## SUI NORTHERN GAS PIPELINES LIMITED

Gas House, 21-Kashmir Road, P.O. Box 56, Lahore -54000, Pakistan

## REVISED NOTICE OF 51ST ANNUAL GENERAL MEETING

Revised Notice is hereby given that the 51st Annual General Meeting of the Company will be held at Avari Hotel, 87-Shahrah-e-Quaid-e-Azam, Lahore on Tuesday, March 8, 2016 at 11:00 a.m. for the purpose of transacting the following business:

### ORDINARY BUSINESS

**1.** To confirm the minutes of the 50th Annual General Meeting held on January 29, 2016.

**2.** To receive, consider and adopt the Audited Accounts of the Company for the year ended June 30, 2014 together with the Directors' and Auditors' Reports thereon.

**3.** To receive, consider and adopt the Audited Accounts of the Company for the year ended June 30, 2015 together with the Directors' and Auditors' Reports thereon.

**4.** To confirm the post facto re-appointment of A.F. Ferguson & Co., Chartered Accountants as Auditors of the Company for the year ended June 30, 2015 including already paid remuneration

**5.** To appoint auditors for the year ending June 30, 2016 and fix their remuneration. The retiring auditors being eligible for re-appointment for the year ending June 30, 2016, has offered themselves for re-appointment.

### SPECIAL BUSINESS

**6.** To consider and if deemed fit, appropriate and adopt the amendment in Articles No. 52, 69, 73, 85 and 112 of the Articles of Association of the Company and pass the following special resolutions with or without modification(s):

**IT IS HEREBY RESOLVED**

"That the Articles No. 52, 69, 73, 85 and 112 of the Articles of Association of the Company be and are hereby amended to be read as follows:

> 52. Ten (10) members present in person representing not less than twenty five percent (25%) of the total voting power, either of their own account or as proxies, shall be a quorum for a general meeting. Furthermore, the Company may provide video conference facility to its members for attending general meeting at places other than the town in which general meeting is taking place after considering the geographical dispersal of its members, provided that if members, collectively holding ten percent (10%) or more shareholding residing at a geographical location, provide their consent to participate in the meeting through video conference at least ten (10) days prior to date of meeting, the Company shall arrange video conference facility in that city subject to availability of such facility in that city.
>
> 69. A person can be appointed as proxy and shall be qualified to vote even if he/she is not a member. Moreover, a corporation or a company being a member of the Company may by a resolution of the Directors authorise any of its officials or any other person to act as its representative at any meeting of the Company. Subject to the provisions of these Articles an agent duly authorised under a power of attorney shall be entitled to be present and vote on

behalf of his appointer notwithstanding that such agent may not be a member of the Company. A member may exercise his vote at a meeting by electronic means in the manner provided in the Ordinance or Rules or Regulations made thereunder.

73. An instrument appointing a proxy may be in the following form, or in any other form which the Directors shall approve:

**SUI NORTHERN GAS PIPELINES LIMITED**

**Option 1**
**Appointing other person as Proxy**

I/We_________________________________________________________________
Of ______________________________________________________________ being a member of Sui Northern Gas Pipelines Limited and holder of _____________________________________
*(number of shares)*
Ordinary Shares as per Registered Folio No. ____________________________________
hereby appoint Mr. __________________________________of ______________ or failing whom Mr. _____________________________________of _________________ as my/our proxy to vote for me/us and on my/our behalf at the (annual, extraordinary general meeting, as the case may be) of the Company to be held on ________________________and at any adjournment thereof.
Signed under my / our this______________________________ day of ___________, 20____

**Option 2**
**E-voting as per The Companies (E-voting) Regulations, 2016**

I/We, _______________________ of ____________________, being a member of Sui Northern Gas Pipelines Limited, holder of _________________ Ordinary Share(s) as per Register Folio No. _______ hereby opt for e-voting through intermediary and hereby consent the appointment of execution officer _______________________________ as proxy and will exercise e-voting as per the Companies (E-voting) Regulations, 2016 and hereby demand for poll for resolutions.

My secured email address is ______________________, please send login details, password and electronic signature through email.

_________________
Signature should agree
with the specimen signature
registered with the Company

Signed in the presence of:

_________________ _________________
Signature of Witness Signature of Witness

85. The remuneration to be paid to the Directors for attending the Board or Committee Meetings, shall be Rs.100,000/- per meeting. The Directors attending the Board or Committee Meetings shall be entitled to business class/ club class return airfare from the venue of the meeting to his/ her usual place of residence in Pakistan. The Directors attending the Board or Committee Meetings shall also be entitled to boarding, lodging and transportation in case meeting is held in a city other than his/ her usual place of residence.

