



## Mari Petroleum Company Limited

21 Mauve Area, 3rd Road, G-10/4, Islamabad-44000, Pakistan.  
UAN: +92-51-111-410-410 Fax: +92-51-2352859 P.O. Box No. 1614

[www.mpcl.com.pk](http://www.mpcl.com.pk)

NTN: 1414673-8  
GST No. 07-01-2710-039-73

MPCL/CS/CA-02/2430  
January 31, 2019

The Managing Director  
Pakistan Stock Exchange Limited  
Stock Exchange Building  
Stock Exchange Road  
Karachi

Subject: **Transfer Notice for Divestment of GoP Shares in MPCL**

Dear Sir,

In compliance with Section 96 of the Securities Act, 2015 and clause 5.6.1(a) of the Listing Regulations, we are enclosing herewith a form disclosing material/price sensitive information regarding Transfer Notice served by Government of Pakistan for divestment of its 18.39% shares in MPCL.

You may please inform the Members of the Exchange accordingly.

**Assad Rabbani**  
Company Secretary

Copy to:

Director (Enforcement)  
Securities and Exchange Commission of Pakistan  
NIC Building, Jinnah Avenue, Blue Area, Islamabad



#### Daharki Field Office

Daharki, District Ghotki,  
Pakistan.  
UAN: +92-723-111-410-410  
Fax: +92-723-660402

#### Karachi Liaison Office

D-87, Block-4, Kehkashan  
Clifton, Karachi-75600,  
Pakistan. UAN: +92-21-111-410-410  
Fax: +92-21-35870273  
P.O. Box No. 3887

#### Quetta Liaison Office

26, Survey-31,  
Defence Officers Housing Scheme,  
Airport Road, Quetta.  
Tel: +92-81-2821052, 2839790  
Fax: +92-81-2834465



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### DISCLOSURE FORM IN TERMS OF SECTION 96 OF THE SECURITIES ACT, 2015

Name of Company:	Mari Petroleum Company Limited
Date of Report:	January 31, 2019
Name of Company as specified in its Memorandum:	Mari Petroleum Company Limited
Company's registered office:	21-Mauve Area, 3 <sup>rd</sup> Road, Sector G-10/4, Islamabad.
Contact information:	Tel: (051) 111-410-410
Former Name of the Company:	Mari Gas Company Limited

### Transfer Notice for Divestment of GoP Shares in MPCL

Government of Pakistan (GoP) has served a Transfer Notice (intention to sell its shares) to Fauji Foundation and OGDCL, who have the first right of refusal, in compliance with Article 3.02 (a) of Participation and Shareholders Agreement signed by and between Fauji Foundation, OGDCL and GoP.

A copy of the letter containing the Transfer Notice is enclosed for information.

Further development on this matter will be communicated in due course of time.

For and on behalf of  
Mari Petroleum Company Limited

  
**Assad Rabbani**  
Company Secretary



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**F. No. 1(27)/D-I/2017-MPCL**  
**GOVERNMENT OF PAKISTAN**  
**MINISTRY OF ENERGY**  
**(PETROLEUM DIVISION)**

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Islamabad the, 23<sup>rd</sup> January, 2019

1. Managing Director  
Fauji Foundation Company Limited ('FFCL')  
Fauji Towers  
68 Tipu Road  
Chaklala, Rawalpindi
  
2. Managing Director  
Oil and Gas Development Company Limited ('OGDCL')  
Plot No. 3013, Jinnah Avenue, Blue Area,  
Islamabad

Subject: **Transfer Notice — Divestment of Government of Pakistan's ("GOP") shareholding in Mari Petroleum Company Limited ("Company")**

Dear Sir,

The Cabinet Committee on Privatisation ("CCOP") considered the Summary dated 20 December 2018, submitted by the Privatisation Division regarding the "Divestment of Government of Pakistan Residual Shares in Mari Petroleum Company Limited — Updated Status" and decided to retain the Company in the active privatisation list. The CCOP also directed the Privatisation Division to proceed further with the divestment of GOP's residual shares i.e. approx. 18.39% in the Company.

2. Please note that pursuant to the requirement under Article 3.02 (a) of the Participation and Shareholders Agreement by and between Fauji Foundation, Oil and Gas Development Company Limited and the GOP dated 3rd June, 1985 and Supplemental Participation and Shareholders dated 25th July, 1992 ("**Agreement**"), GOP is required to issue a notice of its intention to sell, assign or otherwise transfer the GOP Shareholding to the other shareholders of the Company (the "**Transfer Notice**").

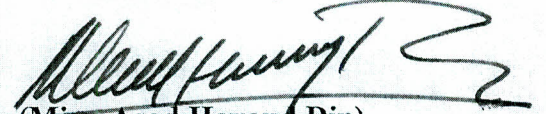
3. Accordingly, vide this notice, the GOP hereby duly serves the Transfer Notice to satisfy the requirement under Article 3.02 (a) of the Agreement.

4. Given the fact that in the year 2017, both FFCL and OGDCL, did not exercise the option to purchase the said residual shares and provided consents for divestment of GOP residual shares in the Company vide letter(s) dated 24.03.2017 and 22.03.2017 respectively (copies enclosed), GOP requests FFCL and OGDCL to revalidate their consents to divest the residual shares through the stock market.

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5. However in the alternate, if either FFCL or OGDCL or both exercise to purchase the whole or part of the said residual shares, then the respective offer price, including price specified in the Auditor's Certificate as provided for in the Agreement, and any associated terms & conditions included in the Purchase Notice, as referred to in Article 3.02 (d), will be subject to review and approval of the Privatisation Commission Board and CCOP.

Yours sincerely,



(Mian Asad Hayat Din)  
Additional Secretary Incharge

**Copy to:**

- Minister for Finance, Revenue & Economic Affairs, Government of Pakistan Chairman, Privatisation Commission, Government of Pakistan, Islamabad
- Secretary, Privatisation Commission, Ministry of Privatisation, Government of Pakistan, Islamabad