



NetSol Technologies Ltd.
NetSol IT Village (Software Technology
Park), Lahore Ring Road, Ghazi Road
Interchange, Lahore Cantt. 54792,
Pakistan.
Email: info@netsolpk.com
Phone: +92 42 111-44-88-00
Web: www.netsolpk.com

Form-17
Date: 09/12/2019

The General Manager,
Pakistan Stock Exchange Limited,
Stock Exchange Building,
Stock Exchange Road,
Karachi.

Subject: **Notice of Extra-Ordinary General Meeting**

Dear Sir,

Enclosed please find a copy of the Notice of the Extra-Ordinary General Meeting along with statement of Material Facts under Section 134 (3) of the Companies Act, 2017 to be held on Monday, December 30, 2019 for circulation amongst the TRE Certificate Holders of the Exchange.

Yours Sincerely,

SEHRISH
Company Secretary



Encl: As Above

دے کی از سر نو تعمیر اور دن وے کی مزید توسیع کی جا
ئے۔ نول ایئر پورٹ کے آپریشنل ہونے سے
اور سیز پاکستان کو سڑی سہولت میسر ہوگی، ایئر
پورٹ کے فعال ہونے سے ساحت کو فروغ کیساتھ
درمیانہ میں بھی اضافہ ہوگا۔

کرچی (نیوز ایجنسی) وفاقی حکومت نے
شیر پور کے نول ایئر پورٹ کی از سر نو تعمیر کا فیصلہ کیا
ہے۔ نئی دی کے مطابق اس ضمن میں نول ایئر پورٹ
کو مہارت کی کمی ہے کہ نول ایئر پورٹ کی ٹرمینل بلڈ
نگ اور انفراسٹرکچر کی ترمیم و آرائش کی جائے جبکہ

نے کی
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other

Corbyn is banking on a late surge, as he achieved in 2017, to prevent Johnson from winning a majority. But polls released on Saturday showed the Conservatives with an average lead of 10 percent.—AFP

fighters on the eastern shores of the river. The coalition has in the past admitted to carrying out air strikes against pro-regime fighters, but it denied any involvement in Saturday's air raids.—AFP

نیٹ سول ٹیکنالوجیز لمیٹڈ



اطلاع برائے غیر معمولی اجلاس عام

ذریعہ بذمہ منسلک کیا جاتا ہے کہ نیٹ سول ٹیکنالوجیز لمیٹڈ کا غیر معمولی اجلاس عام بروز سہار 30 دسمبر 2019 کو
میں 11:00 بجے ریسٹورڈ آفس واقع نیٹ سول آئی ویج (سوفٹ ویئر ٹیکنالوجی پارک) لاہور رینگ
روڈ، غازی روڈ انٹرچینج، لاہور کیسٹ میں درج ذیل امور کی انجام دہی کیلئے منعقد کیا جائے گا۔
خصوصی معاملات

مندرجہ ذیل قرارداد پر غور اور اگر موزوں سمجھا جائے تو مندرجہ ذیل قرارداد کو خصوصی قرارداد کے طور
پر ساتھ ترسیم، اضافوں یا اس کے بغیر منظور کرنا۔

قرارداد یا کہ نیٹ سول ٹیکنالوجیز لمیٹڈ کے حصص داران نے کمپنیز ایکٹ 2017 کی دفعہ 199 اور دیگر
قابل اطلاق دفعات کے تحت منظور کیا کہ، کمپنی کو اختیار دیا جا رہا ہے کہ کمپنی طویل المدتی ایکویٹی سرمایہ
کاری (Long Term Equity Investment) کرے، جو شرائط و ضوابط حصص داران کو بتانے کے
ہیں ان کے مطابق اس سرمایہ کاری سے اپنی متعلقہ کمپنی (Associated Company) کے
14,875,000 عام حصص 14,875,000 روپے میں Innovation Group, UK سے خرید کر اپنی
مکمل ملحقہ مانتہ ادارہ بنائے گی۔

