

9 June 2022
The General Manager
Pakistan Stock Exchange Limited
Stock Exchange Building
Stock Exchange Road Karachi.

Subject: Extracts of resolution(s) in the Board of Director Meeting for other than Financial Results.

Dear Sir,

In accordance with the clause 5.6.9.(b) of the PSX Rule Book, we are pleased to enclose a certified copy of the resolution(s) passed in the Board of Director Meeting held on 9th June 2022. The resolution(s) are approved/adopted and are effective from the date of approval.

Yours Sincerely,



Saad Hassan | Company Secretary

CERTIFIED COPY OF RESOLUTION(S) PASSED IN THE BOARD OF DIRECTORS MEETING OF SYSTEMS LIMITED, HELD E-1, SEHJPAL ROAD, NEAR DHA PHASE VIII (Ex-Air Avenue), LAHORE CANTT, LAHORE ON THURSDAY 09 MAY 2022.

RESOLVED that the Company be and is hereby authorized to further issue shares by way of other than right, under sub-section (1) of section 83 of the Companies Act 2017 and Section 5 of Chapter IV of the Companies (Further Issue of Shares) Regulation, 2020. Subject to approval of the resolution by the Shareholders and Securities & Exchange Commission of Pakistan (SECP).

PROPOSAL OF FURTHER ISSUE OF SHARES BY WAY OF OTHER THAN RIGHT OFFER:

Regulation No.	Regulation	Proposal
5(1)(ii)(a)	Proposal of the board to issue shares without right offer is subject to approval of the shareholders and the Commission;	The above-board resolution is subject to approval of shareholders through a special resolution and the Securities and Exchange Commission of Pakistan.
5(1)(ii)(b)	Quantum of the issue both in terms of the number of shares and percentage of paid-up capital before and after the issue;	Minimum shares to be issued: 11,822,500 Percentage of Paid-up Capital before issue: 4.25% Percentage of Paid-up Capital after issue: 4.07%
5(1)(ii)(c)	Issue price per share and justification for the same;	Issue Price: PKR 400/- Shares are being issued at a premium to the market price to benefit the existing shareholders.
5(1)(ii)(d)	consideration against which shares are proposed to be issued i.e., cash or other than cash;	Consideration other than cash of securities worth PKR 4,729,000,000/- (Pak Rupees Four Billion Seven Hundred Twenty-Nine Million).
5(1)(ii)(e)	name of person(s), their brief profile, existing shareholding, if any, in the company, to whom the shares are proposed to be issued;	The shares are being issued in the name of Mr. Behram K. Ahmed, Ms. Karen Chase Ahmed and Ms. Ammara Masood who have no prior shareholding in Systems Limited and are director(s) of the Company NDC Tech.

		Profile of the Company NDC Tech (Pvt.) Ltd., NDC FZC and NDC Tech Apac Pte. Ltd., is attached as Annexure (A) .
5(1)(ii)(f)	purpose of the issue;	The objective of the issue is the acquisition of NDC Tech (Pvt.) Ltd., NDC FZC and NDC Tech Apac Pte. Ltd. as announced by the Company on the 10 th day of May 2022.
5(1)(ii)(g)	justification for issue of the shares by way of other than right;	<p>To finance purchase of NDC Tech (Pvt.) Ltd., NDC FZC and NDC Tech Apac Pte. Ltd.</p> <p>The total consideration of the acquisition is USD 10 million plus; PKR 5,075,000,000/-.</p> <p>PKR 346,000,000/- out of PKR 5,075,000,000/- is to be paid in cash, whereas the remaining payable balance amount of PKR 4,729,000,000/- is to be paid in kind by the issuance of 11,822,500 shares, which the company intends to issue by way of other than right.</p> <p>The proportions of the issue are as follow:</p> <ol style="list-style-type: none"> 1. Behram K Ahmed: 8,994,375 shares representing PKR 3,597,750,000/- 2. Karen Chase Ahmed: 230,625 shares representing PKR 92,250,000/-. 3. Ammara Masood: 2,597,500 shares representing PKR 1,039,000,000/-.
5(1)(ii)(h)	benefits of the issue to the company and its members;	NDC Tech (Pvt.) Ltd., NDC FZC and NDC Tech Apac Pte. Ltd. are partners of Temenos in Pakistan, Middle East and Africa – a leading core banking software provider in the World. The acquisition will create value for the Company by adding core banking financial service software to its

		<p>portfolio. This will enable the Company to increase exports, expand its domestic footprint and upsell and cross sell its existing services to NDC Customers.</p> <p>Systems Limited has also signed an agreement with NDC Tech (Pvt.) Ltd., NDC FZC and NDC Tech Apac Pte. Ltd., to retain its CEO, Ms. Ammara Masood and its key personnel.</p> <p>Moreover, since Systems Limited is acquiring 100% shares, all revenue and profits of the company will be consolidated with the financials of Systems Limited thereby expected to increase Systems Limited market value. Systems Limited is also expected to receive dividends from the company in future</p>
5(1)(ii)(i)	breakup value per share as per the latest available audited and reviewed accounts;	The unconsolidated breakup value per share as per the latest available audited statement i.e., 31 st Dec 2021 is PKR 75.85/- per share
5(1)(ii)(j)	consent of the person(s) to whom the shares are to be issued is(are) obtained;	The board hereby undertakes that the consent has been obtained from the individuals to whom the shares are to be issued.
5(1)(ii)(k)	the proposed new shares shall rank pari passu in all respects with the existing ordinary shares of the company. In case the proposed new shares are different from the issued ordinary shares in any respect, then the board's decision must state the differences in detail;	<p>The proposed new shares shall rank Pari Passu in all respects with the existing ordinary shares of the Company.</p> <p>The proposed new shares shall not be different from the issued ordinary shares in any respect.</p>
5(1)(ii)(l)	average market price of the share, in case of a listed company, during the last three months preceding the board's decision as well as the latest available market price; and	The average market price of Systems Limited share for the last three months is PKR 358.91/- per share (after adjusting for bonus issue), PKR 422.07/- per share (without adjusting for bonus issue) and the latest price as on 9 th June 2022 is PKR 327.50.
5(1)(ii)(m)	where shares are proposed to be issued for consideration other than	The value of the foreign companies has been calculated as USD 10,000,000.

