



SUI NORTHERN GAS PIPELINES LIMITED

Gas House, 21-Kashmir Road, P.O. Box No. 56, Lahore (Pakistan)

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is hereby given that an Extraordinary General Meeting of the shareholders of Sui Northern Gas Pipelines Limited will be held at the Company's Head Office, Gas House, 21 - Kashmir Road, Lahore at 11:00 A.M. on Tuesday, June 23, 2020, for the purpose of transacting the following business;

ORDINARY BUSINESS

- a. To confirm the minutes of the 54th Annual General Meeting held on May 23, 2019.
- b. To elect Eleven (11) Directors of the Company as fixed by the Board of Directors in accordance with the provisions of Section 159 (1) of the Companies Act, 2017 for a term of three (3) years. The names of the retiring Directors apart from one casual vacancy exist on the Board, who are eligible for re-election are as follows:
 1. Ms. Roohi Raees Khan
 2. Mr. Ahmad Aqeel
 3. Mr. Himayat Ullah Khan
 4. Mirza Mahmood Ahmad
 5. Mr. Manzoor Ahmed
 6. Mr. Naveed Kamran Baloch
 7. Mr. Mustafa Ahmad Khan
 8. Mr. Muhammad Ayub Chaudhry
 9. Dr. Sohail Razi Khan
 10. Mr. Sajid Mehmood Qazi
 11. Mr. Shabbir Hussain Hashmi
 12. Mr. Yousaf Naseem Khokhar
- c. To transact any other business with the permission of the Chairperson.

The share transfer books of the Company shall remain close from Friday, June 12, 2020 to Tuesday, June 23, 2020 (both days inclusive).

Due to prevailing circumstances of Covid-19 across the Country, valuable shareholders are requested to give preference to E-voting/postal ballot instead of their physical visit. Moreover, the Company will follow the best practices and comply with the instructions of the Government and SECP to ensure protective measures are in place for the well-being of its stakeholders. For attending the meeting, wearing of masks and gloves are mandatory.

Considering the hygiene / health of all stakeholders, especially due to outbreak of Covid-19, refreshments will not be served during the meeting.

By order of the Board


(IMTIAZ MEHMOOD)
Company Secretary

Lahore.
May 02, 2020

NOTES:

1. ELIGIBILITY CRITERIA FOR CANDIDATES CONTESTING ELECTION OF DIRECTORS

- I. Any person (including a retiring director) who seeks to contest the election of Directors shall file with the Company duly addressed to the Company Secretary, Head Office, Corporate Affairs Department, Gas House, 21-Kashmir Road, Lahore not later than fourteen (14) days before the day of the above said meeting, his/her intention to offer himself/herself for the election of Directors in terms of Section 159(3) of the Companies Act, 2017 along with;
- (a) A notice of his/her intention to offer himself/herself for election as a director, along with duly completed and signed Form-28 giving his/her consent to act as a director of the Company along with copy of CNIC. That he/she is not ineligible to become a director under any applicable laws, rules and regulations and that he/she is a member of the Company in terms of Article 83 of Articles of Association of the Company;
 - (b) A declaration under Rule 3(5) of the Public Sector Companies (Corporate Governance) Rules, 2013 that he or she is not serving as director of more than five public sector companies or listed companies except subsidiaries thereof;
 - (c) A declaration that the person is aware of the duties and powers of directors under the Companies Act 2017, Listed Companies (Code of Corporate Governance) Regulations, 2019, Public Sector Companies (Corporate Governance) Rules, 2013, the Memorandum and Articles of Associations of the Company and the Pakistan Stock Exchange Limited (PSX) Rules and read the relevant provisions contained therein; and
 - (d) A declaration that he or she is a registered taxpayer and has not been convicted by any court of competent jurisdiction as a defaulter in the payment of any loan to a banking company, development financial institution or a non-banking financial institution and neither he/she nor his/her spouse is engaged in the business of stock brokerage.
 - (e) A detailed profile of the candidate along with his/her office address be provided in the prescribed format given on SNGPL's website i.e. www.sngpl.com.pk.
- II. Independent Director(s) will be elected through the process of election of directors in terms of section 159 of the Act and they shall meet the criteria laid down in Section 166 of the Act, and the Companies (Manner and Selection of Independent Directors) Regulations, 2018. Accordingly the following additional documents are to be submitted by the candidates intending to contest election of directors as an independent director:
- i. Declaration by Independent Director(s) under Clause 6(3) of the Listed Companies (Code of Corporate Governance) Regulations, 2019;
 - ii. Undertaking on non-judicial stamp paper that he/she meets the requirements of sub-regulation (1) of Regulation 4 of the Companies (Manner and Selection of Independent Directors) Regulations, 2018.
- III. The appointing authorities, including the Government and other shareholders, shall apply the fit and proper criteria given in the appendix of Rule 3(7) of Public Sector Companies (Corporate Governance) Rules, 2013 in making nominations of the persons for election as Board members under the provisions of the Act; provided that the requirement to comply with the fit and proper criteria is without prejudice to compliance with any other requirement for the fitness and propriety of directors issued under any special law, rules or regulations by a regulator or authority governing a specified sector.

