



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

**NOTICE OF 58<sup>TH</sup> ANNUAL GENERAL MEETING**

The Notice is hereby given that the 58<sup>th</sup> Annual General Meeting of the Company will be held on August 01, 2023 at 10:30 a.m. at Pearl Continental Hotel, Lahore for the purpose of transacting the following business:

**ORDINARY BUSINESS:**

1. To confirm the minutes of the 57<sup>th</sup> Annual General Meeting held on July 29, 2022.
2. To receive, consider and adopt the Annual Audited Accounts of the Company for the year ended June 30, 2022 together with the Directors' and Auditors' Reports thereon.
3. To consider and approve payment of cash dividend to the shareholders at the rate of Rs. 4.00 per share of Rs. 10/- each i.e. 40% for the year ended June 30, 2022, as recommended by the Board of Directors. This is inclusive of interim cash dividend at the rate of Rs. 2.50 per share of Rs. 10/- each i.e. 25% already paid during the FY 2021-22.
4. To appoint External Auditors for the year ended June 30, 2023 and to fix their remuneration.

**SPECIAL BUSINESS**

5. To consider and, if deemed fit, to pass with or without modification the following resolutions for circulation/ dissemination of Annual Audited Financial Statements through QR enabled code and web-link:

**RESOLVED THAT** circulation/ dissemination of Annual Audited Financial Statements to the shareholders through QR enabled code and web-link as notified by the Securities and Exchange Commission of Pakistan vide its S.R.O. 389 (1) /2023 dated March 21, 2023, be and is hereby approved.

**FURTHER RESOLVED THAT** Company Secretary be and is hereby singly authorized to take and do all necessary actions, deeds and things which are or may be necessary, incidental and/or consequential to give effect to the aforesaid resolution.

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

A Statement of material facts under Section 134(3) of the Companies Act, 2017 relating to the material facts is annexed to this Notice.

The share transfer books of the company will remain close from July 26, 2023 to August 01, 2023 (**both days inclusive**). The members whose names appear in the register of members as at the close of business on July 25, 2023 will qualify for the payment of dividend.

By order of the Board

**(IMTIAZ MEHMOOD)**  
Company Secretary

Place: Islamabad  
Date: June 26, 2023

## NOTES:

### 1. Participation In General Meeting

#### i. Through Electronic Means (Optional/Recommended Via Video Conferencing)

In the light of the relevant guidelines issued by Securities & Exchange Commission of Pakistan (SECP) from time to time latest vide Circular No 4 dated February 15, 2021 and Circular No. 6 dated March 03, 2021, the shareholders are encouraged to participate in the General Meeting through electronic facility organized by SNGPL. In order to attend the General Meeting through electronic facility, the shareholders are requested to get themselves registered with CDC Share Registrar Services Limited at least 48 hours before the time of General Meeting at [cdcsr@cdecrsl.com](mailto:cdcsr@cdecrsl.com) or at Whatsapp number 0321-8200864.

The entitled shareholders whose name appear on the Books of the Company by close of Business on July 25, 2023 will be treated in time for the purpose of attending the meeting and those shareholders are requested to provide the information as per below format:

Sr. No	Folio Number/ CDC Account No.	Name of the shareholder	CNIC Number	Cell Number	Email address

The details of the electronic facility will be sent to the Shareholders at the email addresses provided by them. The login facility will be opened at 10:00 a.m. on August 01, 2023 enabling the participants to join the proceedings after identification and verification process before joining the meeting which will start at 10:30 a.m. sharp.

#### ii. Attending Meeting In Person Or Through Proxies

- All members, entitled to attend and vote at the General Meeting, are entitled to appoint any person in writing as their proxy to attend and vote on their behalf. A legal entity, being a member, may also appoint any person as proxy. However, 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.
- The proxy instrument must be completed in all respects and in order to be effective should be deposited at the Office of the Company Secretary but not later than 48 hours before the time of holding the meeting.
- If any member appoints more than one proxy for any one meeting and more than one instruments of proxy are deposited with the Company, all such instruments of proxy shall be rendered invalid.

