



SUI NORTHERN GAS PIPELINES LIMITED

CA/PSX/ 2156

Thru: PUCARS / Courier

August 18, 2023

The General Manager,
Pakistan Stock Exchange Limited (PSX),
Stock Exchange Building,
Stock Exchange Road,
KARACHI.

The Executive Director/HOD,
Offsite-II Department, Supervision Division
Securities and Exchange Commission of Pakistan
63, NIC Building, Jinnah Avenue, Blue Area,
ISLAMABAD.

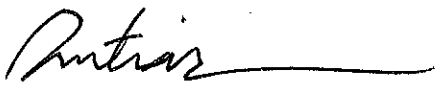
NOTICE OF EXTRA ORDINARY GENERAL MEETING **UNDER RULE NO. 5.6.9(b) OF PSX RULES**

Dear Sir,

In pursuant to Rule No. 5.6.9(b) of PSX Rules, please find enclosed herewith notice of Extra Ordinary General Meeting scheduled to be held on September 11, 2023.

Thanks and regards.

Yours sincerely,
SUI NORTHERN GAS PIPELINES LIMITED


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

Enclosed: As Above.



SUI NORTHERN GAS PIPELINES LIMITED

Gas House, 21-Kashmir Road, P.O. Box No. 56, Lahore (Pakistan)

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is hereby given that an Extraordinary General Meeting of the shareholders of Sui Northern Gas Pipelines Limited will be held at the Pearl Continental Hotel, Lahore at 11:00 a.m. on Monday, September 11, 2023 as well as through Video Conference facility for transacting the following business;

ORDINARY BUSINESS

1. To confirm the minutes of the 58th Annual General Meeting held on August 01, 2023.
2. To elect twelve (12) 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. The retiring Directors, who are eligible for re-election are as follows:
 1. Mr. Muhammad Ismail Qureshi
 2. Mr. Arif Saeed
 3. Ms. Faaria Rehman Salahuddin
 4. Mr. Saadat Ali Khan
 5. Mr. Ahmad Atteeq Anwer
 6. Mr. Manzoor Ahmed
 7. Mr. Ahmad Aqeel
 8. Mr. Abrar Ahmed Mirza
 9. Mr. Ali Tahir
 10. Mr. Muhammad Sualedh Ahmed Faruqui
 11. Mr. Shahbaz Tahir Nadeem
3. To transact any other business with the permission of the Chair.

A statement of material fact under Section 166(3) of the Companies Act, 2017 relating to the material facts is annexed to this Notice.

The share transfer books of the Company will remain closed from September 5, 2023 to September 11, 2023 (both days inclusive).

By order of the Board


(IMTIAZ MEHMOOD)
Company Secretary

Lahore.
August 07, 2023

NOTES:

1. ELIGIBILITY CRITERIA FOR CANDIDATES CONTESTING ELECTION OF DIRECTORS

- I. Any member (including a retiring director) who seeks to contest the election of Directors shall file, the following documents/information duly signed, with the Company addressed to the Company Secretary, Corporate Affairs Department, Gas House, 21-Kashmir Road, Lahore, not later than fourteen (14) days before the day of the above said meeting:

- (a) Notice of his/her intention to offer himself /herself for election of directors in terms of Section 159(3) of the Companies Act, 2017 in the following categories as per new amendments through SECP's SRO dated July 07, 2023 in the Regulation 7A of the Listed Companies (Code of Corporate Governance) Regulations, 2019:

- i. Female Director
- ii. Independent Director
- iii. Other Director

Any member who seeks to contest for election shall file with the company not later than fourteen days before the date of the meeting at which the elections are to be held, a notice of intention and select any one category stated above in which he/she intends to contest for the election of director.