مزید قرارداد یا کہ کمپنی کے چیف ایگزیکٹو آفیسر اور / یا چیف فنانس آفیسر کو تمام اعمال، معاملات، ڈیڑر
اور چیزیں کرنے، معاہدے پر دستخط اور ملحد آمد سمیت کسی بھی حادثاتی یا اتمام ضروری کارروائیوں کو
کھل کرنے کے لئے مذکور بالا خصوصی قرارداد کو عملی جامہ پہنانے کے مقصد کے لئے جو بھی قانونی و رسمی
کارروائیاں ضروری ہو سکتی ہوں کرنے کا انفرادی طور پر اختیار اور مجاز ہے۔

کمپنیز ایکٹ 2017 کی دفعہ 134(3) کے تحت خصوصی کارروائی سے متعلق بیان غیر معمولی اجلاس عام کے
نوش کے ہمراہ ہے۔

بھگت پورڈ آف ڈائریکٹر
محرم
کمپنی سیکریٹری

لاہور
9 دسمبر 2019

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NetSol Technologies Limited NOTICE OF EXTRA-ORDINARY GENERAL MEETING

Notice is hereby given that an Extra-Ordinary General ("EOGM") Meeting of NetSol Technologies Limited (the "Company") will be held on Monday, December 30, 2019 at 11:00 AM at the registered office of the Company situated at NetSol Technologies Limited, NetSol IT Village (Software Technology Park) Lahore Ring Road, Ghazi Road Interchange, Lahore Cantt., to transact the following business:

Special Business:
To consider and if deemed fit, to pass the following resolution as special resolution, with or without modification, addition(s) or deletion(s):

"Resolved that approval of the members of NetSol Technologies Limited (the "Company") be and is hereby accorded in terms of Section 199 and other applicable provisions of the Companies Act, 2017, and the Company be and is hereby authorized to make long term equity investment of up to PKR 14,875,000 for purchase of 1,487,500 ordinary shares of NetSol Innovation (Pvt) Limited, an associated company, from The Innovation Group, United Kingdom to make the subsidiary a wholly owned subsidiary and as per terms and conditions disclosed to the members."

"Resolved Further that the Chief Executive Officer and/or Chief Financial Officer of the Company be and are hereby singly empowered and authorized to do all acts, matters, deeds and things, take any or all necessary actions including signing and execution of agreement(s) and to complete all legal formalities as may be necessary or incidental expedient for the purpose of implementing the aforesaid special resolution."

Statement of material facts under Section 134(3) of the Companies Act, 2017 relating to the Special Business is annexed to the Notice of EOGM.

By Order of the Board
SEHRISH
(Company Secretary)

NOTES:

- 1) Share transfer books of the Company will remain closed from December 24, 2019 to December 30, 2019 (both days inclusive). Physical/CDC transfers received in order at the Shares Registrar, M/s Vision Consulting Ltd., 3-C, LDA Flats, Lawrence Road, Lahore Tel: (92 42) 36283096, 36283097 and Fax: (+92 42) 36312550 by the close of business on December 23, 2019 will be treated in time for attending, speaking and voting at the meeting.
- 2) Shareholders are requested to notify the change of address, if any.
- 3) A member entitled to attend and vote at the general meeting may appoint another member as his/her proxy to attend and vote on his/her behalf and a proxy so appointed shall have such rights, as respects attending, speaking and voting at the Extra-Ordinary General Meeting as are available to the Member. In order to be effective, proxies, complete in all respect, must be received at the registered office of the Company not less than 48 hours before the scheduled time of the meeting. Proxy Form in English and Urdu languages is attached with the notice.
- 4) CDC account holders will further have to follow the under mentioned guidelines as laid down by the Securities and Exchange Commission of Pakistan in Circular 1 dated 26 January 2000:

"Business Recorder, Simultaneously"
Published from, Lahore, Islamabad &
Karachi dated Monday, December 09, 2019

روزنامہ اوصاف، لاہور / کراچی اسلام آباد
موجودہ 9 دسمبر 2019ء پیر 9 دسمبر 2019ء



NETSOL Technologies Limited

NOTICE OF EXTRA-ORDINARY
GENERAL MEETING

December 30
2019

adaptive

to your business, your growth & the
future.

