



Ref: ACL-4210/4848

December 08, 2015

The Commissioner,
Company Law Division and Information System
& Technology Division,
Securities and Exchange Commission of Pakistan,
Islamabad.

**Application for Holding
Annual General Meeting (AGM) and Laying of Accounts therein
For the Year Ended June 30, 2013 and June 30, 2014**

Dear Sir,

Please refer to your letter No. EMD/233/414/2002/343 dated November 13, 2015, in response to our letter Ref: ACL-4210 dated November 11, 2015. In the above referred letter the Company had shown its intention of holding AGM and laying of accounts therein for the year ended June 30, 2013 and June 30, 2014 on December 31, 2015 and January 22, 2016 respectively. In response to which the Commission very graciously acceded to the Company's request and allowed the Company to hold its AGM and laying of Accounts therein for FY 2012-13 and FY 2013-14 on the aforesaid requested dates.

In line with the schedule to hold Annual general Meeting for the FY 2012-13 on December 31, 2015, Company convened Audit Committee meeting and Board of Directors Meeting on December 1, 2015 and December 2, 2015 respectively. Notices for convening of such meetings were duly communicated to all Stock Exchanges on November 23, 2015 vide our letter No. CA/KSE/4594. However, after convening of the meeting, Company received notice from Islamabad High Court that certain Shareholders of the Company have filed Writ Petitions against the Final Revenue Requirement (FRR) for FY 2012-13 and FY 2013-14, issued by OGRA dated November 05, 2015, with the Honorable Islamabad High Court challenging the very basis of imposition of penalty / disallowance by OGRA. It is pertinent to mention that the financial results of the Company are dependent upon the quantum of penalty/ disallowance imposed upon it by OGRA. Petitioners have made SNGPL and OGRA as respondents in these petitions.

During the proceedings of the case on December 1, 2015, petitioners' counsel requested the Honorable Islamabad High Court (IHC) to restrict the Company from declaration of its Annual Accounts for the FY 2012-13 during the pendency of the petitions. The IHC acceded to the request of petitioner's counsel and sought an undertaking from Company's counsel that accounts shall not be declared before the disposal of the petitions pending before the Court. In view of the observation of the Court, Company Counsel informed the Court that the meeting of the Board of Directors shall be postponed and will be held pursuant to the decision of the petition. Accordingly, the Audit Committee in its meeting dated December 1, 2015 concluded at 4 pm and Board of Directors in their meeting dated December 2, 2015 concluded at 3:20 pm did not consider the accounts for the FY 2012-13. Communications to this effect was duly made to all Stock Exchanges on December 2, 2015 vide our letter Nos. CA/KSE/4777-4790.

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SUI NORTHERN GAS PIPELINES LIMITED

GAS HOUSE, 21 KASHMIR ROAD, P.O. BOX 56, LAHORE (PAKISTAN)

While the Company and OGRA are respondents to the petitions filed by certain shareholders, in order to safeguard SNGPL overall interest, Company has also filed writ petition in Islamabad High Court with identical grounds also challenging the non provision of rate of return allowed under the license issued to the Company by OGRA. Honorable Islamabad High Court has commenced hearings in these petitions almost on a daily basis.

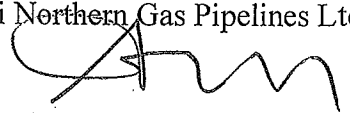
As stated above, the matter is now sub-judice, the Audit Committee and the Board of Directors accordingly did not consider the Annual Accounts for FY 2012-13 in their meetings held on December 1, 2015 and December 2, 2015. While Court hearings are being conducted almost on daily basis, as of today no decision has been announced by the Honorable Islamabad High Court, accordingly it appears that it would not be possible for the Company to publish and circulate its annual accounts for FY 2012-13 on or before December 10, 2015 and hold its Annual General Meeting of FY 2012-13 by December 31, 2015 and for FY 2013-14 by January 22, 2015.

However, the Company considers that the change in circumstances can be managed through holding Annual General Meetings of the Company for FY 2012-13 and FY 2013-14 on same day. Legal Counsel of the Company is confident that the outcome of the case will be announced within next two weeks. In view of the significance of amount involved and the expected disposition by the Court in next few weeks it is considered that the outcome of the decision be incorporated in the financial results of the Company. Once the matter is decided in Company's favor, Company may have to approach OGRA for revision of the determinations of Final Revenue Requirements of said years after which the Company will be in a position to hold its Annual General Meetings. In case of an adverse decision, Company will proceed with its present determinations and will hold Annual General Meetings within 45 days after IHC decision, of both years on same day.

