Pakistan.
 - An Undertaking on non-judicial stamp paper that he/she meets the requirements of sub-Regulation (1) of Regulation-4 of the Companies (Manner and selection of Independent Directors) Regulations, 2018 along with relevant supporting information supporting the undertaking.
- Any other document/information he/she thinks necessary and/or the Company may require.
- The contesting candidates are requested to read the relevant provisions/requirements relating to the election of Directors under the Companies Act, 2017 and rules/regulations issued thereunder and ensure compliance with the same in letter and spirit.
- If the number of persons who offer themselves to be elected in a category is not more than the number of directors to be elected in such category, such persons will be elected unopposed without the voting process.

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

1. Item Number 4 of the notice - Election of Directors

In compliance of Section 166(3) of the Companies Act, 2017, for an independent director, consent papers will be accepted from those persons who meet the criteria set out for independence under Section 166 of the Companies Act, 2017 and after observing relevant requirements of rules/regulations issued thereunder including availability of their names on the data bank of independent directors maintained by an institute/organization duly notified by the Securities and Exchange Commission of Pakistan. Further, the Company while selecting independent directors shall exercise its own due diligence and shall also assess respective competencies, diversity, skill, knowledge and experience of candidates. The Company shall ensure that independent directors are elected in the same manner as other directors are elected in terms of Section 159 of the Companies Act, 2017. No Director has direct or indirect interest in the above mentioned business or exceeds his shareholding and that he/she can contest for election of Directors.

2. Item Number 6 of the notice - Ratification and approval of the related party transactions

Transactions conducted with all related parties have to be approved by the Board of Directors duly recommended by the Audit Committee on quarterly basis pursuant to clause 15 of the Listed Companies (Code of Corporate Governance) Regulations, 2019. However, during the year since majority of the Company's Directors were interested in certain transactions due to their common directorships in the group companies. These transactions are being placed for the approval by shareholders in the Annual General Meeting. All transactions with related parties to be ratified have been disclosed in the note 34 to the financial statements for the year ended June 30, 2024. Party-wise details of such related party transactions are given below:

Name of Related Party	Transaction Type	PKR
S.S. Feed Mills (Private) Limited	Sale of Goods	1,432,064,906

The company carries out transactions with its related parties on an arm's length basis as per the approved policy with respect to transactions with related parties in the normal course of business. All transactions entered into with related parties require the approval of the Board Audit Committee of the Company, which is chaired by an independent director of the company. Upon the recommendation of the Board Audit Committee, such transactions are placed before the board of directors for approval. Transactions entered into with the related parties include sale of goods (in accordance with the approval of shareholders and board where applicable). The nature of relationship with these related parties has also been indicated in the note 34 to the financial statements for the year ended June 30, 2024. The Directors are interested in the resolution only to the extent of their common directorships in such related parties.

3. Item number 7 - Authorization for the Board of Directors to approve the related party transactions during the year ending June 30, 2025

The Company shall be conducting transactions with its related parties during the year ending June 30, 2025 on an arm's length basis as per the approved policy with respect to transactions with related parties in the normal course of business. The majority of Directors are interested in these transactions due to their common directorship in the holding / associated companies. In order to promote transparent business practices, the shareholders desire to authorize the Board of Directors to approve transactions with the related parties from time-to-time on case to case basis for the year ending June 30, 2025, which transactions shall be deemed to be approved by the Shareholders. The nature and scope of such related party transactions is explained above. These transactions shall be placed before the shareholders in the next AGM for their formal approval/ratification. The Directors are interested in the resolution only to the extent of their common directorships in such related parties.

4. Item number 8 - Approval to circulate Annual Report via QR code and weblink

Approve to circulate the Annual Balance sheet and Profit and Loss Accounts, Auditor's Report and Directors' Report, etc. (Annual Audited Financial Statements) to its members through QR enabled code and weblink as required under section 223 (7) of Companies Act and subsequently advised by SECP through its Notification S.R.O.389(1)2023 dated March 21, 2023.