Proudly serving the world's top asset finance & leasing
companies with smart software technology for decades

Notice of Extra Ordinary General Meeting

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By Order of the Board

SEHRISH

(Company Secretary)

Lahore

December 09, 2019

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- 4) CDC account holders will further have to follow the under mentioned guidelines as laid down by the Securities and Exchange Commission of Pakistan in Circular 1 dated 26 January 2000:

A) For Attending the Meeting:

- a) In case of individuals, the account holder or sub-account holder and/or the persons whose shares are in group accounts and their registration details are uploaded as per CDC regulations shall authenticate their identity by showing their original computerized national identity cards (CNICs) or original passport at the time of attending the meeting.

- b) 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 the meeting.

B) For Appointing Proxies:

- a) In case of individuals, the account holder or sub-account holder and/or persons whose shares are in group accounts and their registration details are uploaded as per CDC regulations, shall submit the proxy form as per the 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 CNICs or the passport of the beneficial owners and the proxy shall be furnished with the proxy form.
- d) The proxy shall produce his/ her original CNIC or original passport at the time of the meeting.
- e) In case of 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.

Attention of the Members is drawn to the following matters:

5) Placement of EOGM Notice on the Company's website

The Notice of Extra-Ordinary General Meeting has been placed on the Company's website www.netsolpk.com in addition to its dispatch to the shareholders.

6) Video Conference Facility

The Company shall provide video conference facility to its members for attending the Extra-Ordinary General Meeting ("EOGM"), at places other than the town in which the EOGM is taking place, after considering the geographical dispersal of its members: provided that if members, collectively holding 10% or more shareholding residing at a geographical location, provide their consent to participate in the meeting through video conference at least 10 days prior to date of the meeting, the Company shall arrange video conference facility in that city subject to availability of such facility in that city.

In this regard, please fill the following form and submit to the registered address of the Company 10 days before holding of the EOGM;-

I/We, _____ of _____ being a member of NetSol Technologies Limited, holder of _____ Ordinary shares as per Register Folio No. _____ hereby opt for video conference facility at _____.

Signature of member

STATEMENT OF MATERIAL FACTS UNDER SECTION 134(3) OF THE COMPANIES ACT, 2017 RELATING TO THE SPECIAL BUSINESS

This statement sets out the material facts concerning the following Special Business to be transacted at the Extra Ordinary General Meeting of Shareholders of the Company to be held on December 30, 2019

NetSol Technologies Ltd. (the "Company") had established a subsidiary company called NetSol-Innovation (Private) Ltd. ("NIPL") in collaboration with a UK based partner The Innovation Group ("TIG"). The Company currently owns 50.52% shareholding in NIPL. NIPL is involved in providing outsourcing services to the joint venture partner. The Innovation Group was bought out few years ago and due to major shift in the new owners' business strategy, they decided to consolidate and decided to divest from the shareholding in NIPL and has offered its 1,487,500 shares in NIPL to the Company at par value which is PKR 10/- per share. After the purchase of this 49.48% shareholding, NIPL will become wholly owned subsidiary of the Company and the Company will be in a better position to exercise the necessary controls and supervision for improvement in its operations.

As per the Companies (Investment in Associated Companies or Associated Undertakings) Regulations, 2017 information to be disclosed to members (1) The company shall disclose following information in the statement annexed to the notice, pursuant to sub- section (3) of section 134 of the Act, of a general meeting called for considering investment decision under section 199 of the Act-

Regulation No 3(1)(a)(A) - Disclosures for all types of investments,-

(A) Regarding associated company or associated undertaking:

(i) name of associated company or associated undertaking;

NetSol-Innovation (Pvt) Limited

(ii) basis of relationship;

Subsidiary Company with one common director

(iii) earnings per share for the last three years;

Year ended June 30, 2019 - Rs. 15.69

Year ended June 30, 2018 - Rs. 25.99

Year ended June 30, 2017 - Rs. 59.89

(iv) break-up value per share, based on latest audited financial statements;

Rs. 151.45 on the basis of audited financial statements for the year ended June 30, 2019

(v) financial position, including main items of statement of financial position and profit and loss account on the basis of its latest financial statements; and

Information as per the financial statements for the fiscal year ended June 30, 2019 is given below:

Total equity	Rs. 455.32 million
Total assets	Rs. 455.98 million
Total liability	Rs. 0.66 million
Revenue	Rs. 8.3 million
Profit before tax	Rs. 49.56 million
Profit after tax	Rs. 47.17 million

(vi) in case of investment in relation to a project of associated company or associated undertaking that has not commenced operations, following further information, namely,-