#### **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**

- 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.
- 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. Voting Through E-voting and Postal Ballot Paper:**

- a. Pursuant to the Companies (Postal Ballot) Regulations, 2018 for the purpose of special business and for any other agenda item subject to the requirements of sections 143 and 144 of the Companies Act, 2017. Accordingly, the Company shall publish the ballot paper and information as provided in sub-regulation 8(1) in newspapers and also upload the ballot paper on its website not later than seven days before the general meeting.
- b. Voting lines will be opened for the shareholders from July 27, 2023 at 9:00 a.m. till July 31, 2023, at 5:00 p.m.
- c. The shareholders shall ensure duly filled and signed ballot paper along with copy of CNIC, in case of individual and in case of body corporate, acceptable identification documents should reach the chairperson of the meeting through post at Gas House, 21-Kashmir Road, Lahore or by email at [agm@sngpl.com.pk](mailto:agm@sngpl.com.pk), one (01) day before the day of poll i.e. July 31, 2023 during working hours.

## **3. 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.

In case of non-availability of CNIC/NTN of shareholders, the Company will be constrained to withhold payment of dividend to shareholders as per Section 243 of the Companies Act, 2017 and Regulation No. 6 of the Companies (Distribution of Dividend) Regulations, 2017.

Physical shareholders are also requested to please update their other particulars i.e. Contact number, email address, residential address etc. through letter appending their signatures.

## **4. Deduction of Income Tax from dividend:**

Pursuant to the provision of Finance Act the income tax from dividend payment under section 150 of the Income Tax Ordinance, 2001 shall be deducted as per applicable rates for **Filers** and **Non Filers**.

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. Furthermore, in case of Joint holder(s) according to clarification received from Federal Board of Revenue (FBR), withholding tax will be determined separately on 'Filer/Non-Filer' status of Principal shareholder as well as joint holder(s) based on their shareholding proportions. In this regard all shareholders who hold shares jointly are requested to provide shareholding proportions of Principal shareholder and Joint holder(s) in respect of shares held by them to our Share Registrar, in writing as follows:

Sui Northern Gas Pipelines Limited		
Folio /CDC Account No.		
Total No. of Shares held		
<b>Principal Shareholder</b>	Name & CNIC No.	
	Shareholding Proportion (No. of Shares)	
<b>Joint Shareholder</b>	Name & CNIC No.	
	Shareholding Proportion (No. of Shares)	

The above information must reach our Share Registrar by the close of business on July 25, 2023; otherwise it will be assumed that the shares are equally held by Principal Shareholder and Joint Holder(s).

**5. Mandatory requirement of Bank Account Details for Electronic Credit of Cash Dividend Payment:**

Section 242 of the Companies Act, 2017 stipulates that in case of a listed company, any dividend payable in cash shall only be paid through electronic mode directly into the bank account designated by the entitled shareholders. It is requested to provide the information on following format duly signed **along with a copy of valid CNIC** to your respective CDC Participant / CDC Investor Account Services in case of Book Entry Form or to our Shares Registrar, in case of Physical Form at the earliest.

Name (IN CAPITAL LETTERS)	
Folio / CDS Account No.(SNGPL)	
CNIC /Passport /Incorporation No	
Title of Bank Account (IN CAPITAL LETTERS)	
International Bank Account Number (IBAN) (24 digits)	
Bank's Name	
Bank's Branch Address	

The e-dividend mandate form is also available on the Company's website: [www.sngpl.com.pk](http://www.sngpl.com.pk).

**6. Dissemination of Annual Audited Accounts for the year ended June 30, 2022 through CD/DVD/USB:**

The Securities and Exchange Commission of Pakistan vide SRO No. 470(I)/2016 dated May 31, 2016, has allowed listed companies to disseminate their Annual Audited Accounts (i.e. the Annual Balance Sheet and Profit and Loss Account, Auditors Report and Director's report) to its members through CD/DVD/USB at their registered address instead of sending them in hard copy.

Pursuant to the approval of shareholders, the Annual Audited Financial statements of the Company for the year ended June 30, 2022, are being circulated to the members through CD/DVD. However, shareholder may request to provide a hard copy of Annual Accounts.

