



Grays Leasing Limited

GRAYS LEASING LIMITED

NOTICE OF THE 31st ANNUAL GENERAL MEETING

Notice is hereby given that the 31st Annual General Meeting of the Company will be held on October 26, 2026 at 10:00 am at registered office of the Company located at 701-A, 7th Floor, City Towers, Main Boulevard, Gulberg - II, Lahore to transact the following business:

Ordinary Business

- 1 To confirm the minutes of the 30th Annual General Meeting held on October 27, 2025.
- 2 To receive, consider and adopt the audited financial statements of the company for the year ended June 30, 2026 together with the Directors' and Auditors' reports thereon
- 3 To appoint auditors for the year 2026-2027 and to fix their remuneration. The present auditors Messers, HLB Ijaz Tabassum & Company Chartered Accountants have retired. On the proposal of audit committee, the board recommends the appointment of Messers Riaz Ahmad & Company, Chartered Accountants as statutory auditors of the Company for the year ending June 30, 2027.
- 4 To elect seven (7) directors of the company for a period of three years as fixed by the Board of Directors, in accordance with the provisions of Section 159 of the Companies Act, 2017, for a term of three (3) years. Following are the names of retiring directors;
 1. Mr. Khawar Anwar Khawaja
 2. Mr. Muhammad Tahir Butt
 3. Mr. Khurram Anwar Khawaja
 4. Mr. Omer Khawar Khawaja
 5. Mr. Muhammad Arshad
 6. Mr. Muhammad Ashraf Butt
 7. Mrs. Nuzhat Khawar Khawaja

The QR code and weblink are as follows



<http://graysleasing.com/Financials.html>

To transact any other business with the permission of the chair.

Lahore: October 03, 2026

BY ORDER OF THE BOARD

Muhammad Adil Munir
(COMPANY SECRETARY)

701-A, 7th Floor, City Towers, Main Boulevard, Gulberg II, Lahore - 54660, Pakistan.
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1. The Share Transfer Books of the Company will remain closed from October 20, 2026 to October 26, 2026 (both days inclusive). Physical transfers / CDS Transaction Ids received in order at our Registrar M/s. Corptec Associates (pvt) Limited, 503 – E Johar Town Lahore, up to the close of business on October 19, 2026 will be considered in time for determination of entitlement of shareholders to attend and vote at the meeting.
2. Any person who seeks to contest election to the office of Director shall file with the Company, not later than fourteen days before the date of the Meeting a notice of his/her intention to offer himself/herself for the election of a director in terms of section 159(3) of the Companies Act, 2017 together with:-
 - a. Consent to act a Director on Form 28
 - b. Detail Profile along with his/her Office address as required under SRO 634/2014 dated July 10, 2014 for placement on Company's website.
 - c. A declaration in the prescribed form under clause (ii) of the Code of Corporate Governance to the effect that he/she is aware of the duties and powers of directors under the Companies Act, 2017; the Memorandum and Articles of Association of the Company and the listing regulations to the Stock Exchanges in Pakistan and has read the provisions contained therein.
 - d. A declaration in terms of clause (iii) and (iv) of the Code of Corporate Governance to the effect that; -
 - i. He/She is not serving as a director of more than seven other listed companies.
 - ii. His/Her name is borne in the register of national tax payers (except where he/she is a no-resident)
 - iii. He/She has not been convicted by a court of competent jurisdiction as defaulter in payment of any loan to a banking company, a development financial institution or a non-banking financial institution.
 - iv. He/She and his/her spouse are not engaged in the business of stock brokerage.

Independent Director (s) will be elected through the process of election of director in terms of section 159 of the Act and they shall meet the criteria laid down in Section 166 of the Act, and the Companies (Manner and Selection of Independent Directors) Regulations 2018, accordingly the following additional documents are to be submitted by the candidates intending to contest election of directors as an independent director:

- a) Declaration by Independent Director(s) under Clause 6(3) of the Listed Companies (Code of Corporate Governance) Regulation 2019;
- b) Undertaking on non-judicial stamp paper that he/she meets the requirements of sub-regulation (1) of Regulation 4 of the Companies (Manner and Selection of Independent Directors) Regulations, 2018



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3. A member entitled to attend and vote at this meeting may appoint any other member as his/her proxy to attend and vote instead of him.
4. The instrument appointing a proxy and the power of attorney or other authority under which it is signed or a naturally attested copy of the power of attorney must be deposited at registered office of the Company at least 48 hours before the time of the meeting.
5. Members, who have deposited their shares into Central Depository Company of Pakistan Limited ("CDC") will further have to follow the under mentioned guidelines as laid down by the Securities and Exchange Commission of Pakistan

A. For Attending the Meeting

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

6. SUBMISSION OF COPIES OF CNICs/NTN

In accordance with the notification of the Securities and Exchange Commission of Pakistan, SRO 779(I) 2011 dated August 18, 2011 and SRO 831(1)/2012 dated July 05, 2012; dividend warrants should bear Computerized National Identity Card (CNIC) numbers of the registered member or the authorized person, except in case of minor(s) and corporate members. Accordingly, Members who have not yet submitted copy of their valid CNIC/ NTN (in case of corporate entities) are again requested to submit the same to the Share Registrar, with Members folio no. mentioned thereon. It may kindly be noted that in case of non-receipt of the copy of valid CNIC, the Company would be constrained to withhold dispatch of dividend warrants.

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7. PAYMENT OF CASH DIVIDEND THROUGH ELECTRONIC MODE

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 of designated by the entitled shareholders. Accordingly, the shareholders holding physical shares are requested to provide the Company's Share Registrar at the address given herein above, electronic dividend mandate on E-Dividend Form provided in the annual report and also available on website of the Company. In the case of shares held in CDC, the same information should be provided to the CDS participants for updating and forwarding to the Company. In case of non-submission, all future dividend payments may be withheld.

8. Deposit of Physical Shares into CDC Accounts:

As per Section 72 of the Companies Act, 2017, every existing company shall replace its physical shares with book-entry form in a manner as may be specified and from the date notified by the Securities and Exchange Commission of Pakistan, within a period not exceeding four years from the commencement of the Companies Act, 2017 i.e. May 31, 2017. The shareholder holding shares in physical form are requested to please convert their shares in the book entry form. For this purpose, the shareholders may open CDC sub-account with any of the brokers or investor's account directly with the CDC to place their physical shares into scrip-less form. This will facilitate them in many ways including safe custody and sale of shares, anytime they want as the trading of physical shares is not permitted as per existing Regulations of the Pakistan Stock Exchange Limited. It also reduces the risks and costs associated with storing share certificate(s) and replacing lost or stolen certificate(s) as well as fraudulent transfer of shares. For the procedure of conversion of physical shares into book-entry form, you may approach our Share Registrar at the contact information given above.