I) description of the project and its history since conceptualization;

(II) starting date and expected date of completion of work;

(III) time by which such project shall become commercially operational;

(IV) expected time by which the project shall start paying return on investment; and

(V) funds invested or to be invested by the promoters, sponsors, associated company or associated undertaking distinguishing between cash and non- cash amounts;

Not Applicable

Regulations No. 3(1)(a)(B) General disclosures:

(i) maximum amount of investment to be made;

PKR 14,875,000

(ii) purpose, benefits likely to accrue to the investing company and its members from such investment and period of investment;

Long-term strategic equity investment for return which will enhance the profitability of the Company and add to the value of the members

(iii) sources of funds to be utilized for investment and where the investment is intended to be made using borrowed funds,-

I. justification for investment through borrowings;

II. detail of collateral, guarantees provided and assets pledged for obtaining such funds; and

III. cost benefit analysis;

Not Applicable. The investment will be made from Company's own funds.

(iv) salient features of the agreement(s), if any, with associated company or associated undertaking with regards to the proposed investment;

After getting approval from the shareholders, the company will enter into a simple agreement with the seller for purchase of the shares with no restriction.

(v) direct or indirect interest of directors, sponsors, majority shareholders and their relatives, if any, in the associated company or associated undertaking or the transaction under consideration;

Directors	Shares
Mr. Omar Ghauri	10
NetSol Technologies Ltd.	1,518,765

(vi) in case any investment in associated company or associated undertaking has already been made, the performance review of such investment including complete information/ justification for any impairment or write offs; and

As per the audited financial statements of NIPL for the year ended June 30, 2019, financial performance is given below:

Revenue (Rs.)	8,338,886
Net Profit before tax (Rs.)	49,561,211
Net profit after tax (Rs.)	47,166,213
Earnings per share (Rs.)	15.69
Breakup value per share (Rs.)	151.45
Impairment (Rs.)	145,000
Write offs	There is no write off

Justification for Impairment :- Impairment of 145,000 on fixed assets was charged to bring the fixed assets to net realizable value (NRV).

(vii) any other important details necessary for the members to understand the transaction;

None

Regulation No. 3(b) - In case of equity investment, following disclosures in addition to those provided under clause (a) of sub-regulation (1) of regulation 3 shall be made,-

(i) maximum price at which securities will be acquired;

Securities will be acquired at par value of Rs. 10.

ii) in case the purchase price is higher than market value in case of listed securities and fair value in case of unlisted securities , justification thereof;

Not Applicable. The purchase price (Rs. 10) is less than fair value (Rs.12.74).

(iii) maximum number of securities to be acquired;

1,487,500 shares

(iv) Number of securities and percentage thereof held before and after the proposed investment;

1,518,765 shares (50.52 %) held to date i.e. before proposed investment. Number of shares and percentage after proposed investment will be 3,006,305 shares (100%)

(v) current and preceding twelve weeks' weighted average market price where investment is proposed to be made in listed securities; and

Not Applicable

(vi) fair value determined in terms of sub-regulation (1) of regulation 5 for investments in unlisted securities;

Rs. 12.74

Regulation No. 3(3) - The directors of the investing company while presenting the special resolution for making investment in an associated company or associated undertaking shall certify to the members of the investing company that they have carried out necessary due diligence for the proposed investment before recommending it for members' approval.

The Directors of the Company submit that they have carried out necessary due diligence for the proposed investment in shares of NetSol-Innovation (Private) Ltd.

Regulation No. 4(1) - Other information to be disclosed to the members. - (1) If the associated company or associated undertaking or any of its sponsors or directors is also a member of the investing company, the information about interest of the associated company or associated undertaking and its sponsors and directors in the investing company shall be disclosed in the notice of general meeting called for seeking members' approval pursuant to section 199 of the Act.

No Director has any interest in the investing Company except in their individual capacities as 'Directors' and/or as shareholders of the investing Company. The shareholding of the common Directors, Mr. Omar Ghauri is 10,509 shares only.

Form of Proxy

I/We _____
(Name)

Of _____
(Place)

being a member(s) of **NETSOL TECHNOLOGIES LIMITED** hereby appoint

(Name and Folio No. / Participant Account No. & Sub-Account No.)