The specimen of all requisite forms /undertakings/declarations/postal ballot are available on the Company's website i.e. www.sngpl.com.pk.

2. PARTICIPATION IN EXTRA ORDINARY GENERAL MEETING

i. THROUGH ELECTRONIC MEANS (OPTIONAL/RECOMMENDED VIA VIDEO CONFERENCING)

In wake of the prevalent COVID-19 pandemic situation and in the light of the relevant guidelines issued by Securities & Exchange Commission of Pakistan (SECP) and Pakistan Stock Exchange Limited, vide Circular No 5 of 2020 dated March 17, 2020 and Circular No PSX/N-372 dated March 19, 2020 respectively, the shareholders are encouraged to participate in the EOGM through electronic facility organized by SNGPL. In order to attend the EOGM 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 EOGM at cderta@cdepak.com.

The entitled shareholders whose name appear on the Books of the Company by close of Business on June 11, 2020 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 on the email addresses provided by them. The login facility will be opened at 10:30 a.m. on June 23, 2020 enabling the participants to join the proceedings after identification and verification process before joining the meeting which will start at 11:00 a.m. sharp.

ii. ATTENDING MEETING IN PERSON OR THROUGH PROXIES

- a. All members, entitled to attend and vote at the Extraordinary 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.
- b. 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.
- c. 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

- 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.

3. ELECTION OF DIRECTORS (E-VOTING AND POSTAL BALLOT)

- a. If the number of persons who offer themselves to be elected is more than the number of directors fixed under Section 159 (1) of the Companies Act, 2017 then the Company shall provide its Members with the option of e-voting or voting by postal ballot in accordance with the provisions of the Companies (Postal Ballot) Regulations, 2018.
- b. Pursuant to the Companies (Postal Ballot) Regulations, 2018 for the purpose of Election of Directors and for any other agenda item subject to the requirements of sections 143 and 144 of the Companies Act, 2017, members will be allowed to exercise their right of vote through postal ballot, that is voting by post or through any electronic mode, in accordance with the requirements and procedure contained in the aforesaid regulations.
- c. Voting lines for Elections of Directors will be opened for the shareholders from June 19, 2020 at 9:00 a.m. till June 22, 2020 at 5:00 p.m.
- d. 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 above address or by email at eogm@sngpl.com.pk, one (01) day before the day of poll i.e. Monday, June 22, 2020 during working hours.

4. SUBMISSION OF COPY OF CNIC/NTN CERTIFICATE (MANDATORY)

Please provide valid copy of CNIC/NTN if not already provided to our Share Registrar, in case of physical shareholders and in case of CDC account to its Participant/Investor Account Services.

Registered Office

Gas House, 21-Kashmir Road,
P.O. Box No. 56, Lahore (Pakistan),
Ph: +92-42-99201451-60, 99201490-99,
99201044
Fax: +92-42-99201369, 99201302
Website: 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
Shahra-e-Faisal, Karachi (Pakistan).
Tel No.: +92-21-111-111-500
Fax No.: +92-21-34326053
Website: www.cdcsrsl.com

**STATEMENT OF MATERIAL FACTS UNDER SECTION 166(3) OF THE
COMPANIES ACT, 2017**

Sui Northern Gas Pipelines Limited is required to have four (04) independent directors on its Board in accordance with the Public Sector Companies (Corporate Governance) Rules, 2013 and Listed Companies (Code of Corporate Governance) Regulations, 2019. Accordingly, four independent directors shall be elected in accordance with Section 159 of the Companies Act 2017.

After the receipt of notice/intention to contest for elections has been filed with the Company, the Company shall carry out due diligence to determine the status of a director as an independent director in line with the Companies (Manner and Selection of Independent Directors) Regulations, 2018 and other applicable laws.