

OIL & GAS DEVELOPMENT COMPANY LIMITED
NOTICE OF 11th EXTRAORDINARY GENERAL MEETING

Notice is hereby given that the Eleventh Extraordinary General Meeting of Oil and Gas Development Company Limited will be held at Marriott Hotel, Islamabad on March 17, 2021 at 9:00 a.m to transact the following business:

ORDINARY BUSINESS

- 1) To confirm the minutes of the 23rd Annual General Meeting held on October 28, 2020.
- 2) To elect 11 Directors as fixed by the Board in its meeting held on September 18, 2020 in place of retiring Directors in terms of Section 159 of the Companies Act, 2017. Names of retiring directors are as under:

1.	Dr. Qamar Javaid Sharif	Chairman
2.	Mian Asad Hayaud Din	Director
3.	Mr. Kamran Ali Afzal	Director
5.	Capt (R) Fazeel Asghar	Director
6.	Mr. Saud Saqlain Khawaja	Director
7.	Mr. Nessar Ahmed	Director
8.	Mr. Saeed Ahmad Qureshi	Director
9.	Mr. Akbar Ayub Khan	Director
- 3) To transact any other business with the permission of the Chair.

By order of the Board

Islamabad
February 15, 2021

(Ahmed Hayat Lak)
Company Secretary

NOTES:

1-Coronavirus Contingency Planning for Extraordinary General Meeting (EOGM)

In the wake of prevailing situation due to Covid-19 pandemic, SECP has instructed listed companies to modify their usual planning for General Meetings for the safety and wellbeing of the shareholders and public at large. Accordingly, the Company intends to convene this EOGM with minimal physical interaction with shareholders while ensuring compliance with quorum requirements and requests the Members to consolidate their attendance and voting at the EOGM through proxies.

The Company, furthermore, has made arrangements to ensure that all participants, including shareholders, can now participate in the EOGM proceedings via video link. Accordingly, Members are required to provide their email address Names Folio Numbers and Number of Shares held in their names with subject "Registration for 11th EOGM of OGDCL" at eogm2021@ogdcl.com. Video Link to join the EOGM will be shared with only those Members whose emails, containing all the required particulars, are received at the given email address not less than 48 hours before the time of the EOGM.

2- Participation in the Extraordinary 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.

3- 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.

e. An undertaking (on non-judicial stamp paper of requisite value) that the person fulfills the requirements of Sub-regulation (1) of Regulation 4 of the Companies (Manner and Selection of Independent Directors) Regulations, 2018; and

f. Profile of the person, contact details, and a legible copy of his / her CNIC.

4- 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.

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 March 11, 2021 to March 17, 2021 (both days inclusive). Only persons whose names appear in the register of members of the Company as at, March 10, 2021 shall be entitled to attend, participate in, and vote at the Meeting.

6- Statement Pursuant to Sub-Section 3 of Section 166 of The Companies Act, 2017

The Company encourages independent directors on its board. Independent directors must meet the criteria of independence stipulated by the Companies Act, 2017 and the Public Sector Companies (Corporate Governance) Rules, 2013.