



SUI NORTHERN GAS PIPELINES LIMITED
Gas House, 21-Kashmir Road, P.O. Box 56, Lahore (Pakistan)

NOTICE OF 52ND ANNUAL GENERAL MEETING

Notice is hereby given that the 52nd Annual General Meeting of the Company will be held at Khorshed Mahal Hall, Avari Hotel, 87-Shahrah-e-Quaid-e-Azam, Lahore at 11:00 A.M. on Thursday, January 26, 2017 for the purpose of transacting the following business:

ORDINARY BUSINESS

1. To confirm the minutes of the last Annual General Meeting held on March 08, 2016.
2. To receive, consider and adopt the Audited Accounts of the Company for the year ended June 30, 2016 together with the Directors' and Auditors' Reports thereon.
3. To appoint External Auditors for the year ending June 30, 2017 and to fix their remuneration. The retiring Auditors being eligible for re-appointment for the year ending June 30, 2017, have offered themselves for re-appointment.

SPECIAL BUSINESS

4. **Amendment in Memorandum of Association of the Company**

To consider and if deemed appropriate to amend the object clause Nos. 2, 3, 4, 5, 11 and 34 of the Memorandum of Association of the Company and pass the following Special Resolution with or without modification(s):

IT IS HEREBY RESOLVED

“That the object clause Nos. 2, 3, 4, 5, 11 and 34 of the Memorandum of Association of the Company be and are hereby amended to be read as follows:

2. To carry on all or any of the business of producing, purifying, buying, storing, transporting, transmitting, distributing, processing, selling, supplying and exporting natural gas and/or liquefied petroleum gas whether as such or in compressed state for lighting, heating, motive power, generation of electricity, or any other purpose whatsoever.
3. To carry on all or any of the branches of the Company all or any of the business of dealers in natural gas and/or liquefied petroleum gas and any component, constituent, product or bye-product thereof, wharfingers, merchants, carriers, ship owners and charterers, lightermen, barge owners, factors and brokers and all other kindred business usually carried on by gas companies and to treat and turn to account in any manner whatsoever natural gas and/or liquefied petroleum gas or any component, constituent, product or bye-product thereof.
4. To manufacture, sell, deal in, let for hire, fix, repair and remove natural gas and/or liquefied petroleum gas apparatus, appliances and fittings, engines, meters, indices, apparatus for testing and measurement, stoves, cookers, gasrings, ranges, pipes, mains for lighting, heating, motive power, ventilating, cooking, refrigerating or any other purposes.

5. To carry on the business of natural gas and/or liquefied petroleum gas engineers, contractors, agents, manufactures of plant, machinery, gas apparatus and works for the sale, supply, distribution, storage, use, regulation and measurement of gas.
11. To enter into any arrangements or agreements with the Government of Pakistan or any Provincial Government, or with any authorities, supreme, national municipal, local or otherwise, or with any company, bank, firm, body or persons whatsoever for the purpose of, or in connection with any of the objects of the Company and in particular with the producers or bulk suppliers of natural gas and/or liquefied petroleum gas for the appointment of the Company as purchasers in bulk for distribution, supply and resale to industrial, commercial, domestic and other consumers.
34. To obtain any Order, Ordinance or Act of the Federal Legislature or of the Provincial Legislature, for enabling the Company to carry any of its objects into effect, or such Order, Ordinance or Acts as confer powers on the Company to carry out its undertaking of producing, purifying, buying, storing, transporting, transmitting, distributing, processing, selling, supplying and exporting natural gas and/or liquefied petroleum gas or for any other purpose which may seem expedient, and to oppose any proceeding or application which may seem calculated directly or indirectly, to prejudice the Company's interests.

Resolved further that the Managing Director of the Company be and is hereby authorized and empowered to do or cause to be done all acts, deeds and things that may be necessary to give effect to the above resolution."

5. **Dissemination of Annual Accounts to the Shareholders through CD/DVD/USB**

To consider dissemination of Annual Audited accounts through CD/DVD/USB to the shareholders instead of transmitting the same in the form of hard copies. However, for convenience of the shareholders Standard Request Form will be uploaded on the Company's website for those who opt to receive hard copies (in book form) of the Annual Audited accounts at their registered addresses:

IT IS HEREBY RESOLVED

"That dissemination of Annual Audited Accounts to the shareholders in soft form through CD/DVD/USB as notified by Securities and Exchange Commission of Pakistan vide SRO No. 470(I)/2016 dated May 31, 2016 be and is hereby approved.