**7. Availability of Annual Audited Financial Statements on the Company's website:**

In accordance with the provisions of Section 223(7) of the Companies Act, 2017, the audited financial statements of the Company for the year ended June 30, 2022 are available on the Company's website i.e. [www.sngpl.com.pk](http://www.sngpl.com.pk).

**8. Transmission of Annual Audited Financial Statements and Annual General Meeting Notice through e-mail (optional):**

In pursuance of the direction, Securities and Exchange Commission of Pakistan (SECP) vide SRO 787 (I)/2014 dated September 8, 2014, those 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](http://www.sngpl.com.pk).

**9. Conversion of Physical shareholding in Book-Entry Form:**

Securities and Exchange Commission of Pakistan has issued directions vide letter No. CSD/ED/Misc./2016/ 639-640 dated March 26, 2021 in the light of Section 72 of Companies Act, 2017 that every existing listed company shall be required to replace its physical shares with Book-Entry Form within the period not exceeding four years from the promulgation of the Act i.e. May 30, 2017. In order to ensure compliance with the aforesaid provision and to be benefited of the holding of shares in Book-Entry Form, all shareholders who still hold shares in physical form are encouraged to open CDC sub-Account with any of broker or investor account directly with CDC to convert their shares in Book-Entry Form. This will benefits the valued shareholders in many ways, including safe custody/online trading of shares, easy transfer of ownership, no risk of damage/lost/duplicate shares, instant credit of entitlements (bonus/right issue).

**10. Unclaimed Dividends And Shares:**

As per the provisions of Section 244 of the Companies Act, 2017, any shares issued or dividend declared by the Company which have remained unclaimed/ unpaid after having completed the stipulated procedure, of three (3) years and more from the date on which it was due and payable, shall be deposited to the credit of Federal Government in case of unclaimed dividend and in case of shares, shall be delivered to SECP after issuance of notices to the shareholders to file their claim. Shareholders of the Company are hereby informed that as per our record there are some unclaimed/uncollected / unpaid dividends and shares. Shareholders who could not collect their dividends/shares are advised to contact the Share Registrar to enquire/ collect about their unclaimed dividend or shares, if any. In case, no claim is lodged, the Company shall proceed to deposit the unclaimed/unpaid amount and shares with the Federal Government pursuant to the provision of Section 244(2) of Companies Act, 2017.

***Registered Office***

Gas House, 21-Kashmir Road,  
P.O. Box No. 56, Lahore (Pakistan),  
Ph: +92-42-99201451-60, 99201490-99,  
Fax: +92-42-99201369  
Website: [www.sngpl.com.pk](http://www.sngpl.com.pk)

***Share Registrar***

CDC Share Registrar Services Ltd,

***Lahore Office:***

Mezzanine Floor, South Tower, LSE Plaza,  
19-Khayaban-e-Aiwan-e-Iqbal, Lahore (Pakistan)  
Tel No.: +92 -42-36362061-66  
Fax No.: +92 -42-36300072

***Karachi Office:***

CDC House, 99-B, Block B, S.M.C.H.S., Main Shahr-  
e-Faisal, Karachi (Pakistan).  
Tel No.: +92-21-111-111-500  
Fax No.: +92-21-34326053  
Website: [www.cdcsrsl.com](http://www.cdcsrsl.com)

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

The Securities and Exchange Commission of Pakistan ("SECP") through its Notification No. S.R.O 389(I)/2023 dated March 21, 2023, has allowed companies to circulate the annual balance sheet and profit and loss account, auditor's report and directors report, etc. ("annual audited financial statements") to its members through QR enabled code and weblink.

The approval of the shareholders has to be obtained in the general meeting to circulate the annual audited financial statements to its members through QR enabled code and weblink.

A shareholder may request the Company Secretary or Share Registrar of the Company to provide a hard copy of Annual Audited Accounts, and the same will be provided at shareholder's registered addresses, free of cost within one week of the demand. In this regard, the Company's designated email address / Share Registrar email address will be placed on website of the Company. A shareholder may also prefer to receive hard copies for all future Annual Audited Accounts.

None of the Directors of the Company has any direct or indirect interest in this business, except that has been disclosed by the Director(s).