



OIL & GAS DEVELOPMENT COMPANY LIMITED

No. CS04-08 (PSX/LSE)

July 18, 2016

1. The General Manager,
Pakistan Stock Exchange Limited,
Stock Exchange Building,
Stock Exchange Road,
Karachi-74000, Pakistan.
2. London Stock Exchange Plc.,
10 Paternoster Square,
London EC4M 7LS.

Tel: (44) 20 7334 8907

Fax No. (92-21) 3241 0825, 3241 5136


SUBJECT: **NOTICE OF EXTRAORDINARY GENERAL MEETING**

Sir,

Enclosed please find a copy of the Notice of Extraordinary General Meeting to be held on Tuesday, August 23, 2016 for circulation amongst your members.

Yours Sincerely,

Encl: As above.


(Ahmed Hayat Lak)
Company Secretary

CC: Securities & Exchange Commission of Pakistan

HEAD OFFICE: OGDCL House, Jinnah Avenue, Blue Area, Islamabad - 44000, PAKISTAN.
Tel: +92-51-2623030 Fax: +92-51-9209762
Website: www.ogdcl.com

OIL & GAS DEVELOPMENT COMPANY LTD.
NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is hereby given that the 10th Extraordinary General Meeting being Twenty Ninth meeting of the members of Oil and Gas Development Company Limited will be held at Marriot Hotel Islamabad on August 23, 2016 at 10:00 a.m. to transact the following business:

SPECIAL BUSINESS:

1. To consider and approve the amendments to be made in Articles of Association of the Company for the purpose of compliance with the mandatory e-voting requirements as prescribed in the Companies (E-voting) Regulations, 2016 and if thought to pass the following resolution as Special Resolution:

RESOLVED THAT the Articles of Association of the Company be amended as follows:

51(a) The Company shall comply with the mandatory e-voting requirements as may be prescribed by the Securities and Exchange Commission of Pakistan from time to time.

52(a) In case of e-voting, voters may appoint either members or non-members as proxy and the company shall comply with the requirements of the Companies (E-Voting) Regulations, 2016 prescribed under the Companies Ordinance, 1984.

"OIL AND GAS DEVELOPMENT COMPANY LIMITED"

Option 1

Appointing other person as Proxy

I/We, _____ of _____ being a member of ABC Ltd, holder of _____ Ordinary Share(s) as per Register Folio No _____ hereby Appoint Mr. _____ Folio No.(if member) _____ of _____ or failing him Mr. _____ Folio No(if member). _____ of _____ as my / our proxy in my / our absence to attend and vote for me / us, and on my / our behalf at the Annual General Meeting/Extra Ordinary General Meeting of the Company to be held on ----- and at any adjournment thereof. Signed under my / our hand this _____ day of _____ 2016.

Option 2

E-Voting as per The Companies (E-voting) Regulations, 2016.

I/We, _____ of _____ being a member of ABC Ltd, holder of Intermediary (ABC) as proxy and will exercise Proxy Electronic Voting as per The Companies (Proxy E-Voting) Regulations, 214 and hereby demand for poll.

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

E-Voting:

The members can also exercise their right to vote through e-voting by giving consent in writing at least 10 days before the date of meeting to the Company on the appointment of the Execution Officer by the intermediary as a proxy.

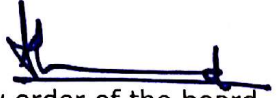
Dissemination of Annual Audited accounts through CD/DVD/USB

2. To consider dissemination of Annual Audited accounts through CD/DVD/USB instead of transmitting the same in the form of hard copies. However, for convenience of shareholder Standard Request Form will be uploaded on company website for those who opt to receive Annual Audited Accounts at their registered addresses or through email.

RESOLVED THAT dissemination of information regarding annual audited accounts to the shareholders in soft form i.e CD/DVD/USB as notified by Securities & Exchange Commission of Pakistan vide its SRO No. 470(I)/2016 dated May 31, 2016 be and is hereby approved.

ANY OTHER BUSINESS:

To transact any other business with the permission of the Chair.


By order of the board
(Ahmed Hayat Lak)
Company Secretary

Islamabad
July 18, 2016

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 NIC number shall be mentioned on the form.
- iii) Attested copies for NIC 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 NIC 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.

3- 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 August 16, 2016 to August 22, 2016 (both days inclusive). Transfers received in order at the Share Registrars' office by the close of business on August 15, 2016 be treated in time for the purpose of attending Extraordinary General Meeting.

4- Change in Address

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

STATEMENT UNDER SECTION 160(1)(B) OF THE COMPANIES ORDINANCE 1984 PERTAINING TO THE SPECIAL BUSINESS

a. Amendments in the Articles of Association

The amendments to the Articles of Association of the Company are being carried out in order to give effect to the requirements of newly announced Companies (E-voting) Regulations, 2016 by the Securities and Exchange Commission of Pakistan. The detail of amendments proposed in the Articles of Association is part of the resolution mentioned in the Notice.

b. Dissemination of information regarding Annual Audited Accounts to the shareholders through CD/DVD/USB

In order to implement SECP directions with respect to transmit / circulate information such as annual audited accounts through CD/DVD/USB instead of hard copies, resolution is part of the notice for concurrence of shareholders to adopt the newly introduced mode of transmission.