

# Notice of Annual General Meeting

Notice is hereby given that the 14th Annual General Meeting being Twenty Fourth meeting of the members of Oil and Gas Development Company Limited will Insha-Allah be held at registered office of the Company, OGDCL Head Office, Plot No: 3, F-6/G-6, Blue Area, Jinnah Avenue, Islamabad on Wednesday 28 September 2011 at 10:00 a.m. to transact the following business:

## Ordinary Business

- 1) To confirm the minutes of the 13th Annual General Meeting held on 30 September 2010.
- 2) To receive, consider and adopt the audited accounts of the Company for the year ended 30 June 2011 together with the Directors' and Auditors' Reports thereon.
- 3) To approve the final cash dividend @ 25% i.e. Rs 2.50 per share for the year ended 30 June 2011 as recommended by the Board of Directors. This is in addition to the two interim cash dividends of 30% i.e. Rs 3.00 per share already paid during the year.
- 4) To appoint Auditors for the year 2011-12 and fix their remuneration. The present auditors M/s KPMG Taseer Hadi & Co., Chartered Accountants and M/s M. Yousuf Adil Saleem & Co., Chartered Accountants will stand retired on the conclusion of this meeting.
- 5) To elect 12 directors as fixed by the Board in its meeting held on 27 July 2011 in place of retiring directors namely:

i) Mr. Muhammad Ejaz Chaudhry	Chairman
ii) Mr. Basharat A. Mirza	MD & CEO
iii) Senator Mir Wali Muhammad Badini	Director
iv) Syed Amir Ali Shah	Director
v) Mr. Ahmad Bakhsh Lehri	Director
vi) Mr. Raashid Bashir Mazari	Director
vii) Dr. Kaiser Bengali	Director
viii) Mr. Wasim A. Zuberi	Director
ix) Mr. Tariq Faruque	Director
x) Syed Masieh-ul-Islam	Director
xi) Mr. Fahd Shaikh	Director

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

By order of the Board

12 August 2011  
Islamabad

(Eram Ali Aziz)  
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 26 January 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 Computerized National Identity Card (CNIC) or 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.

### 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 Wednesday, 21 September 2011 to Wednesday, 28 September 2011 (both days inclusive). Transfers received in order at the Share Registrars' office by the close of business on Tuesday, 20 September 2011 will be treated in time for the purpose of payment of final cash dividend, if approved by the Shareholders.

### 4- Change in Address

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