In view of the circumstances explained above, it is requested to allow Company to defer publishing / circulation of its annual accounts for FY 2012-13 and FY 2013-14 and hold its Annual General Meetings presently scheduled on December 31, 2015 for FY 2012-13 and January 22, 2016 for FY 2013-14 to within 60 days after IHC decision, if favourable, for determination of revised final revenue requirements by OGRA for these years. Annual General Meetings of both years may be convened on the same day.

We are also enclosing herewith Affidavit by undersigned, being Managing Director, Sui Northern Gas Pipelines Limited, in original.

Thanking you.

Yours truly,
Sui Northern Gas Pipelines Ltd

(AMER TUFAIL)
MANAGING DIRECTOR

Enclosures:

1. Affidavit of Managing Director.

cc: Additional Registrar,
SECP, 7 Edgerton Road, Lahore

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- cc: The President,
Karachi Stock Exchange (G) Limited, Karachi.
- cc: The President,
Lahore Stock Exchange (G) Limited, Lahore.
- cc: The Managing Director,
Islamabad Stock Exchange (G) Limited, Islamabad.

N.O.O.

Chairman – Board of Directors.

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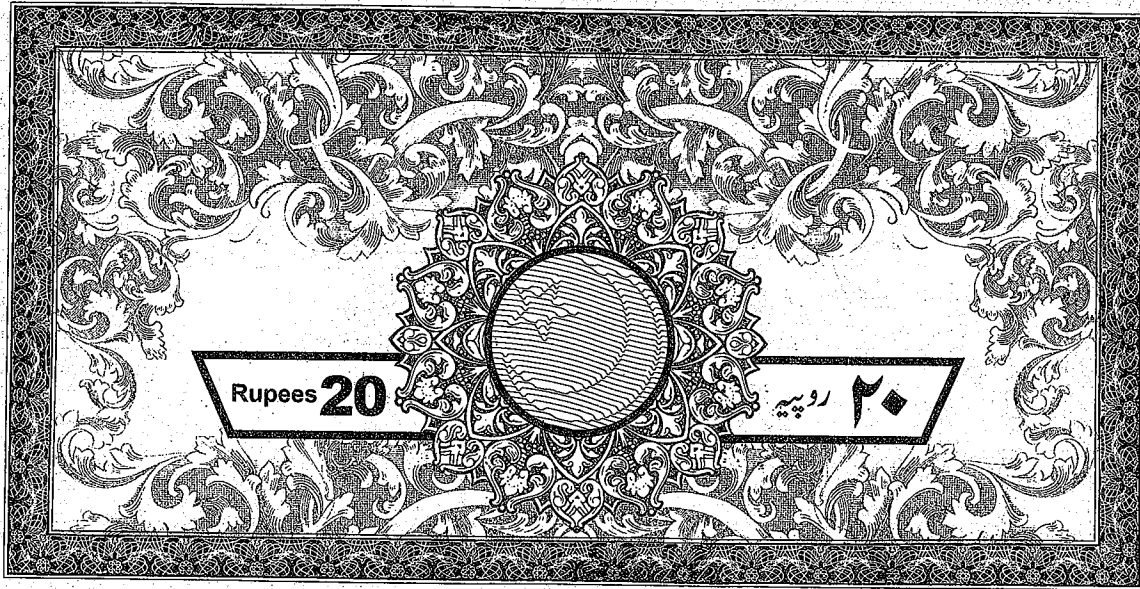
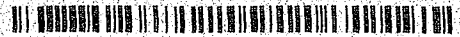
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AFFIDAVIT

I, Amer Tufail S/o. Sardar Muhammad Tufail Khan residing at House No.137-B, Sui Gas Society, Lahore do hereby solemnly affirm and state as under:

- That I am (Managing Director) of M/s. Sui Northern Gas Pipelines Limited, Head Office, 21-Kashmir Road, Lahore and fully conversant with the affairs of the Company as per my knowledge.
- That I affirm and declare that the information / documents attached herewith are true and correct to the best of my knowledge and belief and nothing has been suppressed or concealed.


DEPONENT

N.I.C. No.35202-2182023-9

Solemnly affirmed by the above mentioned deponent at Lahore on the Dec. 8, 2015 in my presence.



ATTESTED

ATTESTED
Oath Commissioner
Lahore