Resolved further that the Managing Director of the Company be and is hereby authorized and empowered to do or cause to be done all acts, deeds and things that may be necessary to give effect to the above resolution."

6. To transact any other ordinary business of the Company with the permission of the Chairman.

The share transfer books of the company will remain closed from Wednesday, January 18, 2017 to Thursday, January 26, 2017 (both days inclusive).

By order of the Board


(WAJIHA ANWAR)
Company Secretary

LAHORE.

Dated: December 09, 2016

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 legal entity, being a member, may appoint any person, regardless whether they are a member or not, as proxy. In case of legal 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 legal entity, shall be submitted to the Company. The proxy holders are required to produce their original CNIC or original Passport at the time of the meeting.
- ii) The proxy instrument must be completed in all respects and in order to be effective should be deposited at the Registered Office 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 No. 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 legal entity, 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.
- ii) The proxy form shall be witnessed by two persons whose names, addresses and CNIC numbers shall be mentioned on the form.
- iii) Attested copies of CNIC or the Passport of the beneficial owners and of the proxy shall be furnished with the proxy form.
- iv) The proxy shall produce his/her original CNIC or original Passport at the time of the meeting.
- v) In case of a legal 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):

Please provide valid copy of CNIC/NTN to our Shares Registrar, in case of physical shareholders and in case of CDC account to its Participant/Investor Account Services.

3. Deduction of Income Tax from dividend:

Pursuant to the provision of Finance Act, 2016 the rates of income tax deduction from dividend payment under section 150 of the Income Tax Ordinance, 2001 have been revised as under:

- For filers-12.5%
- For non-filers-20%

All members may check their status from the Active Tax Payers list available on FBR website

Please note that the Shares Registrar will check status of the members (Filer or Non Filer) from the Active Tax Payers list on the basis of valid CNIC/NTN numbers and would deduct tax as per provisions of the law therefore, all shareholders are requested to make it sure that copy of their valid CNIC/NTN should be available with the Shares Registrar, as in case of non-availability of CNIC/NTN the Share Registrar could not check their status and would constrain to apply tax rate prescribed for non-filers.

4. Payment of Cash Dividend through Electronic Mode (Mandatory):

The SECP vide circular No.CLD/CO.516/2016-3056 dated December 2, 2016 has directed all the listed Companies that any dividend payable in cash shall only be paid through electronic mode directly into the bank account designated by the entitled shareholders.

All the entitled shareholders of the Company is requested to provide the particulars of their bank account to enable the Company to credit the dividend amount (if any) through electronic dividend mandate to ensure the mandatory requirements of SECP. The dividend mandate form is available on the Company's website i.e. www.sngpl.com.pk.

5. 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.sngpl.com.pk.

6. Consent for Video Conference Facility

Pursuant to SECP Circular No. 10 of 2014 dated May 21, 2014, if Company receives consent form from members holding aggregate 10% or more shareholding residing at geographical location to participate in the meeting through video conference at least 10 days prior to the date of meeting, the Company will arrange video conference facility in that city subject to availability of such facility in that city. To avail this facility please provide following information and submit to registered office of the Company:

I/We _____ of _____ being a member of Sui Northern Gas Pipelines Limited, holding _____ ordinary shares as per Register Folio/CDC Account No. _____ hereby opt for video conference facility at _____.

Signature of Member(s)

The Company will intimate members regarding venue of conference facility at least 5 days before the date of general meeting along with complete information necessary to enable them to access such facility.

7. Statement under Section 134(3)/160(1)(b) of the Companies Ordinance, 2016/1984

A statement under Section 134(3)/160(1)(b) of the Companies Ordinance, 2016/1984 pertaining to the Special resolution is being sent to the shareholders along with the notice.

