



Sui Southern Gas Company Limited

TCS

The Commissioner
Securities & Exchange
Commission of Pakistan
7-NIC Building, Jinnah Avenue
Blue Area
Islamabad

BS/AGM/16
25 April 2016

Dear Sir,

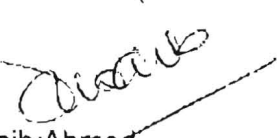
NOTICE OF MEETING -
61st ANNUAL GENERAL MEETING -
SUI SOUTHERN GAS COMPANY LIMITED

Please find enclosed herewith 05 copies of Notice of Meeting of Sui Southern Gas Company Limited. The Annual General Meeting of the Company will be held on 14 May 2016 at 2:30 pm at Pearl Continental Hotel, Karachi.

The book closure for the purpose of holding Annual General Meeting will be from 7 May 2016 to 14 May 2016 (both days inclusive).

Thanking you.

Yours Sincerely,


Shoaib Ahmed
Company Secretary

Encl: a.a.

TCS

cc: The Secretary
Pakistan Stock Exchange
Limited. Karachi

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

cc: Head of Operations
Central Depository Company of
Pakistan, CDC House
99-B, S.M.C.H.S
Shahrah e Faisal, Karachi

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NOTICE OF 61ST ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 61st Annual General Meeting of Sui Southern Gas Company Limited (the "Company") will be held at Pearl Continental Hotel, Karachi on Saturday, May 14, 2016 at 02:30 pm for the purpose of transacting the following business:

ORDINARY BUSINESS

- To receive, consider and adopt the Audited Financial Statements of the Company for the year ended June 30, 2015 together with the Directors' and Auditor's Reports thereon.
- To confirm the appointment of M/s. Dalme Yousef Adil, Chartered Accountants as auditors of the Company for the year ended June 30, 2016 and fix their remuneration.

SPECIAL BUSINESS

- To consider and amend Article 102 of the Articles of Association of the Company and pass the following special resolution, with or without modification:

"Resolved that Article 102 of the Articles of Association of the Company be and is hereby amended to be read as under:
102 The remuneration to be paid to the Directors for attending the Board of Directors and its Committees Meeting, shall be Rs. 100,000/- per BOD and its Committees meeting.

OTHER BUSINESS

- 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 May 7, 2016 to May 14, 2016 (both days inclusive) when no transfer of shares will be accepted for registration.

By Order of the Board
Shoaib Ahmed
Company Secretary

April 09, 2016
Karachi

Statement Under Section 160(1)(B) of the Companies Ordinance, 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 May 14, 2016.

Remuneration of Directors

The Board of Directors has recommended that the proposals should be presented to the shareholders of the Company at the Annual General Meeting for alterations/amendments in the Articles of Association of the Company.

To revise the remuneration of the Directors for attending meetings of the Board of Directors and its Committees in accordance with the law in order to attract and retain high profile / independent individuals on the Board of the Company successfully and in accordance with good governance practices. In this regard, the Company is required to amend Article 102 of the Articles of Association of the Company. All necessary requirements of law will be complied with in this regard.

The proposal for amendment in the Articles of Association of the Company is therefore being placed before the shareholders for their consideration and if deemed appropriate to pass the following Special Resolution, with or without modification(s):

"Resolved that Article 102 of the Articles of Association of the Company be and is hereby amended to be read as under"

102. The remuneration to be paid to the Directors for attending the meetings of the Board of Directors and its Committees, shall be Rs. 100,000/- per Board and its Committees meetings.

Resolved further that the Company Secretary be and is hereby authorized to do all acts to effect the above Special Resolution of the Company and to comply with all the necessary requirements of the law in this behalf."

NOTES:

1. Participation in Annual General Meeting:

- 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.
- The proxy form 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.

Further Guidelines for CDC Account Holders:

CDC Account Holders will further have to follow the under mentioned guidelines as laid down in Circular # 1 dated January 28, 2000 issued by the Securities and Exchange Commission of Pakistan.

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 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.
- 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:

- 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.
- 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.
- The Proxy shall produce his / her original CNIC or original passport at the time of the Meeting.
- 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. 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

4. 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 Company's website i.e. www.ssgc.com.pk

5. Change In Address:

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

6. Minutes of Last Meeting:

Copies of the minutes of the 60th Annual General Meeting held on April 16, 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



Sui Southern Gas
Company Limited

SHARES REGISTRAR:

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

NOTICE OF 61ST ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 61st Annual General Meeting of Sui Southern Gas Company Limited (the "Company") will be held at Pearl Continental Hotel, Karachi on Saturday, May 14, 2016 at 02:30 pm for the purpose of transacting the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements of the Company for the year ended June 30, 2015 together with the Directors' and Auditor's Reports thereon
2. To confirm the appointment of M/s. Deloitte Yousuf Adl, Chartered Accountants as auditors of the Company for the year ended June 30, 2016 and fix their remuneration.

SPECIAL BUSINESS

3. To consider and amend Article 102 of the Articles of Association of the Company and pass the following special resolution, with or without modification:

Resolved that Article 102 of the Articles of Association of the Company be and is hereby amended to be read as under:

102 The remuneration to be paid to the Directors for attending the Board of Directors and its Committees Meeting, shall be Rs. 100,000/- per BOD and its Committees meeting

OTHER BUSINESS

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 May 7, 2016 to May 14, 2016 (both days inclusive) when no transfer of shares will be accepted for registration

April 09, 2016
Karachi

By Order of the Board
Shoaib Ahmed
Company Secretary

Statement Under Section 160(1)(B) of the Companies Ordinance, 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 May 14, 2016.

Remuneration of Directors

The Board of Directors has recommended that the proposals should be presented to the shareholders of the Company at the Annual General Meeting for alterations/amendments in the Articles of Association of the Company.

To revise the remuneration of the Directors for attending meetings of the Board of Directors and its Committees in accordance with the law in order to attract and retain high profile / independent individuals on the Board of the Company successfully and in accordance with good governance practices. In this regard, the Company is required to amend Article 102 of the Articles of Association of the Company. All necessary requirements of law will be complied with in this regard

The proposal for amendment in the Articles of Association of the Company is therefore being placed before the shareholders for their consideration and if deemed appropriate to pass the following Special Resolution, with or without modification(s).

Resolved that Article 102 of the Articles of Association of the Company be and is hereby amended to be read as under:

102. The remuneration to be paid to the Directors for attending the meetings of the Board of Directors and its Committees, shall be Rs. 100,000/- per Board and its Committees meetings.

Resolved further that the Company Secretary be and is hereby authorized to do all acts to effect the above Special Resolution of the Company and to comply with all the necessary requirements of the law in this behalf "

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 form 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.

Further Guidelines for CDC Account Holders:

CDC Account Holders will further have to follow the under mentioned guidelines as laid down in Circular # 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.
 - i) The Proxy form shall be witnessed by two persons whose names, addresses and CNIC numbers shall be mentioned on the form.
 - ii) Attested copies of CNIC or the passport of the beneficial owners and the proxy shall be furnished with the proxy form.
 - iii) The Proxy shall produce his / her original CNIC or original passport at the time of the Meeting.
 - iv) 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.

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