

February 18, 2019
PSX/SSGC/CR/0001/19

The General Manager
Pakistan Stock Exchange Limited
Stock Exchange Building
Stock Exchange Road
Karachi.

Dear Sir,

**SUBJECT: CERTIFIED RESOLUTIONS PASSED IN THE 63RD ANNUAL GENERAL MEETING (AGM) OF SUI SOUTHERN
GAS COMPANY LIMITED**

We enclose certified copies of the following Resolutions unanimously passed by the shareholders of Sui Southern Gas Company Limited ("the Company") in the 63rd Annual General Meeting of the company held on March 15, 2019 at Karachi.

1. Resolution for grant of leave of absence.
2. Resolution for confirmation of minutes of 62nd Annual General Meeting of the company held on June 30, 2017.
3. Resolution for adoption of Annual Audited Financial Statements of the Company for the year ended June 30, 2017 together with the Directors' Report in English and Urdu, and the Auditors' Reports thereon.
4. Resolution for appointment of Statutory Auditors for the year ending June 30, 2018.
5. Special Resolution for modification in Articles of Association of the Company for Quorum of The General Meetings as per Regulatory requirement.
6. Special Resolution for modification in Articles of Association of the Company to enable the members for e-voting, as required under the Companies (E-Voting) Regulations 2016.
7. Special Resolution for modification in Articles of Association of the Company to enable the members' of having facility of video conferencing in the General Meetings as allowed by the Securities and Exchange Commission of Pakistan vide Circular No. 10 of 2014 dated May 21, 2014.
8. Special Resolution for modification in Articles of Association of the Company for giving notices to the member against an acknowledgement or by post or courier service or through electronic means or in any other manner, subject to compliance with the conditions as may be specified by the Commission.



Shoaib Ahmed
Company Secretary

Encl: As above.

Certified that the following Resolution was passed by the shareholders of Sui Southern Gas Company Limited in 63rd Annual General Meeting held on February 15, 2019 at Karachi.

"RESOLVED that leave of absence be and is hereby granted to following Directors:

1. Lt. Gen Javed Zia (Retd) - Chairman / Director
2. Mr. Sher Afgan Khan – Director
3. Mr. Azher Ali Choudhry - Director
4. Qazi Mohammad Saleem Siddiqui – Director"



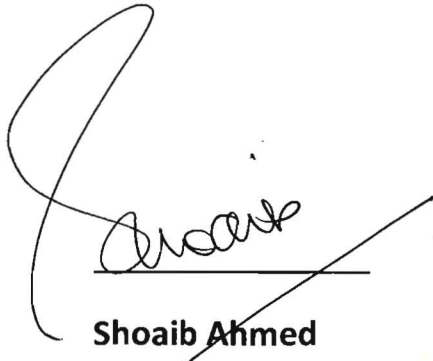
Shoaib Ahmed
Company Secretary



February 18, 2019

Certified that the following Resolution was passed by the shareholders of Sui Southern Gas Company Limited in 63rd Annual General Meeting held on February 15, 2019 at Karachi.

“Resolved that the Minutes of the 62nd Annual General Meeting held on June 30, 2017 at Karachi, be and are hereby confirmed.”



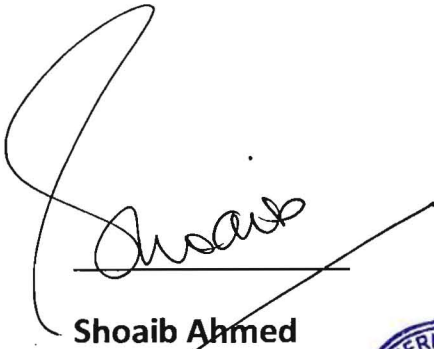
Shoaib Ahmed
Company Secretary



February 18, 2019

Certified that the following Resolution was passed by the shareholders of Sui Southern Gas Company Limited in 63rd Annual General Meeting held on February 15, 2019 at Karachi.

“RESOLVED THAT the Audited Accounts for the year ended June 30, 2017 along with the report of the Auditors’ and the Directors’ Report be and are hereby adopted”.



Shoaib Ahmed
Company Secretary



February 18, 2019



**Sui Southern Gas
Company Limited**

Certified that the following Resolution was passed by the shareholders of Sui Southern Gas Company Limited in 63rd Annual General Meeting held on February 15, 2019 at Karachi.

“RESOLVED THAT the appointment of M/s. Deloitte Yousuf Adil, Chartered Accountants as External Auditors of the Company for the Financial Year 2017-18 be and hereby approved at a fee of Rs. 4.4 million plus out of pocket expenses as Auditor Remuneration and Rs.500,000 for the review of Statement of Compliance with the Code of Corporate Governance and Public Sector Companies (Corporate Governance) Rules, 2013.”



Shoaib Ahmed
Company Secretary



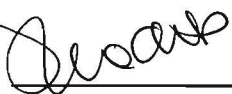
February 18, 2019

Certified that the following Resolution was passed by the shareholders of Sui Southern Gas Company Limited in 63rd Annual General Meeting held on February 15, 2019 at Karachi.