Registered Office

Gas House, 21-Kashmir Road,
P.O. Box No. 56,
Lahore -54000, Pakistan,
Tel: +92-42-99201451-60
+92-42-9921490-99
Fax: +92-42-99201369, 99201302
Website: www.sngpl.com.pk

Shares Registrar

Central Depository Company of Pakistan Limited,
2nd Floor, 307 Upper Mall, Opposite Lahore Gymkhana,
Near Mian Mir Bridge,
Lahore, Pakistan.
Tel: +92-42-35789378-87
Fax: +92-42-35789340
Website: www.cdcPakistan.com

STATEMENT UNDER SECTION 134(3)/160(1)(b) OF THE COMPANIES ORDINANCE, 2016/1984

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 JANUARY 26, 2017.

ITEM NO. 4 OF THE AGENDA – AMENDMENT IN THE MEMORANDUM OF THE COMPANY

The Board of Directors has recommended that a proposal should be presented to the shareholders of the Company at a general meeting for alteration / amendment in the Memorandum of Association of the Company to amend the object clause Nos. 2, 3, 4, 5, 11 and 34 as approved by the Board of Directors are proposed to be incorporated in the Memorandum of Association of the Company. All necessary requirements of law will be complied with in this regard.

The proposal for incorporation for amendments in the Memorandum 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):

IT IS HEREBY RESOLVED

“That the object clause Nos. 2, 3, 4, 5, 11 and 34 of the Memorandum of Association of the Company be and are hereby amended to be read as follows:

2. To carry on all or any of the business of producing, purifying, buying, storing, transporting, transmitting, distributing, processing, selling, supplying and exporting natural gas and/or liquefied petroleum gas whether as such or in compressed state for lighting, heating, motive power, generation of electricity, or any other purpose whatsoever.
3. To carry on all or any of the branches of the Company all or any of the business of dealers in natural gas and/or liquefied petroleum gas and any component, constituent, product or bye-product thereof, wharfingers, merchants, carriers, ship owners and charterers, lightermen, barge owners, factors and brokers and all other kindred business usually carried on by gas companies and to treat and turn to account in any manner whatsoever natural gas and/or liquefied petroleum gas or any component, constituent, product or bye-product thereof.
4. To manufacture, sell, deal in, let for hire, fix, repair and remove natural gas and/or liquefied petroleum gas apparatus, appliances and fittings, engines, meters, indices, apparatus for testing and measurement, stoves, cookers, gasrings, ranges, pipes, mains for lighting, heating, motive power, ventilating, cooking, refrigerating or any other purposes.
5. To carry on the business of natural gas and/or liquefied petroleum gas engineers, contractors, agents, manufactures of plant, machinery, gas apparatus and works for the sale, supply, distribution, storage, use, regulation and measurement of gas.
11. To enter into any arrangements or agreements with the Government of Pakistan or any Provincial Government, or with any authorities, supreme, national municipal, local or otherwise, or with any company, bank, firm, body or persons whatsoever for the purpose of, or in connection with any of the objects of the Company and in particular with the producers or bulk suppliers of natural gas and/or liquefied petroleum gas for the appointment of the Company as purchasers in bulk for distribution, supply and resale to industrial, commercial, domestic and other consumers.
34. To obtain any Order, Ordinance or Act of the Federal Legislature or of the Provincial Legislature, for enabling the Company to carry any of its objects into effect, or such Order, Ordinance or Acts

as confer powers on the Company to carry out its undertaking of producing, purifying, buying, storing, transporting, transmitting, distributing, processing, selling, supplying and exporting natural gas and/or liquefied petroleum gas or for any other purpose which may seem expedient, and to oppose any proceeding or application which may seem calculated directly or indirectly, to prejudice the Company's interests.

Resolved further that the Managing Director of the Company be and is hereby authorized and empowered to do or cause to be done all acts, deeds and things that may be necessary to give effect to the above resolution."

ITEM NO. 5 OF THE AGENDA – DISSEMINATION OF ANNUAL ACCOUNTS TO THE SHAREHOLDERS THROUGH CD/DVD/USB:

The Board of Directors has recommended that a proposal should be presented to the shareholders of the Company at a general meeting for dissemination of Annual Accounts to the shareholders through CD/DVD/USB instead of transmission of the same in book form as notified by Securities and Exchange Commission of Pakistan vide SRO No. 470(I)/2016 dated May 31, 2016. All necessary requirements of law will be complied with in this regard.