

# GOC (Pak) Limited

Formerly Grays of Cambridge (Pak) Limited

Form - 4

September 22, 2017

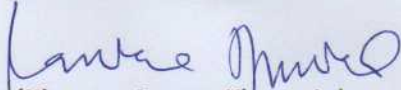
*The General Manager  
Pakistan Stock Exchange Limited  
Stock Exchange Building  
Stock Exchange Road  
Karachi*

**Subject: Notice of Annual General Meeting**

Dear Sir

Enclosed please find a copy of Notice of the Annual General Meeting to be held on October 14, 2017 for circulation amongst the TRE Certificate Holders of the Exchange.

Yours truly  
for GOC (Pak) Limited

  
(Khawar Anwar Khawaja)  
Chief Executive

Encl: as above

P.O. Box: 98, Small Industries Estate, Sialkot - 4, Pakistan.  
Tel: +92-52-3563051-52 / 3555338 Fax: +92-52-3551252 / 3553609  
E-mail: [info@gocpak.com](mailto:info@gocpak.com)

## NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 54<sup>th</sup> Annual General Meeting of the members of **GOC (Pak) Limited** will be held at its Registered Office, Small Industries Estate, Sialkot on Saturday, the 14 October 2017 at 11:30 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 30 June 2017 together with the Reports of the Directors and Auditors thereon.
3. To approve the payment of final cash dividend @ Rs. 0.65 per share (6.50%) for the year ended 30 June 2017 as recommended by the Directors.
4. To appoint auditors and fix their remuneration for the year ending 30 June 2018. The present auditor Messrs HLB Ijaz Tabussum & Company, Chartered Accountants, Lahore retired. The Board of Directors on the recommendation of Audit Committee proposed the name of Messrs Tabussum Saleem & Company, Chartered Accountants, Lahore, as auditors of the Company for the year ending June 30, 2018.
5. To elect seven (7) Directors of the Company, as fixed by the Board of Directors, in accordance with the provisions of Section 159(1) of the Companies Act, 2017, for a term of three (3) years commencing from 14 October 2017. The following retiring directors are eligible for re-election:

Mr. Khawar Anwar Khawaja	Mr. Khurram Anwar Khawaja
Mr. Muhammad Tahir Butt	Mr. Ameer Khawar Khawaja
Mr. Omer Khawar Khawaja	Mrs. Nuzhat Khawar Khawaja
Dr. Aamir Matin	

### General Business:

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

**By Order of the Board**

**(Muhammad Ashraf Butt)**  
Company Secretary

Sialkot: 23 September 2017

### Notes:

1. The Directors of the Company under Section 159(1) of the Companies Act, 2017 (the "Act") have fixed the number of elected Directors at seven (7).
2. Any person who seeks to contest the election of the office of Director shall, whether he/she is a retiring Director or otherwise:
  - a. File at the Registered Office of the Company, not later than fourteen (14) days before the date of meeting, his/her intention to offer himself/herself for the election of Director together with consent on Form-28, as prescribed by the Act.
  - b. File a declaration to the effect that he/she is aware of the duties and powers of Directors under the relevant laws, Memorandum and Articles of Association of the Company and the Rule Book of the Pakistan Stock Exchange and that he/she meets the requirement of appointment as Director under the Code of Corporate Governance and the Companies Act, 2017.
  - c. Detailed profile along with office address for placement on the Company's website seven (7) days prior to the date of election in terms of SRO 25(1)/2012 of 16<sup>th</sup> January 2012.
3. The share transfer books of the company will remain closed from 07 October 2017 to 14 October 2017 (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 (5:00 PM) on 06 October 2017 will be considered in time to be eligible for the purpose of attending and voting at the Annual General Meeting.
4. 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.

5. 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.

b. 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.

6. **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 Limited, holder of \_\_\_\_\_ ordinary share(s) as per Registered Folio / CDC Account / No. \_\_\_\_\_ hereby opt for video conference facility at \_\_\_\_\_.

Signature of member \_\_\_\_\_"

**7. Deduction of Withholding Tax on the amount of Dividend:**

Pursuant to Circular No. 19/2014 dated October 24, 2014, SECP has directed all companies to inform shareholders about changes made in the Section 150 of the Income Tax Ordinance, 2001. The company, hereby advise to its shareholders, the important amendments, as under:

The Government of Pakistan has made certain amendments in section 150 of the Income Tax Ordinance, 2001 whereby different rates are prescribed for deduction of withholding tax on the amount of dividend paid by the companies. These tax rates are as under:

a. For filers of income tax returns 15%

b. For non-filers of income tax returns 20%

To enable the company to make tax deduction on the amount of cash dividend whenever declared @ 15% instead of 20%, all the shareholders whose names are not entered into the Active Tax-payers List (ATL) provided on the website of Federal Board of Revenue, despite the fact that they are filers, are advised to make sure that their names are entered into ATL before the date for payment of the cash dividend otherwise tax on their cash dividend will be deducted @ 20% instead @ 15%.

For any query/problem/information, the investors may contact the Company and / or the Share Registrar: The Manager, Share Registrar Department, M/s Corptec Associates (Private) Limited, 503-E, Johar Town, Lahore, Telephone Number: (042) 35170336-37, email address: info@corptec.com.pk

The corporate shareholders having CDC accounts are required to have their National Tax Number (NTN) updated with their respective participants, whereas, corporate physical shareholders should send a copy of their NTN certificate to the Company or its Share Registrar i.e. Transfer Agent M/s. Corptec Associates (Private) Limited. The shareholders while sending NTN or NTN Certificates, as the case may be, must quote Company name and their respective folio numbers.

In the case of shares registered in the name of two or more shareholders, each joint-holder is to be treated individually as either a filer or non-filer 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 (the "Act") provides that any dividend declared by a company must be paid to its registered shareholders or to their order within such period and in such manner as may be specified. Further, the second Proviso of the said section states that in case of a listed company, any dividend payable in cash shall only be paid through electronic mode directly into the bank account designated by the entitled shareholders. Further the SECP through its notification No. 8(4)/SM/CDC-2008 dated April 5, 2013 has advised that the shareholders who have provided bank mandate should be paid dividend by transferring directly to their respective bank accounts (e-dividend mechanism). Therefore, the registered shareholders of the Company are requested to provide the following details in order to credit their cash dividends directly to their bank account, if declared:

- (i) in case of book-entry securities in CDS, to CDS Participants; and
- (ii) In case of physical securities to the Company's Share Registrar as mentioned below.

S. No.

### Shareholder/Member Details

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)

\* IBAN number (International Bank Account Number) will be provided by your banker, containing alpha, numeric and without any space and gap.

Share Registrar: Corptec Associates (Private) Limited  
503-E, Johar Town, Lahore

\_\_\_\_\_  
Signature of Member / Shareholder

## 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