

Notice of 56th Annual General Meeting To Be Held on October 28, 2019



GOC (PAK) LIMITED

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 56th Annual General Meeting of the members of GOC (Pak) Limited will be held at its Registered Office, Small Industries Estate, Sialkot on Monday, the 28th October 2019 at 03:00 p.m. to transact the following business:

Ordinary Business:

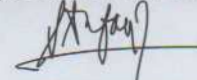
1. To confirm the minutes of the last meeting.
2. To receive, consider and adopt Audited Financial Statements of the Company for the year ended 30 June 2019 together with the Report to the Shareholders and Auditors Report thereon.
3. To approve the payment of final cash dividend @ Rs. 2.00 Per share (20%) for the year ended 30 June 2019 as recommended by the Directors.
4. To appoint auditors and fix their remuneration for the year ending 30 June 2020. The present auditor Messrs Tabussum Saleem & Company, Chartered Accountants, Lahore, retired and being eligible, offer themselves for re-appointment as Auditors of the Company.

Special Business:

5. To ratify and approve transactions conducted with the Related Parties for the years ended 30 June 2014-2019 by passing the following special resolution with or without modification:
"Resolved that the transactions conducted with the Related Parties as disclosed in the note 26 / 27 of the financial statements for the years ended 30 June 2014-2019 be and are hereby ratified, approved and confirmed."
6. To authorize the Board of Directors of the Company to approve transactions with the related parties for the financial year ending on 30 June 2020 by passing the following special resolution with or without modification:
"Resolved that the Board of Directors of the Company be and is hereby authorized to approve the transactions to be conducted with the Related Parties on case to case basis for the financial year ending on 30 June 2020.
Resolved further that the approval of these transactions by the Board shall be deemed to have been approved by the shareholders and shall be placed before the shareholders in the next Annual General Meeting for their formal ratification/approval."
7. To transact any other business with the permission of the Chair.

Sialkot:

By Order of the Board



(Arfan Shahzad)
Company Secretary

Dated: 08 October 2019

Notes:

1. **Book Closure:** The share transfer books of the company will remain closed from 21 October 2019 to 28 October 2019 (both days inclusive). Transfers received in order at the office of the company's Independent Share Registrar, M/s Corptec Associates (Private) Limited, 503-E, Johar Town, Lahore by the close of business on 20 October 2019 will be considered in time to be eligible for the purpose of attending and voting at the Annual General Meeting.
2. **Appointment of Proxy:** A member entitled to attend and vote at the Annual General Meeting is entitled to appoint another member as a proxy to attend and vote instead of him/her. The instrument appointing a proxy must be received at the Registered Office of the company not less than 48 hours before the time appointed for the Meeting.
3. **Participation in AGM:** Members who have deposited their shares in the Central Depository System of the Central Depository Company of Pakistan Limited will have to follow the under mentioned guidelines as laid down by Securities and Exchange Commission of Pakistan:
A. For Attending the Meeting
 - a. In case of Individuals, the account holder and/or sub-account holder whose registration details are Uploaded as per the CDC Regulations, shall authenticate his/her identity by showing his/her original CNIC or original Passport along with Participant ID number and the Account number at the time of attending the Meeting.

In case of corporate entity, the Board's 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

- a. In case of individuals, the account holder and/or sub-account holder whose registration details are uploaded as per the CDC Regulations, shall submit the proxy form as per above requirements.
- b. The proxy form shall be witnessed by two persons, whose names, addresses and CNIC numbers shall be mentioned on the form.
- c. Attested copies of the CNIC or the passport of beneficial owners and the proxy shall be furnished with the proxy form.
- d. The proxy shall produce his original CNIC or original passport at the time of the Meeting.
- e. In case of corporate entity, the Board's resolution / power of attorney with specimen signature shall be furnished (unless it has been provided earlier) along with proxy form to the Company.

4. Electronic Transmission of Financial Statements: The members, who desire to opt to receive annual Audited Financial Statements and notice of AGM through e-mail, are requested to provide their written consent on the Standard Request Form available on the Company's website. The Company shall, however, provide hard copy of the annual Audited Financial Statements to its shareholders, on request, free of cost, within seven days of receipt of such request.