“RESOLVED THAT the existing Article 49. (1) of the Articles of Association of the Company be and is hereby replaced to be read as under”:

QUORUM OF THE GENERAL MEETINGS

49. 1) No business shall be transacted at any general meeting unless a quorum of members is present at that time when the meeting proceeds to business, save as herein otherwise provided, unless the articles provide for a larger number, not less than ten members present personally, or through video-link who represent not less than twenty-five percent of the total voting power, either of their own account or as proxies, shall be a quorum.”



Shoaib Ahmed
Company Secretary



February 18, 2019

Certified that the following Resolution was passed by the shareholders of Sui Southern Gas Company Limited in 63rd Annual General Meeting held on February 15, 2019 at Karachi.

“RESOLVED THAT the Articles of Association of the Company be and is hereby amended by adding the following new Articles 53-A and 53-B after the existing Article 53.

53-A A Member may opt for e-voting in a general meeting of the Company under the provisions of the Companies (E-Voting) Regulations, 2016 (including any statutory modification thereof), as amended from time to time. In case of e-voting, both Members and Non-Members can be appointed as proxy. The instructions to appoint Execution Officer and option to e-vote through intermediary shall be required to be deposited with the Company, at least ten (10) days before holding of the general meeting, at the Company's registered office address or through email. The Company will arrange for e-voting if the Company receives demand for poll from at least five (5) members or by any member having not less than one tenth of the voting power."

53-B An instrument appointing a proxy relating to E-voting shall be in the following form:

I/ We _____ of _____ being a member of Sui Southern Gas Company Limited holding _____ Ordinary Share(s) as per Registered Folio No. _____ hereby opt for E-voting through an intermediary and hereby consent the appointment of Execution Officer _____ as proxy and will exercise E-voting as per the Companies (E-voting) Regulations, 2016 and hereby demand for poll for resolutions. My secured e-mail address is _____. Please send login details, password and electronic signature through e-mail.

Signature of Member(s) CNIC No. _____

(Signature should agree with the specimen signature registered with the Company.)

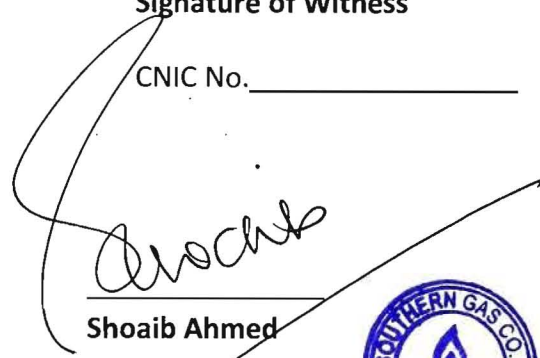
Signed in the presence of:

Signature of Witness

CNIC No. _____

Signature of Witness

CNIC No. _____"

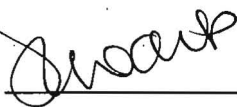

Shoaib Ahmed
 Company Secretary
 February 18, 2019



Certified that the following Resolution was passed by the shareholders of Sui Southern Gas Company Limited in 63rd Annual General Meeting held on February 15, 2019 at Karachi.

“RESOLVED THAT the Articles of Association of the Company be and is hereby amended by adding the following new Article 53-C after the existing Article 53:

53-C The Company may provide the video conference facility to its Members at places other than the town in which general meeting is taking place after considering the geographical dispersal of its Members, subject to the condition that Members collectively holding ten percent (10%) or more shareholding residing at a geographical location provide their consent to participate in the general meeting through video conference at least ten (10) days prior to the date of the general meeting. The Company shall arrange video conference facility subject to availability of such facility in that city and an intimation to the Members shall be given by the Company at least five (5) days before the date of general meeting regarding the venue of video conference facility along with complete information. However, the quorum, as required under the Act, as well as the Chairman of the general meeting, shall be present at the place of the general meeting.”



Shoaib Ahmed
Company Secretary



February 18, 2019

Certified that the following Resolution was passed by the shareholders of Sui Southern Gas Company Limited in 63rd Annual General Meeting held on February 15, 2019 at Karachi.

“RESOLVED THAT the existing Article 138. (1) of the Articles of Association of the Company be and is hereby reworded to be read as under:

138. 1) A notice (which expression shall be deemed to include any summons, notice, process, order, judgement or any other document in relation to or in the winding up of the Company) may be given by the Company to any member either personally or by sending it by post to his registered address or if he has no registered address in Pakistan, to the address, if any, supplied by the member to the Company for the giving of notices to the member against an acknowledgement or by post or courier service or through electronic means or in any other manner, subject to compliance with the conditions as may be specified by the Commission.

FURTHER RESOLVED THAT the Chief Executive Officer and/or Company Secretary be and is hereby authorized to do all acts, deeds and things, take all steps and actions necessary, ancillary and incidental for altering the Articles of Association of the Company including filing of all requisite documents/statutory forms as may be required to be filed with the Registrar of Companies and complying with all other regulatory requirements, so as to effectuate the alterations made in the Articles of Association and implementing all the aforesaid Special Resolutions.”


Shoaib Ahmed
Company Secretary



February 18, 2019