



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

NOTICE OF 54TH ANNUAL GENERAL MEETING

The Notice is hereby given that the 54th Annual General Meeting of the Company will be held at Avari Hotel, Khorshed Mahal Hall, 87-Shahrah-e-Quaid-e-Azam Lahore on Thursday, May 23, 2019 at 11:00 a.m. for the purpose of transacting the following business:

ORDINARY BUSINESS:

1. To confirm the minutes of the last Annual General Meeting held on December 20, 2017.
2. To receive, consider and adopt the Annual Audited Accounts of the Company for the year ended June 30, 2018 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. 5.55 per share of Rs. 10/- each i.e. 55.5 % for the year ended June 30, 2018, as recommended by the Board of Directors. This is in addition to interim cash dividend at the rate of Rs. 1.5 per share of Rs. 10/- each i.e. 15% already paid in FY 2017-18.
4. To appoint External Auditors for the year ending June 30, 2019 and to fix their remuneration.
5. To transact any other ordinary business of the Company with the permission of the Chairman.

By order of the Board

Wajiha Anwar

(WAJIHA ANWAR)
Company Secretary

The share transfer books of the company will remain closed from Thursday, May 16, 2019 to Thursday, May 23, 2019 (**both days inclusive**). The members whose names appear in the register of members as at the close of business on Wednesday, May 15, 2019 will qualify for the payment of dividend.

LAHORE.

April 20, 2019

NOTES:

1. Participation in Annual General Meeting

- i) All members, entitled to attend and vote at the general meeting, are entitled to appoint another person 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 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.
- iii) 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.

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 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.

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.

3. 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-15%
- 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. 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		
Principal Shareholder	Name & CNIC No.	
	Shareholding Proportion (No. of Shares)	
Joint Shareholder	Name & CNIC No.	
	Shareholding Proportion (No. of Shares)	

The above information must reach our Share Registrar by the close of business on May 15, 2019; otherwise it will be assumed that the shares are equally held by Principal Shareholder and Joint Holder(s).

4. 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.

5. Dissemination of Annual Audited Accounts for the year ended June 30, 2018 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, 2018, are being circulated to the members through CD/DVD. However, a shareholder may ask through written request to provide a hard copy of Annual Audited Accounts.

6. 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, 2018 are available on the Company's website i.e. www.sngpl.com.pk.

7. 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.

8. Consent for Video Conference Facility

Pursuant to Section 132 (2) of the Companies Act, 2017, if Company receives consent form from members holding aggregate 10% or more shareholding residing in a city to participate in the meeting through video conference at least Seven (7) days prior to the date of meeting, the Company will arrange video conference 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.

Registered Office

Gas House, 21-Kashmir Road,
P.O. Box No. 56,
Lahore -54000, Pakistan,
Tel: +92-42-99201451-60
+92-42-99201490-99
Fax: +92-42-99201369, 99201302
Website: www.sngpl.com.pk

Shares Registrar

Central Depository Company of Pakistan Limited,
Mezzanine Floor, South Tower, LSE Plaza,
19-Khayaban-e-Aiwan-e-Iqbal,
Lahore, Pakistan.
Tel: +92-42-36362061-66
Fax: +92-42-36300072
Website: www.cdcpakistan.com