SUI NORTHERN GAS PIPELINES LIMITED
GAS HOUSE, 21 KASHMIR ROAD, P.O. BOX 56, LAHORE (PAKISTAN)

CA/EGM/ 2380 **Thru: Courier/Email** July 03, 2020

The Additional Registrar,
Securities and Exchange Commission of Pakistan,
Associated House,
Edgerton Road,
Lahore.

RECONVENING OF ADJOURNED EXTRAORDINARY GENERAL MEETING OF SUI NORTHERN GAS PIPELINES LIMITED

Dear Sir,

This is with reference to our earlier letter No. CA/SECP/2310 dated June 25, 2020 regarding impediment report on adjournment of Extraordinary General Meeting of the Company (copy enclosed).

It is submitted that today Hon'ble Lahore High Court, Lahore has vacated the stay order dated June 22, 2020 and has allowed the Company to conduct election of directors. Accordingly, adjourned Extraordinary General Meeting of the Company has been scheduled to be held on July 06, 2020 at 09:00 a.m. at Company's Head Office, 21-Kashmir Road, Lahore for conducting the Election of Directors for the term of three (3) years.

Further, we would like to inform that since the adjourned meeting is being reconvened within a period, not exceeding fifteen days as envisaged in regulation No. 30, of First Schedule, Table A for the Management of a Company Limited By Shares of the Companies Act, 2017, therefore, we understand that the votes already casted through e-voting and Postal Ballot papers in the light of Company's published notices dated June 2, 2020 and June 16, 2020 are valid and would not require recasting of the same. However, proxies received in time against the said notices shall be considered valid for the purposes of casting votes by the Proxy holders apart from casting votes in person by the Shareholders at the proposed date of Extraordinary General Meeting.

Telephones Exch: +(92-42)9082000, +(92-42)9082006 | Telephones: 042-99201338, 042-99201044 | Fax: 042-99201369 | www.sngpl.com.pk

In view of the above, it is informed that the Company shall reconvene its adjourned Extraordinary General Meeting on July 06, 2020 at 09:00 am for conducting Election of Directors.

Thanks and regards.

Yours sincerely,
SUI NORTHERN GAS PIPELINES LIMITED

(IMTIAZ MEHMOOD)
Company Secretary
Ph: 042-99201338
Fax: 042-99201369

cc: The Executive Director –CSD-CLA, SECP, Islamabad
cc: Pakistan Stock Exchange Limited thru PUCARS and Courier.

CA/SECP/ [illegible] Thru: Courier June 25, 2020

The Additional Registrar,
Securities and Exchange Commission of Pakistan,
3rd Floor, Associated House, 7-Egerton Road,
Lahore.

IMPEDIMENT REPORT

Dear Sir,

This is to inform you that the Extra Ordinary General Meeting (EOGM) of Sui Northern Gas Pipelines Limited (SNGPL) was scheduled on June 23, 2020 especially for conducting the election of directors; but, a day before the EOGM i.e. on June 22, 2020, the Honourable Lahore High Court, Lahore granted stay by restraining SNGPL from conducting the election of Board of Directors on a complaint of a contestant vide W.P.No.27842 of 2020. Resultantly, the election of Board of Directors of SNGPL could not be conducted, and the EOGM was adjourned till further orders of the Honourable Lahore High Court, Lahore.

In view of the above, the impediment report under Section 158(2) of the Companies Act, 2017 is submitted for your information and record. However, under the prevailing circumstances, as provided under Section 158(1), the existing Board of SNGPL will continue till the holding of election of directors.

Thanks and regards.

Yours sincerely,
SUI NORTHERN GAS PIPELINES LIMITED

(IMTIAZ MEHMOOD)
COMPANY SECRETARY
Tele: 042-99201338
Fax: 042-99201369

Encl: (i) Copy of Stay Order dated June 20, 2020.
(ii) Impediment report.

cc: The Executive Director,
Corporate Supervision Department/
Company Law Division,
Securities and Exchange Commission of Pakistan,
NIC Building, 63-Jinnah Avenue,
Islamabad.

N.O.O.

CC: Chairperson – For information please.
CC: Managing Director – For information please.

Form No: HCJD/C-121

ORDER SHEET

IN THE LAHORE HIGH COURT, LAHORE
JUDICIAL DEPARTMENT

WP No.27692/2020

Waseem Majid Malik — Versus — Federation of Pakistan etc.