5. Video Conferencing Facility: 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 7 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 this regard, please fill the following and submit to registered address of the company, Small Industries Estate, Sialkot at least 7 days prior to the date of Annual General Meeting.

"I/We, _____ of _____, being a member of GOC (Pak) Limited, holder of _____ ordinary share(s) as per Registered Folio / CDC Account No. _____ hereby opt for video conference facility at _____.
Signature of member _____"

6. Placement of Financial Statements on Website: The Company has placed the Audited Annual Financial Statements for the year ended 30 June 2019 along with Auditors' and Directors' Reports thereon on company's website www.gocpak.com

7. Deduction of Withholding Tax on the Amount of Dividend: Pursuant to the provisions of the Finance Act, 2019, the rates of deduction of income tax from dividend payments under the Income Tax Ordinance, 2001 have been revised as follows:

- Active 15%
- Non-Active 30%

All shareholders are advised to check their status on Active Taxpayers List (ATL) available on FBR Website and may, if required, take necessary actions for inclusion of their name in ATL to avail the lower rate of tax deduction. In the case of shares registered in the name of two or more shareholders, each joint-holder is to be treated individually as either active or non-active and tax will be deducted by the company on the basis of shareholding of each joint-holder as may be notified to the Company in writing. The joint-holders are, therefore, requested to submit their shareholdings otherwise each joint holder shall be presumed to have an equal number of shares.

8. Dividend Mandate: The provisions of Section 242 of the Companies Act, 2017 require the listed companies that any dividend payable in cash shall only be paid through electronic mode directly into the bank account designated by the entitled shareholders. The shareholders who have not provided their bank account details so far are advised to provide their below electronic dividend mandate information to Company's Share Registrar at the address given above and update their CDC accounts / Sub accounts as the case may be, enabling the Company to credit your future dividend promptly, if any

1. Shareholder's Name
2. Father's / Husband's Name
3. Folio Number
4. Postal Address
5. Name of Bank
6. Name of Branch
7. Address of Branch
8. Title of Bank Account
9. Bank Account Number (Complete with code)
10. IBAN Number (Complete with code)
11. Cell Number
12. Telephone Number (if any)
13. CNIC Number (attach copy)
14. NTN (in case of corporate entity, attach copy)

Signature of Shareholder as on CNIC

9. Submission of copy of CNIC (Mandatory) for Dividend Payment: As has already been notified to the shareholders from time to time, the directive of SECP vide SRO 831(I)/2012 dated 05 July 2012 requires that the dividend warrants should bear the CNIC numbers of the registered shareholders or the authorized person except in the case of minor(s) and corporate shareholders. CNIC number of the shareholders is, therefore, mandatory for the issuance of dividend warrants and in the absence of such information, payment of dividend may be withheld in term of SECP's order dated 10 May 2016 which will be released upon submission of a valid copy of the CNIC. Shareholders who have not yet provided their CNICs are, therefore, once again advised to provide the attested copies of their CNICs directly to our independent Share Registrar at the address: M/s Corptec Associates (Private) Limited, 503-E, Johar Town, Lahore.

STATEMENT UNDER SECTION 134(3) OF THE ACT:

Agenda Item No. 5 of The Notice - Ratification and Approval of the Related Party Transactions:

Transactions conducted with the related parties have to be approved by the Board of Directors duly recommended by the Audit Committee on quarterly basis pursuant to clause 15 of the Listed Companies (Code of Corporate Governance) Regulations, 2017. However, since majority of the Company's Directors were interested due to their common directorships and therefore these transactions are being placed for the approval by shareholders in the Annual General Meeting. All transactions with related parties to be ratified have been disclosed in the note 26 / 27 to the financial statements for the years ended 30 June 2014-2019. The Company carries out transactions in the normal course of business. All transactions entered into with related parties require the approval of the Audit Committee of the Company. Upon the recommendation of the Audit Committee, such transactions were placed before the Board of Directors for approval. The nature of relationship with these related parties has also been indicated in the financial statements for the year ended 30 June 2019. The Directors are interested in the resolution only to the extent of their shareholding and having their common directorships in such related parties.

Agenda Item No. 6 of the Notice - Authorization for the Board of Directors to approve the Related Party Transactions during the Year Ending On 30 June 2020.