Provided that the regularly paid Chief Executive Officer/ Managing Director and Executive Directors shall not be paid any remuneration for attending the Board or Committee Meetings of the Company.

112. A resolution passed without any meeting of Directors or of a Committee of Directors appointed under Article 110 and evidenced in writing under the hands of majority of the Directors or members of the Committee for the time being in Pakistan, as the case may be, shall be as valid and effectual as a resolution duly passed at a meeting of the Directors or of such Committee called and held in accordance with the provisions of these Articles: Provided that in case one-third (1/3rd) of the total number of directors of the Company require that any resolution under circular resolution must be decided at a board meeting in person, the Chairman shall put the resolution to be decided at a meeting of the Board.

Resolved further that the Managing Director of the Company be and is hereby authorized and empowered to do or cause to be done all acts, deeds and things that may be necessary to give effect to these resolutions."

**7.** To transact any other ordinary business of the Company with the permission of the Chairman.

The share transfer books of the Company will remain closed from Tuesday, March 1, 2016 to Tuesday, March 8, 2016 (both days inclusive).

By order of the Board

Wajiha Anwar

**(WAJIHA ANWAR)**
Company Secretary

**Lahore.**
February 16, 2016

**NOTES:**

1. **Participation in Annual General Meeting:**

**i)** All members, entitled to attend and vote at the general meeting, are entitled to appoint another member 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 a 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 complete 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.

**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 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. **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.

3. **Payment of Dividend Electronically (optional):**

   Shareholders have been given an opportunity to authorize the Company to make payment of cash dividend through direct credit to shareholders bank account. To opt for the dividend mandate option, the Dividend Mandate Form is available at Company's website i.e. www.sngpl.com.pk.

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

   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.

5. **Consent for Video Conference Facility**

   Pursuant to SECP Circular No. 10 of 2014 dated May 21, 2014, if Company receives consent form from members holding aggregate 10% or more shareholding residing at geographical location to participate in the meeting through video conference at least 10 days prior to the date of meeting, the Company will arrange video conference facility in that city subject to availability of such facility in that city. To avail this facility please provide following information and submit to registered office of the Company:

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|---|
| 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 __________.<br><br>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.

6. **Statement under Section 160(1)(B) of the Companies Ordinance, 1984**

   A statement under Section 160(1)(b) of the Companies Ordinance, 1984 pertaining to the Special resolution is being sent to the shareholders along with the notice.

***Registered Office***
Gas House, 21-Kashmir Road,
P.O. Box No. 56,
Lahore -54000, Pakistan,
Tel: +92-42-99201451-60
+92-42-9921490-99
Fax: +92-42-99201369, 99201302
Website: www.sngpl.com.pk

***Shares Registrar***
Central Depository Company of Pakistan Limited,
2nd Floor, 307 Upper Mall, Opposite Lahore Gymkhana,
Near Mian Mir Bridge,
Lahore, Pakistan.
Tel: +92-42-35789378-87
Fax: +92-42-35789340
Website: www.cdcpakistan.com

**STATEMENT UNDER SECTION 160 (1) (B) OF THE COMPANIES ORDINANCE, 1984**

**THIS STATEMENT SETS OUT THE MATERIAL FACTS CONCERNING THE SPECIAL BUSINESS TO BE TRANSACTED AT THE ANNUAL GENERAL MEETING OF THE COMPANY TO BE HELD ON MARCH 08, 2016.**

**AMENDMENTS IN THE ARTICLES OF ASSOCIATION OF THE COMPANY**

The Board of Directors has recommended that the proposals should be presented to the shareholders of the Company at a general meeting for alterations / amendments in the Articles of Association of the Company to include/amend in the manner provided in the Ordinance or Rules or Regulations made from time to time. As recommended by the Board of Directors is proposed to be incorporated in the Articles of Association of the Company. All necessary requirements of law will be complied with in this regard.

Further, it has been recommended by the Board of Directors to revise the remuneration of the Directors for attending meetings of the Board and its Committees in accordance with the law, in order to attract and retain high profile individuals on the Board required to run the Company successfully and in accordance with good governance practices. In this regard, the Company is required to amend Article 85 of the Articles of Association of the Company. All necessary requirements of law will be complied with in this regard.

