



**Sui Southern Gas
Company Limited**

SSGC/CS/AGM-2020-1
November 23, 2020

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

Dear Sir,

**SUBJECT: APPLICATION FOR EXTENSION IN PERIOD OF HOLDING OF ANNUAL GENERAL MEETING
(AGM) FOR FY 2019-20 AND LAYING OF ACCOUNTS THEREIN UNDER SECTIONS 132 & 223 READ
WITH SECTION 147 OF THE COMPANIES ACT, 2017**

With reference to above subject, please find attached SSGC letter No. MD/SECP/39/2020 dated November 19, 2020 to the Securities and Exchange Commission of Pakistan (SECP), the content of which is self-explanatory.

Thanking you,

Yours Sincerely,


Shoaib Ahmed
Company Secretary

Encl: aa

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

The Director / HOD
Surveillance, Supervision & Enforcement of
Department,
Securities and Exchange Commission of
Pakistan,
NIC Building, 63 Jinnah Avenue, Blue Area,
Islamabad

The Commissioner
Company Law Division and
Information System & Technology Division,
Securities and Exchange Commission of Pakistan
NIC Building, Jinnah Avenue
Islamabad

Dear Sir,

Application for Extension in the Period of Holding of Annual General Meeting (AGM) for FY 2019-20 and Laying of Accounts therein under Sections 132 & 223 read with Section 147 of the Companies Acts, 2017

This is in continuation with SSGC letter No. MD/SECP/33/2020 dated 26 October 2020 and in response to SECP letter No. EMD/233/415/2002- 289 dated 4 November, 2020.

At the outset, we are thankful to the Commission for clarifying the situation according to legal framework for application for "Extension in the Period of Holding of AGM for FY 2019-20 and Laying of Accounts". Hence, we are now requesting above said extension under Sections 132 & 223 read with Section 147 of the Companies Act, 2017.

SECP vide its letter No. EMD/233/415/2002-26 dated 30 July 2020 (**copy enclosed**) had issued directions to SSGC to convene the AGM for laying therein Financial Statements for FY 2018-19 latest by 10 December 2020

It may please be appreciated that SSGC operates in a Regulated Regime under the OGRA Ordinance, 2002 which require the Company to finalize its Financial Statements based on the Determination of Final Revenue Requirements (FRR) by OGRA. Since the Financial Statements of FY 2018-19 are not yet finalized due to the reason mentioned below in the Table, the Company is constrained to submit its FRR Petition for FY 2019-20 to OGRA due to non-availability of audited opening balances of accounts emanating from previous year i.e. 30 June 2019.

In view of the above, the application under Sections 132 & 223 read with Section 147 of the Companies Act, 2017 is necessitated for seeking extension in holding the AGM for FY 2019-20 of the Company and laying of Accounts therein.

The particulars required under Rule 27(2) of the Companies (General Provisions and Forms) Regulations, 2018 are given hereunder:

1	The registration number, name and address of the company	Registration No. 0000760 Sui Southern Gas Company Limited, Registered Office: SSGC House ST-4/B, Block-14, Sir Shah Suleman Road, Gulshan-e-Iqbal, Karachi.
---	--	---

2	The date on which the last AGM, if any, was held and the financial year of which the financial statements were laid at therein	The last AGM of Shareholders of the Company was held on 05 August 2020 and Accounts for the year ended 30 June 2018 were laid therein.
3	The date up to which the AGM is required to be held for the purposes of the said sections and the date up to which the financial statements are required to be laid therein	The AGM of the Shareholders of the Company is required to be held on 28 October 2020 and the Audited Accounts for the year ended 30 June 2020 are required to be laid down before the Shareholders.
4	Reasons for not being able to hold the AGM, or not laying the financial statements at the general meeting by the date mentioned in clause (iii) and justification for extension in the period to the extent applied for; and	<p>Due to pending OGRA decision on SSGCL Petition for FRR FY 2018-19 and audit of Accounts for FY 2018-19, SSGC inability to submit the Petition for FRR for FY 2019-20 (due to non-availability of audited opening balances of accounts emanating from previous year i.e. 30 June, 2019) and Non-finalization of the FRR Determination by OGRA (which forms the basis of the preparation of Final Accounts)</p> <p>The Auditors have given the understanding that audit will be completed after getting OGRA decision on SSGCL Petition for FRR FY 2018-19. Then after finalization of audited financial statements, AGM would be held and the auditors for FY 2019-20 would be appointed who would start the audit and provide initialed accounts forming the basis for the Petition for FRR. Based on decision of FRR by OGRA, audit of Financial Statements would be concluded. Hence extension for AGM is sought till 6 June 2021.</p>
5	When the delay is attributed to non- completion of books of accounts or non-finalization of audit, the exact state of books of accounts with reasons for non-completion of such books or for non-finalization of the audit, as the case may be, such information being accompanied by a certificate of the company's auditor as to the state of its accounts, reasons for delay in completion of audit and the minimum time required for the purpose	Auditors for FY 2019-20 will be appointed in the AGM for FY 2018-19 as stated above. Letter from the existing Auditors (who were engaged for FY 2018-19) was attached with SSGC letter No. MD/SECP/33/2020 dated 26 October 2020.

Moreover, we would like to draw your attention on the sub-rule (1) of Rule 24 of the Public Sector Companies (Corporate Governance) Rules, 2013, which requires that every public sector company shall publish and circulate a Statement of Compliance along with its annual report to set out the status of its compliance with the Rules, and shall also file Statement of Compliance with the Commission and the Registrar concerned along with its annual report. Therefore, the Statement of Compliance for the Year Ended June 30, 2020 under Rule 24 of the Public Sector Companies (Corporate Governance) Rules, 2013, will also be submitted along with Annual Report.

We have sent with SSGC letter MD/SECP/33/2020 dated 26 November, 2020 an Affidavit duly signed by the Chief Financial Officer in original and Bank Challan dated 22 October, 2020 of Rs. 15,035/- in original, paid on account of application fee for extension in the date of holding of AGM for FY 2019-20.

It is respectfully prayed that the company may kindly be granted extension up to 6 June 2021 for holding of AGM of the Company and laying of Audited Accounts of the Company for the year ended 30 June 2020 before the Shareholders of the Company. Therefore, we request the Commission to condone the delay and issue further directives under Section 147 of the Companies Act, 2017 for holding of AGM for FY 2019-20 by 6 June 2021.

Furthermore, due to above explained circumstances which are beyond the control of SSGCL, the finalization of quarterly / half yearly interim financial statements of the period concerned were also delayed. We would like to ensure that pending quarterly / half yearly interim financial statements will be finalized and circulated to the shareholders after finalization of Financial Statements and holding of AGM for FY 2018-19.

We will be obliged if you give favourable consideration to our request and provide us an opportunity to further explain the position.

Thanking you,

Yours Sincerely,



Syed Fasihuddin Fawad
Acting Chief Financial Officer



M. Amin Rajput
Acting Managing Director

CC:

1. The Registrar of Companies, Securities & Exchange Commission of Pakistan, State Life Building No. 2, Wallace Road, Karachi
2. The President, Pakistan Stock Exchange Limited, Stock Exchange Building, Stock Exchange Road, Off. I.I. Chundrigar Road, Karachi

NOOCC: Company Secretary, GM (Accounts), DGM (Accounts)