



# OIL & GAS DEVELOPMENT COMPANY LIMITED

No. CS04-08 (PSX/LSE)  
September 26, 2017

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 20<sup>TH</sup> ANNUAL GENERAL MEETING**

Dear Sir,

Enclosed please find a copy of the Notice of Twentieth Annual General Meeting to be held on Tuesday, October 24, 2017 for circulation amongst your members.

Thanking you.

Yours faithfully,

  
**(Ahmed Hayat Lak)**  
Company Secretary

Copy:

Director/HOD,  
Surveillance, Supervision and Enforcement Department  
Securities & Exchange Commission of Pakistan,  
NIC Building,  
63 Jinnah Avenue,  
Blue Area,  
Islamabad

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**HEAD OFFICE:** OGDCL House, Jinnah Avenue, Blue Area, Islamabad - 44000, PAKISTAN.

Tel: +92-51-2623030 Fax: +92-51-9209762

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**OIL AND GAS DEVELOPMENT COMPANY LIMITED**  
**NOTICE OF 20<sup>TH</sup> ANNUAL GENERAL MEETING**

Notice is hereby given that the Twentieth Annual General Meeting of Oil and Gas Development Company Limited will be held at Marriott Hotel Islamabad on October 24, 2017, at 09:00 a.m to transact the following business:

**ORDINARY BUSINESS**


- 1) To confirm the minutes of the 19<sup>th</sup> Annual General Meeting held on October 26, 2016.
- 2) To receive, consider and adopt the audited accounts of the Company for the year ended June 30, 2017 together with the Directors' and Auditors' Reports thereon.
- 3) To approve the final cash dividend @ 20% i.e. Rupees 2/- per share for the year ended June 30, 2017 as recommended by the Board of Directors. This is in addition to three interim cash dividends totaling to 40% i.e. Rs.4/- per share already paid during the year.
- 4) To appoint Auditors for the year 2017-18 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.
- 5) To elect 11 Directors as fixed by the Board in its meeting held on September 15, 2017 in place of retiring Directors namely:

1.	Mr. Zahid Muzaffar	Chairman
2.	Mr. Mr. Aurangzeb Haque	Director
3.	Mr. Mohammad Jalal Sikandar Sultan	Director
4.	Mr. Iskander Mohammed Khan	Director
5.	Mr. Hamid Farooq	Director
6.	Mr. Muhammad Ali Tabba	Director
7.	Mr. Zafar Masud	Director
8.	Prince Ahmed Omar Ahmedzai	Director
9.	Sayed Shafqat Ali Shah	Director
10.	Mr. Rahmat Salam Khattak	Director
11.	Mr. Muhammad Yawar Irfan Khan	Director
12.	Mr. Zahid Mir	Director/MD/CEO

- 6) To transact any other business with the permission of the Chair.

By order of the Board

Islamabad  
September 26, 2017

  
(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- Eligibility of Candidates to Contest Election:

Any person seeking to contest the election of directors shall lodge with the Company at its registered office not later than fourteen (14) days before the date of the meeting a letter of intention to offer himself/herself for election as a director in terms of Section 159(3) of the Companies Act, 2017 along with the following documents:

- a. A letter of consent to act as a director of the Company, if elected
- b. A declaration under Rule 3(4) of the Public Sector Companies (Corporate Governance) Rules, 2013 that he or she is not serving as director of more than five public sector companies or listed companies except subsidiaries thereof.
- c. A declaration that the person is aware of the duties and powers of directors under the Companies Act 2017, the Memorandum and Articles of Associations of the Company, the Pakistan Stock Exchange Rules and Public Sector Companies (Corporate Governance) Rules, 2013, and has read the provisions contained therein.
- d. A declaration that he or she is a registered tax payer 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 or his/her spouse is engaged in the business of stock brokerage.

### 3- CDC Account holders will further have to follow the under mentioned guidelines:

#### 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.

#### 4-Video Conference Facility

Pursuant to provisions of SECP Circular No. 10 of 2014 dated May 21, 2014 and section 132(2) of Companies Act 2017, 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.

#### 5- 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 18, 2017 to October 24, 2017 (both days inclusive). Transfers received in order at the Share Registrars' office by the close of business on October 17, 2017 will be treated in time for the purpose of payment of final cash dividend, if approved by the Shareholders.

#### 6- Change in Address

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

#### 7-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 their CNICs/NTN has been uploaded on company website for shareholders' information.

#### 8- 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 10<sup>th</sup> 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.

#### 9- DIVIDEND PAYMENTS THOROUGH ELECTRONIC MODE:

In order to receive the future dividends through electronic mode as per the requirements of Section 242 of the Companies Act, 2017, shareholders are requested to provide the following detail to our share registrar M/s Central Depository Company of Pakistan Limited, CDC House, 99-B, Block 'B', S.M.C.H.S, Main Shaha-e-Faisal, **Karachi** -74400

Name of Shareholder Folio/CDS Account No. CINC No. Email Title of Bank Account: Bank Account (IBAN) Number (24-digits): Bank's Name: Branch Name and Address: Contact No.	
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