

**GOC (Pak) Limited**  
**Notice of Annual General Meeting**

Notice is hereby given that the 53rd Annual General Meeting of the members of GOC (Pak) Limited will be held at its Registered Office, Small Industries Estate, Sialkot on Saturday, the October 29, 2016 at 11:00 a.m. to transact the following business:

**ORDINARY BUSINESS**

1. To confirm the minutes of the last meeting.
2. To receive, consider and adopt Audited Accounts of the Company for the year ended June 30, 2016 together with the Auditors' and Directors' Reports thereon.
3. To approve the payment of final cash dividend @ Rs. 2.10 per share (21%) for the year ended June 30, 2016 as recommended by the Directors.
4. To appoint auditors and fix their remuneration for the year ending June 30, 2017. The present auditor Messrs HLB Ijaz Tabussum & Company, Chartered Accountants, Lahore, being eligible, offer themselves for reappointment.

**SPECIAL BUSINESS**

5. To consider and if thought fit, to pass the following resolution as special resolution with or without modification(s), addition(s) or deletion(s) to alter the Articles of Association of the company:

**"RESOLVED** that in accordance with the provisions of Section 28 and other applicable provisions of the Companies Ordinance, 1984 and subject to requisite permission and clearance, the following new Article 76A be and is hereby inserted after the existing Article 76 in the Articles of Association of the company:

76A. Electronic Voting:

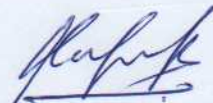
- I. This article shall only be applicable for the purposes of electronic voting;
- II. The company shall comply with the mandatory requirements of law regarding the use of electronic voting by its members at general meetings. Members may be allowed to appoint members as well as non-members as proxies for the purposes of electronic voting pursuant to this article."

**"RESOLVED FURTHER** that the Company Secretary be and is hereby authorized to take or cause to be taken any and all actions necessary and make necessary filings and complete legal formalities as may be required to implement this resolution."

6. 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 470(I)/2016 dated May 31, 2016 be and is hereby approved."

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



By Order of the Board  
(Muhammad Ashraf Butt)  
Company Secretary

Sialkot: October 08, 2016

**Notes:**

1. The share transfer books of the Company will remain closed from October 22, 2016 to October 29, 2016 (both days inclusive). Transfers received in order at the office of the Company's Shares Registrar, Corptec Associates (Private) Limited, 503-E, Johar Town, Lahore at the close of business on October 21, 2016 will be treated in time for purposes of payment of the final cash dividend (subject to approval of the Members) and to attend and vote at the Meeting.

2. A Member entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and vote on his/ her behalf, provided such proxy is also a Member.

3. An instrument of proxy and the Power of Attorney or other authority (if any) under which it is signed, or a Notary Public certified copy of such Power of Attorney, in order to be valid, must be deposited with the Company's Shares Registrar, Corptec Associates (Private) Limited not later than (48) forty-eight hours before the time of holding the Meeting.

4. CDC account holders will in addition have to follow the under mentioned guidelines as laid down in Circular No. 1 dated January 26, 2000 of the Securities & Exchange Commission of Pakistan for attending the Meeting:

(i) In case of individuals: The account holder or sub account holder and / or the person whose securities are registered on CDS; and their registration details are uploaded as per the regulations, shall authenticate his/her identity by showing his/her original National Identity Card (NIC) or original passport at the time of attending the Meeting. The Members are also required to bring their Participants' I.D. number and account numbers in CDS.

(ii) In case of corporate entity: 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 Meeting.

5. Submission of copy of CNIC (Mandatory)

The Securities and Exchange Commission of Pakistan (SECP) vide their SRO 779(I)/2011 dated August 18, 2011 has directed the company to print your CNIC number on your dividend warrants and if your CNIC number is not available in our records, your dividend warrant will not be issued / dispatched to you. In order to comply with the regulatory requirement, you are requested to kindly send photocopy of your CNIC to your Participant / Investor Account Services or to us (in case of physical shareholding) immediately to Company's Shares Registrar, Corptec Associates (Private) Limited.

**Statement under Section 160 (1) (B) of the Companies Ordinance, 1984**

This statement sets out the material facts pertaining to the special business to be transacted at the Annual General Meeting of the company to be held on 29 October 2016.

**Item 5 of agenda: Insertion of Article 76A in the Articles of Association**

Securities and Exchange Commission of Pakistan has issued Companies (E-Voting) Regulation 2016 on January 22, 2016 vide S.R.O 43(1)/2016. The directors have recommended alteration in the Articles of Association by inserting a new Article 76A therein which will give the members option to be part of the decision making in the general meeting of the company through electronic means.

The directors, sponsors, majority shareholders and their relatives are not interested, directly or indirectly, in the above business except to the extent of shares that are held by them in the company.

Original and amended copies of the Articles of Association have been kept at the registered office of the company which can be inspected on any working day during usual business hours till the date of annual general meeting.

**Item 6 of agenda: Dissemination of information regarding Annual Audited Accounts to the shareholders through CD/DVD/USB**

In order to implement SECP directions with respect to transmission / circulation of 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.

The directors, sponsors, majority shareholders and their relatives are not interested, directly or indirectly, in the above business except to the extent of shares that are held by them in the company.