Of _____
(Place)

who is also a member of the Company, as my/our proxy to attend and vote on my/our behalf at the Extra Ordinary General Meeting of the Company to be held at NetSol IT Village (Software Technology Park), Lahore Ring Road, Ghazi Road Interchange, Lahore Cantt., on Monday December 30, 2019 at 11:00 a.m. and at any adjournment thereof

Signed at _____ this _____ Day of _____ 2019.

Witness 1:

Signature: _____

Name: _____

Address: _____

Five Rupees
Revenue Stamp

CNIC or
Passport NO. _____

Witness 2:

Signature: _____

Name: _____

Address: _____

Signature of Member(s) _____

Shareholder's Folio No. _____

And/or Participate I.D No. _____

CNIC or
Passport NO. _____

Note:

- 1) This form of proxy, in order to be effective, must be deposited duly completed, at the Company's registered Office at NetSol Technologies Limited, NetSol IT Village (Software Technology Park) NetSol Avenue, Main Ghazi Road, Lahore Cantt. not less than 48 hours before the time of holding the meeting.
- 2) A Proxy must be a member of the Company. Signature should agree with the specimen registered with the Company.

Second Fold



The Company Secretary
NetSol Technologies Limited
NetSol IT Village (Software Technology Park)
Lahore Ring Road, Ghazi Road Interchange
Lahore Cantt. 54792, Pakistan.

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First Fold

پراکسی فارم

میں مسٹی / مسماة _____ (نام)

ساکن _____ (جگہ)

بحیثیت **نیٹ سول ٹیکنالوجیز لمیٹڈ** کا ایک ممبر یہاں

مسٹی / مسماة _____ (نام اور فوئیو نمبر / پارٹنرسمنٹ اکاؤنٹ نمبر اور سب اکاؤنٹ نمبر)

ساکن _____ (جگہ)

جو کہ کمپنی کا ایک ممبر بھی ہے، کو بطور مختار (پراکسی) مقرر کرتا / کرتی ہوں تاکہ وہ میری جگہ اور میری طرف سے کمپنی کے غیر معمولی اجلاس عام جو مورخہ 30 دسمبر 2019ء بروز پیر صبح 11:00 بجے بمقام نیٹ سول ٹیکنالوجیز لمیٹڈ، آئی ٹی ویلج، (سافٹ ویئر ٹیکنالوجی پارک) لاہور رنگ روڈ، غازی روڈ انٹر چینج، لاہور کینٹ میں منعقد یا کسی ملتوی شدہ اجلاس میں ووٹ ڈالے۔

دستخط کی جگہ _____ تاریخ _____ دن _____ 2019ء۔

گواہی نمبر ۱

دستخط: _____

نام: _____

پتہ: _____

پانچ روپے کی
رسیدی ٹکٹ

کمپیوٹر انزومی شناختی کارڈ

یا پاسپورٹ نمبر: _____

گواہی نمبر ۲

دستخط: _____

نام: _____

پتہ: _____

کمپیوٹر انزومی شناختی کارڈ

یا پاسپورٹ نمبر: _____

نوٹ:-

۱) پراکسی فارم ہر لحاظ سے مکمل اور موثر ہونی چاہئے اور اسے کمپنی کے رجسٹرڈ آفس واقع نیٹ سول ٹیکنالوجیز لمیٹڈ سول آئی ٹی ویلج (سافٹ ویئر ٹیکنالوجی پارک) لاہور رنگ روڈ، غازی روڈ انٹر چینج لاہور کینٹ میں کم از کم اجلاس سے ۴۸ گھنٹے قبل جمع کرانا ہوگا۔

۲) پراکسی کمپنی کا ممبر ہوں۔ دستخط کمپنی کے ریکارڈ شدہ نمونہ سے تصدیق ہو۔

Second Fold



The Company Secretary
NetSol Technologies Limited
NetSol IT Village (Software Technology Park)
Lahore Ring Road, Ghazi Road Interchange
Lahore Cantt. 54792, Pakistan.

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First Fold

Book Post

Printed Matter



NetSol Technologies Limited

NetSol IT Village (Software Technology Park)
Lahore Ring Road, Ghazi Road Interchange
Lahore Cantt. 54792, Pakistan

www.netsolpk.com
Email: info@netsolpk.com