	<p>in cash, the value of non-cash assets or services or intangible assets shall be determined by a valuer:</p>	<p>The value of the Pakistan entity has been calculated as PKR 5,075,000,000.</p> <p>The distribution of consideration in cash and kind is explained in clause 5(1)(ii)(g).</p>
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FURTHER RESOLVED that the Secretary of the Company is hereby authorized on behalf of the Company to for issuing the notice of the extra-ordinary general meeting along with the statement of material facts to the shareholders of the Company and others entitled to such notice and to take further steps as may be necessary or appropriate for convening and holding the extra-ordinary general meeting and all other related matters.

FURTHER RESOLVED that Chief Executive Officer and/or Chief Financial Officer of the company jointly and/or severally, to execute any document(s) and to take all actions necessary to give effect to the proposed resolutions and implementation of the proposal. Additionally, it is also resolved that the Chief Executive Officer and/or the Chief Financial Officer be and are hereby authorized singly or jointly to take all necessary actions (including execution and delivery of all necessary instruments, notices, and letters)

- (i) to seek approval and ensure compliance of the requirements of Companies Act 2017, the Companies (Further Issue of Shares) Regulations 2020 (“Regulations 2020”) and any other applicable requirement, if any
- (ii) for meeting requirements stipulated under Section 83 of the Companies Act, 2017; and
- (iii) to file the requisite returns / notices, if any, with the Registrar & Securities and Exchange Commission of Pakistan (“SECP”) and any other forum(s) as applicable”.



Saad Hassan | Company Secretary
09 June 2022
Lahore

Annexure (A)

COMPANY AND DIRECTOR(S) PROFILE

NDC Tech Group

NdcTech Group is made up of 3 independent entities with same shareholders comprising of National Data Consultant (Pvt.) Limited in Pakistan; NDCTECH APAC Pte. Limited in Singapore and National Data Consultancy FZC in UAE. NdcTech conducts business in over 22 countries from these offices. Originally established in 2005, these three companies together form the NDC Group which provides information technology services for banking and financial institutions such as core banking modernization, digital banking, managed services, banking on the cloud, Financial Crime Mitigation & Risk, Payments, Analytics & Artificial Intelligence, Training, Testing & Migration Services, Bespoke developments, and expert services and various other digital banking and financial tech services.

NdcTech has a regional partnership with a global banking software company Temenos since its inception. NdcTech was accoladed in multiple years as the best partner of the year by Temenos globally including in last few years. Temenos is the world's #1 leading software company providing tech-based solutions to the banking and financial industry all over the globe. The NDC Tech group was recognized by Fintech Futures in 2021 Fintech awards "for Tech Team of the Year" and as a major contender in the Everest Group's PEAK Matrix assessment of 2022 for NDC's role in empowering global digital transformation in the finance and banking industry. NdcTech collaborates with customers in MEA & APAC region to enhance their digital capabilities and solves their toughest challenges by driving innovations to create new products and business models.

Apart from Temenos, NdcTech also partners with other renowned service providers among which a few are HID Global, which is an American manufacturer of security identity solutions, Huawei Cloud which is a leading cloud service provider, IBM which is an American multinational corporation selling computer hardware and software, Amazon Web Services (AWS) which is a well renowned company providing cloud storage and other software and computing services.

NDC Team

BEHRAM AHMED – *Chairman*

Behram Ahmed was the founder of the NDC group back in 2005 and has since been the chairman of the board of directors. Mr. Behram has been involved various ventures ever since. Behram completed his MBA in Marketing and Finance from the prestigious IBA institute of Karachi in 1982 and went on to serve as the Vice President of the Bank of America where his designation was the regional head for global payments. He also bought Diners club card business to Pakistan in 1992. He has also served as the chairman of various renowned educational institutes such as Aptech and Bayview High School.

MS. AMMARA MASOOD – President and Chief Executive Officer

Ms. Ammara Masood is the driving force of the NDC Tech group and has served as the Chief Executive and President of the Ndc Tech group for over 12 years with her association with the Ndc group prolonging a decade. Having completed her MBA from the California State University in Information Sciences, Ms. Ammara went on to pursue her ambition and completed a Diploma in strategic uses of information from the very prestigious Stanford University. She also won leadership award for Women in Technology by Fintech Futures in 2021. Her most notable career outcomes have been her service at NCR Corporation and cofounding Xavor Corporation in USA prior to joining NdcTech. She currently serves as an Independent Director at the Central Depository Company (CDC) of Pakistan, Independent Director with Datachek, and as a Member of Central Executive Committee for the Pakistan Software Houses Association. She also enjoys a position with the Board of Advisors at the prestigious Habib University.

MS. KAREN CHASE AHMED – Director

Karen Chase Ahmed is serving as a director with the NdcTech group and has also been serving as the Director of Studies with the Bay View High School since 1994 till date. Ms. Karen has been a part of the integral team of the NdcTech group and has made significant contribution in the foundations of NdcTech that has today made it the name that it is.