Sr. No. of order/ Proceedings	Date of order/ Proceedings	Order with signature of Judge and that of parties or counsel, where necessary.
	22.06.2020	Mr. Saad Amir, Advocate with Petitioner. Mr. Muhammad Raza Qureshi, Mr. Asad Hussain and Syed Shahid Hussain, Advocates for Respondent-SNGPL. Mrs. Ambreen Moeen DAG with Ahmad Aslam Chief Law Officer SNGPL and Omer Saeed, Section Officer, Ministry of Petroleum, Government of Pakistan. Mr. Ishtiaq A. Khan, Addl. Attorney General.

Learned counsel states that Respondent SNGPL has announced election of Directors for tomorrow i.e. 23.06.2020 for which notices under Section 159 (4) of the Companies Act, 2017 ("Act") were issued on 16.06.2020. Learned counsel states that from the notices it is clear that twenty persons have filed intent to contest election, however the list of twenty persons includes the names of nominees Directors of the Federation of Pakistan, which is against the mandate of Act. Learned counsel states that Federation of Pakistan cannot nominate Directors to contest the election as only the members of the Respondent SNGPL are eligible to contest the election and nominees Directors are appointed in terms of Section 164 and 165 of the Act. Learned counsel states that in another WP No.21451/2019 similar irregularities were admitted by the Respondents before this Court and notwithstanding the same they are repeating the same mistake, which not only affects the rights of the Petitioner but also the members of the Respondent SNGPL.

2. Issue notice to the Respondents for 24.06.2020 to file report [illegible] before the said date.

W.P. No.[illegible]/2020

C.M No.1/2020

3 Subject to notice for the above date and in the meanwhile, the Respondents are restrained from conducting the elections to the Board of SNGPL until the next date of hearing.

C.M No.2/2020

4 Dispensation sought for is allowed subject to all just and legal exceptions. C.M stands disposed of. Copy DASTI on payment of usual charges.

(AYESHA A. MALIK)
JUDGE

IMPEDIMENT REPORT ON POSTPONEMENT OF ELECTION OF DIRECTORS OF SUI NORTHERN GAS PIPELINES LIMITED

The Election of Directors of the Company was scheduled on June 23, 2020 for next triennial commencing from June 26, 2020. Accordingly, a seven days notice in line with Section 159(4) of the Companies Act, 217, containing names of twenty contestant who submitted their consent to contest Election of Directors was given in the newspapers on June 16, 2020 (Annex-I). However, one of the contestants, Mr. Waseem Majid Malik, approached the Hon'ble Lahore High Court, Lahore and filed a writ petition challenging the Election proceedings.

The Hon'ble Lahore High Court, Lahore issued stay order dated June 22, 2020 (Annex-II) with regards to writ petition titled "Waseem Majid Malik vs Federation of Pakistan, etc.", restraining the Company to conduct election of directors before the next hearing date i.e. June 24, 2020. However, the Hon'ble Lahore High Court, Lahore on June 24, 2020 further re-fixed the date of hearing of the case on June 26, 2020.

With the permission of the Chairperson Board of Directors, the above impediment report is being issued pursuant to Section 158(2) of the Companies Act, 2017.

(IMTIAZ MEHMOOD)
Company Secretary

Encl: as above

Annex - I
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16-6-20

SUI NORTHERN GAS PIPELINES LIMITED

Gas House, 21-Kashmir Road, P.O. Box No. 56, Lahore (Pakistan)
Ph : +92-42-99201044, +92-42-99201490-99, +92-42-99201451-60
Fax : +92-42-99201302, +92-42-99201369
Website: www.sngpl.com.pk

ELECTION OF DIRECTORS

NOTICE UNDER SECTION 159 (4) OF THE COMPANIES ACT, 2017

Pursuant to Section 159(4) of the Companies Act, 2017, Members / Shareholders of the Company are hereby notified that the following Twenty (20) individuals have filed with the Company, the notice of their intention under section 159(3) of the Companies Act 2017 to contest election of Directors at the Extraordinary General Meeting to be held on **Tuesday, June 23, 2020 at 11:00 a.m.** at the Company's Head Office, Gas House, 21-Kashmir Road, Lahore.

1. Mr. Afan Aziz *
2. Mr. Ahmad Aqeel
3. Mr. Ahmed Chinoy
4. Mr. Ayaz Dawood *
5. Mr. Javaid Bashir Sheikh *
6. Mr. Muhammad Ayub Chaudhry
7. Mr. Manzoor Ahmed
8. Mian Misbah-ur-Rehman
9. Mirza Mahmood Ahmad
10. Mr. Moazzam Iftikhar Ahmed
11. Mr. Mohammad Haroon *
12. Mr. Mustafa Ahmad Khan
13. Mr. Naveed Kamran Baloch
14. Mr. Rizwan Ullah Khan *
15. Ms. Roohi Raees Khan *
16. Mr. Sajid Mehmood Qazi
17. Dr. Sohail Razi Khan *
18. Syed Akhtar Ali
19. Mr. Waseem Majid Malik
20. Mr. Yousaf Naseem Khokhar

Accordingly, Members/Shareholders in line with Section 159 of the Companies Act, 2017 will elect Eleven (11) directors as fixed by the Board of Directors, for the next triennial commencing from June 26, 2020. For the purpose of independent Directors, the contestants mentioned at sr. nos. 01,04,05,11,14,15,17 have submitted their consent papers to contest the Election as Independent Directors.

