



# 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 Saturday October 28, 2023 at 11:00 A.M. to transact the following business:

1. To confirm the minutes of last Annual General Meeting.
2. To receive, consider & adopt the Audited Accounts of the company for the year ended June 30, 2023 together with the Auditors' and Directors' Report thereon.
3. 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.
4. To consider any other business with the permission of the Chair.

### Special Business

5. To ratify and approve transactions conducted with related parties for the year ended June 30, 2023 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, 2023 and specified in the Statement of Material Information under section 134(3) be and are hereby ratified, approved and confirmed".

6. To authorize the Board of Directors of the Company to approve transactions with related parties for the financial year ending June 30, 2024 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, 2024."

**"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. (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.

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

**LAHORE October 04, 2023**

### Participation in Annual General Meeting Through Video Link:

Securities and Exchange Commission of Pakistan through its Circular No. 4 dated February 15, 2021 has directed the listed companies to ensure the participation of members in general meeting through electronic means as a regular feature in addition to holding physical meetings.

Accordingly, the Company will be providing the facility to all shareholders to participate in the AGM through video link while ensuring compliance with the quorum requirements.

The shareholders intending to participate in the meeting via video link are hereby requested to share following information with the office of Company Secretary (address mentioned below) earliest but not later than 48 hours before the time of the AGM i.e. before 11:00 a.m. on October 26, 2023.

### 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:

(a) Mobile / WhatsApp: 0333-4218546 (b) Email: Akhtar.ali@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, 2023 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.

### NOTES

1. The Share Transfer Book of the Company will remain closed for transaction from October 25, 2023 to October 31, 2023.
2. A member entitled to attend, speak & vote may appoint another member as proxy to attend, speak & vote on his/her behalf. Proxies in order to be effective must be received at the registered office & notice of his/her intention, not later than 48 hours before the meeting.
3. Members whose shares are deposited with Central Depository Company of Pakistan Limited are requested to bring original computerized ID card along with the participants ID number and their account number in Central Depository Company of Pakistan Limited to facilitate identification at the time of annual general meeting. In case of proxy, an attested copy of proxy's identity card, account and participant's ID number be enclosed.
4. Members are requested to notify change in their address, if any.
5. Attested copies of CNIC of the passport of the beneficial owner and the proxy shall be furnished with the proxy form.
6. 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.
7. The proxy shall produce his original CNIC or original passport at the time of the meeting.
8. Annual financial statements of the Company for the year ended June 30, 2023 along with related reports have been placed at the website of the Company [www.ssgroup.pk](http://www.ssgroup.pk). Any shareholder can send request for printed copy of the Annual Report-2023 to the Company.

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

#### 1. Item Number 5 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 related 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, 2023. 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	1,978,733,657

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, 2023. The Directors are interested in the resolution only to the extent of their common directorships in such related parties.

#### 2. Item number 6 Authorization for the Board of Directors to approve the related party transactions during the year ending June 30, 2024

The Company shall be conducting transactions with its related parties during the year ending June 30, 2024 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, 2024, 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.

#### 3. 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:

Approval 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.

#### 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 identity by showing his original national identity card or original passport at the time of attending the meeting.
- ii. 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 provided earlier) at the time of the meeting.

#### 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 above requirement.
- ii. Two persons whose names, addresses and NIC number shall be mentioned on the proxy form to witness the same.
- iii. Attested copies of CNIC or the passport of the beneficial owner and the proxy shall be furnished with the proxy form.
- iv. The proxy shall produce his original NIC or original passport at the time of the meeting.
- v. 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.

#### Payment of Cash Dividend Electronically:

As per provision of Section 242 of Companies Act, 2017 any dividend payable in cash shall only be paid through electronic mode directly in to the bank account designated by the entitled shareholders. In view of foregoing the shareholders are requested to provide the details containing (i) Title of Bank account, (ii) Bank Account Number, (iii) IBAN (iv) Bank Name, (v) Branch Name, Code & Address, (vi) Cell Number, and (vii) Landline Number, if any, to Company's Share Registrar if shares are held in physical form or the respective Participant/Investor Account Services if shares are held in book entry form. Failure to provide the aforesaid requirements will result in withholding of the payment of dividend in the future to the respective member.

#### Consent for Video Conference Facility:

In accordance with Section 132(2) of the Companies Act, 2017 if the Company receives consent from members holding in aggregate 10% or more shareholding residing in a geographical location to participate in the meeting through video conference at least 10 days prior to the date of Annual General Meeting, the Company will arrange video conference facility in that city subject to availability of such facility in that city. To avail this facility, a request is to be submitted to the Company Secretary of the Company on given address: The Company Secretary, S.S Oil Mills Limited, 2-Tipu Block New Garden Town, Lahore.