The Company shall be conducting transactions with its related parties during the year ending on 30 June 2020 in the normal course of business. The majority of Directors are interested due to their common directorship in the associated undertakings. In order to promote transparent business practices, the shareholders are required to authorize the Board of Directors to approve transactions with the related parties from time-to-time and on case to case basis for the year ending on 30 June 2020, which transactions shall be deemed to be approved by the Shareholders. These transactions shall be placed before the shareholders in the next AGM for their formal approval/ratification. The Directors are interested in the resolution only to the extent of their shareholding and/or only their common directorships in such related parties.

56th ANNUAL GENERAL MEETING

Proxy Form

I / We, _____ of _____
being the member of **GOC (Pak) Limited** hereby appoint Mr./Mrs./Miss. _____
who is a member of the Company vide Registered Folio / CDC Participant ID.No. _____ or failing whom
Mr./Mrs./Miss. _____ who is also a member of the Company vide Registered Folio / CDC Participant
ID.No. _____ as my / our proxy to attend and vote for me and on my behalf at the 56th Annual General
Meeting of the Company to be held on Monday, October 28, 2019 at 03:00 p.m. and / or at any adjournment thereof.

Folio No	CDC account Number		Number of shares held
	Participants I.D.	Account No.	

(Signature on Rupees Five
Revenue Stamp)

(Signature should agree with the specimen signature registered with the Company)

WITNESSES:

i. Signature _____
Name _____
Address _____

ii. Signature _____
Name _____
Address _____

CNIC

				-						-	
--	--	--	--	---	--	--	--	--	--	---	--

or passport No.

CNIC

				-							-	
--	--	--	--	---	--	--	--	--	--	--	---	--

or passport No.

Date: _____

Date: _____

NOTES

- I. The proxy form must be signed across Rupees Five revenue stamp and it should be deposited in the Company's registered office not less than 48 hours before the time of holding the meeting.
- II. If a member appoints more than one proxy and more than one instruments of proxy are deposited by a member with the Company, all such instruments of proxy shall be rendered invalid.
- III. A member entitled to attend may appoint another member as his / her proxy or may by power of attorney authorize any other person as his / her agent to attend, speak and vote at the meeting. A corporation or a company, as the case may be, being a member of the Company, may appoint any of its officials or any other person to act as its representative and the person so authorized shall be entitled to the same powers as if he were an individual share holder.

For CDC account holders / corporate entities:

In addition to the above the following requirements have to be met:

- I. The Proxy Form shall be witnessed by two persons whose names, addresses and CNIC or Passport numbers shall be mentioned on the Form.
- II. Attested copies of CNIC or the passport of the beneficial owners and the proxy shall be furnished with the proxy form.
- III. The proxy shall produce his original CNIC or original passport at the time of the meeting.
- IV. In case of corporate entity, the board of directors' resolution / power of attorney with specimen signature shall be submitted (unless it has been provided earlier) alongwith proxy form to the Company.

جی اوسی (پاک) لمیٹڈ

پراکسی فارم (مختار نامہ)

حصہ دار (شیئر ہولڈنگ)

کمپیوٹرائزڈ قومی شناختی کارڈ نمبر

سب اکاؤنٹ (ذیلی کھاتہ) نمبر

سی ڈی سی شرکت آئی ڈی نمبر

میں/ہم

ساکن

بجائیت رکن جی اوسی (پاک) لمیٹڈ، محترم/محترمہ۔

اس کی غیر موجودگی میں

(بجائیت کمپنی کے رکن) کو اپنے/ہمارے ایما، پر مورخہ 28 اکتوبر، 2019 بروز پیر دوپہر 03:00 بجے ہونے والے جی اوسی (پاک) لمیٹڈ کے 56 ویں سالانہ اجلاس عام میں حق رائے دہی استعمال کرنے، تقرر یا اور شرکت کرنے یا کسی بھی التوا کی صورت میں اپنا/ہمارا بطور مختار (پراکسی) مقرر کرتا ہوں/کرتے ہیں۔

آج بروز _____ بتاریخ _____ 2019ء کو میرے/ہمارے دستخط سے گواہوں کی تصدیق سے جاری ہوا۔

گواہان

1:

دستخط:

نام:

پتہ:

کمپیوٹرائزڈ قومی شناختی کارڈ نمبر:

2:

دستخط:

نام:

پتہ:

کمپیوٹرائزڈ قومی شناختی کارڈ نمبر:

نوٹ:

1: اجلاس عام میں شرکت اور رائے دہی کا مستحق رکن، پراکسی مقرر کر سکتا ہے۔

2: پراکسی اور مختار نامہ یا دیگر اتھارٹی (اگر کوئی ہو) تقرری کے آلات، جس کے تحت یہ دستخط شدہ ہو یا اس مختار نامہ کی کوثر ملی مصدقہ کاپی، کمپنی کے میں اجلاس منعقد ہونے سے کم از کم 48 (اڑتالیس) گھنٹے قبل جمع کروائے جانے چاہئیں۔

3: سی ڈی سی اکاؤنٹ ہولڈرز کو پراکسی تقرری کے لئے سیکورٹیز اینڈ ایکسچینج کمیشن پاکستان کے مورخہ 26 جنوری 2000 کو جاری کردہ سرکلر نمبر 1 میں دی گئی مندرجہ ذیل گائیڈ لائنز کی پیروی کرنا ہوگی۔

(i) بصورت افراد، اکاؤنٹ ہولڈر اور/یا سب اکاؤنٹ ہولڈرز جن کی سیکورٹیز اینڈ رجسٹریشن تفصیلات قواعد و ضوابط کے مطابق اپ لوڈ ہوں، انہیں درج بالا شرائط کے مطابق پراکسی فارم (مختار نامہ) جمع کرانا ہو سکے۔

(ii) پراکسی فارم پر بطور گواہان دو افراد کے دستخط ہونے چاہئیں اور ان کے نام، پتے اور کمپیوٹرائزڈ قومی شناختی کارڈ نمبرز فارم پر درج ہوں۔

(iii) متفیشل اونرز اور پراکسی کے کمپیوٹرائزڈ قومی شناختی کارڈ یا پاسپورٹ کی مصدقہ نقول، پراکسی فارم (مختار نامہ) کے ہمراہ جمع کرانا ہونگی۔

(iv) پراکسی، اجلاس کے وقت اپنا اصل کمپیوٹرائزڈ قومی شناختی کارڈ یا اصل پاسپورٹ مہیا کرے گا/گی۔

(v) بصورت کارپوریٹ ایجنسی، بورڈ کی قرارداد/مختار نامہ مع پراکسی ہولڈر کے دستخط (اگر پہلے فراہم نہ کئے گئے ہوں) پراکسی فارم (مختار نامہ) کے ہمراہ کمپنی میں جمع کرانا ہوگا۔

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*Mobile apps are also available for download for android and ios devices

NOTICE OF ANNUAL GENERAL MEETING

JAMA PUNJI

Notice is hereby given that the 11th Annual General Meeting of the members of GOC (PAK) LIMITED will be held at the Small Industries Estate, Sialkot on Monday, 2nd October 2010 at 10:30 AM. The agenda of the meeting is as follows:

Ordinary Business:

1. To receive and adopt the financial statements for the year ended 30th September 2010.
2. To receive and adopt the directors' report for the year ended 30th September 2010.
3. To receive and adopt the auditors' report for the year ended 30th September 2010.
4. To appoint the auditors for the year ended 30th September 2011.

Special Business:

5. To resolve to increase the authorized share capital of the company from Rs. 100,000,000 to Rs. 200,000,000 by issuing 10,000,000 new shares of Rs. 20 each.
6. To authorize the directors to issue the new shares on such terms and conditions as they may deem fit.
7. To authorize the directors to allot shares of Rs. 20 each on such terms and conditions as they may deem fit.

Notes:

1. The members are requested to bring the original copy of the share certificate with them to the meeting.
2. The members are requested to bring the original copy of the share certificate with them to the meeting.

Date of Meeting:

1. Monday, 2nd October 2010 at 10:30 AM.
2. Monday, 2nd October 2010 at 10:30 AM.

Notes:

1. Every Shareholder is requested to bring the original copy of the share certificate with them to the meeting.
2. Appointment of agents: Any member who is unable to attend the meeting may appoint an agent to attend the meeting on his behalf. The agent must be a member of the company and his name must be entered in the register of members.
3. Participation: Every member is entitled to attend and vote at the meeting.

GOC (PAK) LIMITED

Small Industries Estate,
Sialkot 4, Pakistan

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