- (b) Consent to act as director on Form-28 under section 167 of the Companies Act, 2017 along with copy of CNIC, NTN or Passport along with the declaration. That he/she is not ineligible to become a director under any provisions of the Act, State-Owned Enterprises (Governance and Operations) Act, 2023, the Listed Companies (Code of Corporate Governance) Regulations, 2019, the Public Sector Companies (Corporate Governance) Rules, 2013 or any other applicable laws, rules and regulations and that he/she is a member of the Company in terms of Article 83 of Articles of Association of the Company;
- (c) A declaration under Section 12(3) of the State-Owned Enterprises (Governance and Operations) Act, 2023 that he or she is not serving as director of more than five state-owned enterprises simultaneously, including their subsidiaries;
- (d) A declaration that the person is aware of the duties and powers of directors under the State-Owned Enterprises (Governance and Operations) Act, 2023, Companies Act 2017, Listed Companies (Code of Corporate Governance) Regulations, 2019, Public Sector Companies (Corporate Governance) Rules, 2013, the Memorandum and Articles of Associations of the Company, the Pakistan Stock Exchange Limited (PSX) Rules and other applicable laws/rules/regulations/codes etc.
- (e) A declaration that he or she is a registered taxpayer and has not been convicted by any court of competent jurisdiction as a defaulter in the payment of any loan to a banking company, development financial institution or a non-banking financial institution and neither he/she nor his/her spouse is engaged in the business of stock brokerage.
- (f) A detailed profile of the Candidate including his/her office address for placement on the Company's website as required under SECP's SRO 1196(I) / 2019 dated October 03, 2019. The prescribed format given on SNGPL's website i.e. www.sngpl.com.pk.

- II. Independent Director(s) who's names are listed on the data bank of independent directors maintained by Pakistan Institute of Corporate Governance duly authorized by SECP will be elected through the process of election of directors in terms of section 159 of the Act and they shall meet the criteria laid down in Section 166 of the Act, the Companies (Manner and Selection of Independent Directors) Regulations, 2018. Accordingly, the following additional documents are to be submitted by the candidates intending to contest election of directors as an independent director:

- i. Declaration by Independent Director(s) under Clause 6(3) of the Listed Companies (Code of Corporate Governance) Regulations, 2019;
- ii. Undertaking on non-judicial stamp paper that he or she complies with the fit and proper criteria as prescribed in State-Owned Enterprises (Governance and Operations) Act, 2023 and that he/she meets the requirements of sub-regulation (1) of Regulation 4 of the Companies (Manner and Selection of Independent Directors) Regulations, 2018.

III. The appointing authorities, including the Government and other shareholders, shall apply the fit and proper criteria given in Schedule-IV of Section 16 of the State-Owned Enterprises (Governance and Operations) Act, 2023 and appendix of Rule 3(7) of Public Sector Companies (Corporate Governance) Rules, 2013 in making nominations of the persons for election as Board members under the provisions of the Act; provided that the requirement to comply with the fit and proper criteria is without prejudice to compliance with any other requirement for the fitness and propriety of directors issued under any special law, rules or regulations by a regulator or authority governing a specified sector.

The specimen of all requisite forms /undertakings/declarations/postal ballot are available on the Company's website i.e. www.sngpl.com.pk.

2. PARTICIPATION IN EXTRA ORDINARY GENERAL MEETING

i. Through Electronic Means (Optional/Recommended Via Video Conferencing)

In the light of the relevant guidelines issued by Securities & Exchange Commission of Pakistan (SECP) from time to time, the shareholders are encouraged to participate in the General Meeting through electronic facility organized by SNGPL. In order to attend the General Meeting through electronic facility, the shareholders are requested to get themselves registered with CDC Share Registrar Services Limited at least 48 hours before the time of General Meeting at cdcsr@cdcsrsl.com or at Whatsapp number 0321-8200864.

The entitled shareholders whose name appear on the Books of the Company by close of Business on September 04, 2023 will be treated in time for the purpose of attending the meeting and those shareholders are requested to provide the information as per below format:

S. #	Company Name	Folio Number / CDC Account #	Name of the Shareholder	CNIC #	Mobile #	E-mail Address
	Sui Northern Gas Pipelines Limited					

The details of the electronic facility will be sent to the Shareholders on the email addresses provided by them. The login facility will be opened at 10:30 a.m. on September 11, 2023 enabling the participants to join the proceedings after identification and verification process before joining the meeting which will start at 11:00 a.m. sharp.

ii. Attending Meeting In Person Or Through Proxies

- a. All members, entitled to attend and vote at the General Meeting, are entitled to appoint any person in writing as their proxy to attend and vote on their behalf. A

legal entity, being a member, may also appoint any person as proxy. However, 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.

