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

MPCL

www.mpcl.com.pk

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

Thru Fax/Courier
MPCL/CS/CA-02/1718
June 19, 2015

The Managing Director
Karachi Stock Exchange Limited
Stock Exchange Building
Stock Exchange Road,
KARACHI.

Fax No. 021-111-573-329

The General Manager
Lahore Stock Exchange Limited
Stock Exchange Building,
19-Khayaban-e-Aiwan-e-Iqbal,
LAHORE.

Fax No. 042-3636-8485

The Managing Director
Islamabad Stock Exchange Limited
ISE Towers, 55-B, Jinnah Avenue, Blue Area,
ISLAMABAD.

Fax No. 051-111-473-329

Subject: **Disclosure of Material Information**

Dear Sir,

In compliance with Section 15D(1) of the Securities and Exchange Ordinance, 1969 and clause (xx) of the Code of Corporate Governance 2012, we are enclosing herewith a form disclosing material information.

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

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DISCLOSURE FORM IN TERMS OF SECTION 15D(1) OF THE SECURITIES AND EXCHANGE ORDINANCE, 1969

Name of Company:	Mari Petroleum Company Limited
Date of Report:	June 19, 2015
Name of Company as specified in its Memorandum:	Mari Petroleum Company Limited
Company's registered office:	21-Mauve Area, 3rd Road, Sector G-10/4, Islamabad.
Contact information:	Tel: (051) 111-410-410
Former Name of the Company:	Mari Gas Company Limited

Disclosure of inside information by listed Company in terms of Section 15D(1)

Permissions Granted by SECP for Issuance of Preference Shares

This is further to our letters dated April 17, 2015 and May 21, 2015, whereby decisions taken in Board Meeting and Extraordinary General Meeting were communicated, respectively.

It is hereby informed that the Securities and Exchange Commission of Pakistan has granted approval to the Company for issuance of Preference Shares to GoP and Minority Shareholders as Right Issue under Rule 5 of the Companies Share Capital (Variation in Rights and Privileges) Rules 2000, read with section 90 of the Companies Ordinance 1984, and to GoP exclusively as Other than Right Issue under Rule 5 of the Companies Share Capital (Variation in Rights and Privileges) Rules 2000, read with section 90 and section 86(1) of the Companies Ordinance 1984.

SECP Letters communicating the approvals are enclosed for perusal.

SIGNATURE

Pursuant to the requirements of the Securities and Exchange Ordinance, 1969 (XVII of 1969), the Company has duly caused this form/statement to be signed on its behalf by the undersigned hereunto duly authorized.

For and on behalf of
Mari Petroleum Company Limited

Assad Rabbani
Company Secretary

SECP

Through Courier

No. EMD/233/405/02-1872

June 18, 2015

The Chief Executive,
Mari Petroleum Company Limited,
21 Mauve Area, 3rd Road,
G-10/4,
Islamabad.

Subject: **Application for issuance of unlisted Redeemable, non-cumulative and non-voting Preference shares as otherwise than right under Rule 5 of the Companies' Share Capital (Variation in Rights and Privileges) Rules 2000 read with Section 90 and Section 86(1) of the Companies Ordinance, 1984**

Dear Sir,

Please refer to your application dated June 15, 2015 regarding the subject noted above.

2. I am pleased to inform you that the competent authority on the basis of special resolution passed by the shareholders of Mari Petroleum Company Limited ("the Company") in its Extra Ordinary General Meeting ("EOGM") held on May 21, 2015 in accordance with the decision of Economic Coordination Committee (ECC) of the Cabinet has allowed the Company to issue 92 million unlisted, non-voting, non-cumulative, redeemable preference shares of Rs. 10 to Government of Pakistan as per ECC decision on the subject matter, under Sub-section (1) of Section 86 and Section 90 of the Companies Ordinance, 1984. This approval is however, subject to the following conditions:

i) The Company shall complete the formalities of issuance and allotment of the aforesaid preference shares within 120 days from the date of this letter duly complying with the requirements of the Companies Ordinance, 1984 and other relevant laws;

ii) The aforementioned preference shares shall be issued and governed by the terms and conditions as approved by ECC and the shareholders in the aforesaid EOGM;

iii) The Company shall redeem the Preference shares with the period specified i.e. 10 years from the date of issue of the preference shares.

iv) The Company shall intimate the Commission along with complete details, within 7 days of the issuance and subsequent redemption of the aforesaid preference shares;

3. It may be noted that the aforesaid approval is without prejudice to the relevant requirements of Securities Act, 2015 and any other laws if applicable.

Ali Azeem Ikram
Director
(Corporate Supervision Department)

SECURITIES AND EXCHANGE
COMMISSION OF PAKISTAN
NIC Building, 63 Jinnah Avenue,
Islamabad, Pakistan

PABX: +92-51-9207091-4, Fax: +92-51-9100454, 9100471, Email: webmaster@secp.gov.pk, Website: www.secp.gov.pk

SECP

Through Courier

No. EMD/233/405/02 · 1871

June 18, 2015

The Chief Executive,
Mari Petroleum Company Limited,
21 Mauve Area, 3rd Road,
G-10/4,
Islamabad.

Subject: **Application for issuance of unlisted Redeemable, non-cumulative and non-voting Preference shares as right under Rule 5 of the Companies Share Capital (Variation in Rights and Privileges) Rules 2000 read with Section 90 of the Companies Ordinance, 1984**

Dear Sir,

Please refer to your application dated June 15, 2015 regarding the subject noted above.

2. I am pleased to inform you that the competent authority on the basis of special resolution passed by the shareholders of Mari Petroleum Company Limited ("the Company") in its Extra Ordinary General Meeting ("EOGM") held on May 21, 2015 in accordance with the decision of Economic Coordination Committee (ECC) of the Cabinet has allowed the Company to issue 967 million unlisted, non-voting, non-cumulative, redeemable preference shares of Rs. 10 each as specie dividend to Government of Pakistan and those shareholders entitled to receive such shares as per ECC decision on the subject matter, under Section 90 of the Companies Ordinance, 1984. This approval is however, subject to the following conditions:

i) The Company shall complete the formalities of issuance and allotment of the aforesaid preference shares within 120 days from the date of this letter duly complying with the requirements of the Companies Ordinance, 1984 and other relevant laws;

ii) The aforementioned preference shares shall be issued and governed by the terms and conditions as approved by ECC and the shareholders in the aforesaid EOGM;

iii) The Company shall redeem the Preference shares with the period specified i.e. 10 years from the date of issue of the preference shares.

iv) The Company shall intimate the Commission along with complete details, within 7 days of the issuance and subsequent redemption of the aforesaid preference shares; and

v) The Company shall submit NOC from State Life Insurance Corporation of Pakistan for surrender of its right in favor of Government of Pakistan to ensure implementation of ECC's aforementioned decision.

Ali Azeem Ikram
Director
(Corporate Supervision Department)