

OIL & GAS DEVELOPMENT COMPANY LIMITED

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Nineteenth Annual General Meeting of Oil and Gas Development Company Limited will be held at Marriott Hotel Islamabad on October 26, 2016, at 10:00 a.m to transact the following business:

ORDINARY BUSINESS

- 1) To confirm the minutes of the 18th Annual General Meeting held on October 15, 2015.
- 2) To confirm the minutes of 10th Extraordinary General Meeting held on August 23, 2016.
- 3) To receive, consider and adopt the audited accounts of the Company for the year ended June 30, 2016 together with the Directors' and Auditors' Reports thereon.
- 4) To approve the final cash dividend @20% i.e. Rupees 2/- per share for the year ended June 30, 2016 as recommended by the Board of Directors. This is in addition to three interim cash dividends totaling to 32% i.e. Rs.3.2/- per share already paid during the year.
- 5) To appoint Auditors for the year 2016-17 and fix their remuneration. The present auditors M/s KPMG Taseer Hadi & Co., Chartered Accountants and M/s. A.F Ferguson & Co., Chartered Accountants will stand retired on the conclusion of this meeting.
- 6) To transact any other business with the permission of the Chair.

By order of the Board

Islamabad
September 07, 2016

(Ahmed Hayat Lak)
Company Secretary

NOTES:

1- Participation in the Annual General Meeting

A member entitled to attend and vote at this meeting is entitled to appoint another person as his / her proxy to attend and vote. Proxies in order to be effective must be received at the Registered Office of the Company duly stamped and signed not less than 48 hours before the meeting.

2- CDC Account holders will further have to follow the under mentioned guidelines as laid down in Circular 1 dated January 26, 2000 issued by the Securities and Exchange Commission of Pakistan:

a. For attending the meeting

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 regulations, shall authenticate his / her identity by showing his / her original National Identity Card (NIC) original passport at the time to attending the meeting.

In the case of corporate entities, 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 regulations, shall submit the proxy form as per the above requirement.
- ii) The proxy form shall be witnessed by two persons whose names, addresses and CNIC number shall be mentioned on the form.
- iii) Attested copies for 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 the case of a corporate entity, the Board of Directors' resolution / power of attorney with specimen signature of the person nominated to represent and vote on behalf of the corporate entity shall be submitted (unless it has been provided earlier) along with proxy form to the Company.

c. E-Voting

Pursuant to SECP Companies (E-voting) Regulations, 2016, Members can also exercise their right to vote through e-voting by giving their consent in writing at least 10 days before the date of the meeting to the Company on the appointment of Execution Officer by the intermediary as Proxy.

3-Video Conference Facility

Pursuant to provisions of SECP Circular No. 10 of 2014 dated May 21, 2014, if the Company receives consent from members holding aggregate 10% or more shareholding residing in 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. In order to vote through e-voting and avail video conference facility, please fill the requisite forms and submit to Company within time frame as mentioned in forms. The forms are being sent to each individual shareholder through post and are also available on the Company website.

4- Closure of Share Transfer Books

The share transfer books of the company will remain closed and no transfer of shares will be accepted for registration from October 19, 2016 to October 26, 2016 (both days inclusive). Transfers received in order at the Share Registrars' office Share Registrar Department, Central Depository Company of Pakistan Limited, CDC House, 99-B, Block 'B', S.M.C.H.S., Main Shahrah-e-Faisal, Karachi-74400 by the close of business on October 18, 2016 will be treated in time for the purpose of payment of final cash dividend, if approved by the Shareholders.

5- Change in Address

Members are requested to promptly notify any change in their address.

6-Notice of Shareholders who have not provided their CNICs.

In accordance with the notification of the Securities and Exchange Commission of Pakistan (SECP), SRO 831(I) 2012 dated July 05, 2012, dividend warrants should bear CNIC number of the registered member or the

authorized person. Accordingly members who have not yet submitted copy of their valid CNIC/ NTN (in case of corporate entities) are requested to submit the same to the company with members folio no. mentioned thereon. It may kindly be noted that in case of non-receipt of the copy of valid CNIC, the company in the light of SECP Notification No. S.R.O 275 (I)/2016 dated March 31, 2016 would be constrained to consider withholding dividend. List of shareholders who have not provided copies of their CNICs/NTN has been uploaded on company website for shareholders' information.

7- Dissemination of Annual Audited Accounts to Shareholders:

In the light of SRO No. 470(I)/2016 dated May 31, 2016 as notified by Securities & Exchange Commission of Pakistan, shareholders of the company in the 10th Extraordinary General meeting held on August 23, 2016 approved dissemination of information regarding annual audited accounts in soft form i.e CD/DVD/USB. Shareholder who opt to receive annual audited accounts at their registered addresses or through email, are requested to fill the Standard Request Form uploaded on the company's website and send the same duly signed by the shareholder to our Share Registrar, M/s Central Depository Company of Pakistan Limited.