- b. The proxy instrument must be completed in all respects and in order to be effective should be deposited at the Office of the Company Secretary but not later than 48 hours before the time of holding the meeting.
- c. 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.

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.

3. UPDATING OF PARTICULARS:

Please notify any change in mailing address and email address to our Share Registrar, in case of physical shareholders and in case of CDC account to its Participant/Investor Account Services

4. ELECTION OF DIRECTORS (E-VOTING AND POSTAL BALLOT)

- a. If the number of persons who offer themselves to be elected is more than the number of directors fixed under Section 159 (1) of the Companies Act, 2017 then the Company shall provide its Members with the option of e-voting or voting by postal ballot in accordance with the provisions of the Companies (Postal Ballot) Regulations, 2018.
- b. Pursuant to the Companies (Postal Ballot) Regulations, 2018 for the purpose of Election of Directors and for any other agenda item subject to the requirements of sections 143 and 144 of the Companies Act, 2017, and exclusively for the members of a listed company in case of Election of Directors, if the number of persons who offer themselves to be elected is more than the number of Directors fixed under sub-section (1) of Section 159 of the Act, a postal ballot be sent to the shareholders and published, in case the need to do so arises, not later than seven (7) days before the date of EOGM.

5. SUBMISSION OF COPY OF CNIC/NTN CERTIFICATE (MANDATORY)

Please provide valid copy of CNIC/NTN if not already provided to our Share Registrar, in case of physical shareholders and in case of CDC account to its Participant/Investor Account Services.

6. Conversion of Physical shareholding in Book-Entry Form:

Securities and Exchange Commission of Pakistan has issued directions vide letter No. CSD/ED/Misc./2016/ 639-640 dated March 26, 2021 in the light of Section 72 of Companies Act, 2017 that every existing listed company shall be required to replace its physical shares with Book-Entry Form within the period not exceeding four years from the promulgation of the Act i.e. May 30, 2017. In order to ensure compliance with the aforesaid provision and to be benefited of the holding of shares in Book-Entry Form, all shareholders who still hold shares in physical form are encouraged to open CDC sub-Account with any of broker or investor account directly with CDC to convert their shares in Book-Entry Form. This will benefits the valued shareholders in many ways, including safe custody/online trading of shares, easy transfer of ownership, no risk of damage/lost/duplicate shares, instant credit of entitlements (bonus/right issue).

Registered Office

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

Share Registrar

CDC Share Registrar Services Ltd,

Lahore Office:

Mezzanine Floor, South Tower, LSE Plaza,
19-Khayaban-e-Aiwan-e-Iqbal, Lahore (Pakistan)
Tel No.: +92 -42-36362061-66
Fax No.: +92 -42-36300072

Karachi Office:

CDC House, 99-B, Block B, S.M.C.H.S., Main Shahra-e-Faisal, Karachi (Pakistan).
Tel No.: +92-21-111-111-500
Fax No.: +92-21-34326053
Website: www.cdcsrsl.com

**STATEMENT OF MATERIAL FACTS UNDER SECTION 166(3) OF THE
COMPANIES ACT, 2017**

Sui Northern Gas Pipelines Limited is required to have majority of independent directors on its Board in accordance with the State-Owned Enterprises (Governance and Operations) Act, 2023. Accordingly, independent directors shall be elected in accordance with Section 159 of the Companies Act, 2017.

After the receipt of notice/intention to contest for elections has been filed with the Company, appointing authorities, including the Government and other shareholders shall apply the fit and proper criteria given under Section 16 of the State-Owned Enterprises (Governance and Operations) Act, 2023, and the Company shall carry out due diligence to determine the status of a director as an independent director in line with the Companies (Manner and Selection of Independent Directors) Regulations, 2018 and other applicable laws.

None of the Directors of the Company has any direct or indirect interest in this business, except that has/she can contest the election of directors.