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

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

(IMTIAZ MEHMOOD)
COMPANY SECRETARY
LAHORE
Dated: June 16, 2020

BALLOT PAPER FOR VOTING THROUGH POST/E-MAIL FOR POLL TO BE HELD ON TUESDAY, JUNE 23, 2020 AT 11.00 A.M. AT GAS HOUSE, 21- KASHMIR ROAD, LAHORE.

www.sngpl.com.pk

Designated email address of the Chairperson at which the duly filled in ballot paper may be sent at is cogm@sngpl.com.pk.

Name of shareholder/joint shareholders	
Registered Address	
Folio No.	
Number of shares held	
CNIC Number (copy to be attached)	
Additional Information and enclosures (In case of representative of body corporate, corporation and Federal Government.)	

I/we hereby exercise my/our vote in respect of Election of Directors through postal ballot 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, commencing from June 26, 2020.

rtment

Sr. No.	Name of Director	No. of Ordinary Shares, used for voting in favor of the Director	Number of Votes (No. of Voting Shares x Number of Directors to be Elected)
1.	Mr. Afan Aziz *		
2.	Mr. Ahmad Aqeel		
3.	Mr. Ahmed Chinoy		
4.	Mr. Ayaz Dawood *		
5.	Mr. Javaid Bashir Sheikh *		
6.	Mr. Muhammad Ayub Chaudhry		
7.	Mr. Manzoor Ahmed		
8.	Mian Misbah-ur-Rehman		
9.	Mirza Mahmood Ahmad		
10.	Mr. Moazzam Iftikhar Ahmed		
11.	Mr. Mohammad Haroon *		
12.	Mr. Mustafa Ahmad Khan		
13.	Mr. Naveed Kamran Baloch		
14.	Mr. Rizwan Ullah Khan *		
15.	Ms. Roohi Raees Khan *		
16.	Mr. Sajid Mehmood Qazi		
17.	Dr. Sohail Razi Khan *		
18.	Syed Akhtar Ali		
19.	Mr. Waseem Majid Malik		
20.	Mr. Yousaf Naseem Khokhar		
Total No. of Shares / Votes			

* Contesting as Independent Director.

Signature of Shareholder
Place:
Date:

NOTES:

ELEVEN (11) directors are to be elected in the following manner:

(a) a shareholder shall have such number of votes as is equal to the product of the number of voting shares held by him/her and the number of Directors to be elected;

(b) a shareholder may give all his votes to a single candidate or divide them between more than one of the candidates in such manner as he/she may choose; and

(c) the candidate who gets the highest number of votes shall be declared elected as Director and then the candidate who gets the next highest number of votes shall be so declared and so on until the total number of Directors to be elected has been so elected.

PROCEDURE FOR SUBMISSION OF BALLOT PAPER:

1. Duly filled postal ballot should be sent to the Chairperson, Ms. Roohi Raees Khan, 7th Floor, Gas House, 21- Kashmir Road, Lahore or at EMAIL: eogm@sngpl.com.pk.
2. Copy of CNIC / Passport (in case of foreigner) should be enclosed with the postal ballot.
3. Postal ballot should reach Chairperson of the meeting on or before June 22, 2020 during working hours. Any postal ballot received after this date, will not be considered for voting.
4. Signature on postal ballot should match with signature available with the Company.
5. Incomplete, unsigned, incorrect, defaced, torn, mutilated, over written ballot paper will be rejected.
6. In case of representative of body corporate, corporation and Federal Government, postal ballot must be accompanied with copy of CNIC of authorized person, attested copy of Board Resolution, Power of Attorney, Authorization Letter etc. in accordance with Section(s) 138 or 139 of the Companies Act, 2017 as applicable. In case of foreign body corporate etc. all documents must be attested from the Counsel General of Pakistan having jurisdiction over the member.
7. Ballot Paper has also been placed at the website of the Company www.sngpl.com.pk. Members may download the ballot paper from the website or use original/photocopy published in newspapers.

SAY NO TO CORRUPTION