The Board of Directors also directed that for the sake of good governance the amount of remuneration should be recommended for approval at the general meeting. In compliance of the above directives, an amount of Rs.100,000/- per meeting is proposed as remuneration of the Directors in addition to air travel (business class/ club class) and accommodation and transportation in case meeting is held in a city other than his/ her usual place of residence of the Director.

The proposal for incorporation in the Articles of Association of the Company is therefore being placed before the shareholders for their consideration and if deemed appropriate to pass the following Special Resolution, with or without modification(s):

"Resolved that Articles No. 52, 69, 73, 85 and 112 of the Articles of Association of the Company be and are hereby amended to be read as follows:

> 52. Ten (10) members present in person representing not less than twenty five percent (25%) of the total voting power, either of their own account or as proxies, shall be a quorum for a general meeting. Furthermore, the Company may provide video conference facility to its members for attending general meeting at places other than the town in which general meeting is taking place after considering the geographical dispersal of its members: Provided that if members, collectively holding ten percent (10%) or more shareholding residing at a geographical location, provide their consent to participate in the meeting through video conference at least ten (10) days prior to date of meeting, the Company shall arrange video conference facility in that city subject to availability of such facility in that city.
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> 69. A person can be appointed as proxy and shall be qualified to vote even if he/she is not a member. Moreover, a corporation or a company being a member of the Company may by a resolution of the Directors authorise any of its officials or any other person to act as its representative at any meeting of the Company. Subject to the provisions of these Articles an agent duly authorised under a power of attorney shall be entitled to be present and vote on behalf of his appointer notwithstanding that such agent may not be a member of the Company. A member may exercise his vote at a meeting by electronic means in the manner provided in the Ordinance or Rules or Regulations made thereunder.

73. An instrument appointing a proxy may be in the following form, or in any other form which the Directors shall approve:

**SUI NORTHERN GAS PIPELINES LIMITED**

**Option 1**
**Appointing other person as Proxy**

I/We________________________________________________________________
Of ______________________________________________________________ being a member of Sui Northern Gas Pipelines Limited and holder of ______________________________________
*(number of shares)*
Ordinary Shares as per Registered Folio No. ____________________________________
hereby appoint Mr. ___________________________________of _______________ or failing whom Mr. _____________________________________of _________________ as my/our proxy to vote for me/us and on my/our behalf at the (annual, extraordinary general meeting, as the case may be) of the Company to be held on ________________________and at any adjournment thereof.
Signed under my / our this_____________________________ day of ___________, 20____

**Option 2**
**E-voting as per The Companies (E-voting) Regulations, 2016**

I/We, _______________________ of ___________________, being a member of Sui Northern Gas Pipelines Limited, holder of _________________ Ordinary Share(s) as per Register Folio No. _______ hereby opt for e-voting through intermediary and hereby consent the appointment of execution officer _______________________________ as proxy and will exercise e-voting as per the Companies (E-voting) Regulations, 2016 and hereby demand for poll for resolutions.

My secured email address is ______________________, please send login details, password and electronic signature through email.

__________________
Signature should agree with the specimen signature registered with the Company

Signed in the presence of:

_________________ _________________
Signature of Witness Signature of Witness

85. The remuneration to be paid to the Directors for attending the Board or Committee Meetings, shall be Rs.100,000/- per meeting. The Directors attending the Board or Committee Meetings shall be entitled to business class/ club class return airfare from the venue of the meeting to his/ her usual place of residence in Pakistan. The Directors attending the Board or Committee Meetings shall also be entitled to boarding, lodging and transportation in case meeting is held in a city other than his/ her usual place of residence. Provided that the regularly paid Chief Executive Officer/ Managing Director and Executive Directors shall not be paid any remuneration for attending the Board or Committee Meetings of the Company.

112. A resolution passed without any meeting of Directors or of a Committee of Directors appointed under Article 110 and evidenced in writing under the hands of majority of the Directors or members of the Committee for the time being in Pakistan, as the case may be, shall be as valid and effectual as a resolution duly passed at a meeting of the Directors or of such Committee called and held in accordance with the provisions of these Articles: Provided

that in case one-third (1/3rd) of the total number of directors of the Company require that any resolution under circular resolution must be decided at a board meeting in person, the Chairman shall put the resolution to be decided at a meeting of the Board.

Resolved further that the Managing Director of the Company be and is hereby authorized and empowered to do or cause to be done all acts, deeds and things that may be necessary to give effect to these resolutions."