

#### **NETSOL** Technologies Ltd.

NETSOL IT Village (Software Technology Park), Lahore Ring Road, Ghazi Road Interchange, Lahore Cantt. 54792, Pakistan. Email: info@netsolpk.com

Email: info@netsolpk.com Phone: +92 42 111-44-88-00 Web: www.netsolpk.com

Form-17
Date:02/06/2023

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

Subject: Notice of Extraordinary General Meeting

Dear Sir,

Enclosed please find a copy of the Notice of the Extraordinary General Meeting along with statement of Material Facts under Section 134 (3) of the Companies Act, 2017 to be held on Friday, June 23, 2023 for circulation amongst the TRE Certificate Holders of the Exchange.

Yours Sincerely,

SEHRISH
Company Secretary

ehnish

Encl: As Above

Islamabad Horsham Sydney Beijing Shanghai Bangkok Jakarta Calabasas Lahore Karachi China China Thailand Indonesia USA Pakistan Australia Pakistan



الوال كاركنان

لا مور ( نامه نگار خصو نحريك بإكستان لابور جيئر بين قوى ترانه فاؤنذ احمد ماشمي كي خودنو شت" مز پذیرائی منعقد ہوئی ۔ تقر: ياكتان رست نيخ تے اشراک سے کیا تھا۔ كرتي وع كها"منار

02ء ن 2023ء

پيرويم قيمتول!

الريزال كالزالوا لا مور ( نوزر يورز ); میں کی کے باوجودر بلویز كم ندكي جاعك - كرايو محكمه ريلويزكي جانب= سافروں کو بھی پریشانی ہے کہ پٹرولیم مصنوعات كرايوں عن كى كرتے يا جائے۔ تاكدائدروان



تاه بونے وال بهارني فطائه يّى ويلى (ما نيثرنگه کرنا تک کے ضلع جا ا ایئر فورس کا طیارہ گرکر: اوجود تقد بمارتي م فورس كاطب اره كراد پر ما مور تھاجی نے مور ے اُڑان بھری گی۔

لي بهارتي صحافيون كاستعال، بھارتي صحب في | راست را بطير ميں رہنے والا بھاري صحافي سيں | ہے، س رائے

طلاع برائي غيرمعمولي اجلاس عام

بذر بيد فولى بذا مطلع كياجات كريد صول تكاملا ويز كم يشكر" كانج فير حمد با اجلاس عام ("EOGM") مرونه 23 جون بروز جمه 2023 كونت 10.00 كي فيق كرد مسراة أخر وافي نياف مول أفي وين الراحف ويرتفنالوقى بارك الاوار منك روز عازى روز اعزاج الاالوركيت اورو بذي تاك مهمات كروز ميان ويراد احرف انها مروق كيف مقد كما بالمساكلة بالمساكلة بالمساكلة بالمساكلة بالمساكلة والمساكلة والمساكلة والمساكلة والمساكلة والمساكلة بالمساكلة بالمساكلة بالمساكلة بالمساكلة بالمساكلة بالمساكلة بالمساكلة والمساكلة بالمساكلة بالم

1\_ فور توش اور منظوری و بید کے لیے کمپنی کے جاز حصل علی جو 1.5 بلین روپے ہے 9 بلین روپ اضافہ جو پروڈ آف ڈالر مکٹرز کا تجربی ترکر رو اور کی ترسمی اضاف نے یا حدف کے ساتھ یا آس کے النجر وری ڈیل تحصوص

مرادارا کی اگریاں۔ استحق 68 اور کیٹیز ایک ، 2017 کی دیگر تمام ہی ملی اطلاق وضائے کے مطابق، مکٹی کا مجاز مرابع 1,500,000,000 در میے جو کہ ہے ، 10 در پے کے 050,000,000 عولی تھی میں استحیار شدہ 1,000,000,000 ور دیکے جو کہر ہے ، 10 در پے کے 200,000,000 عملی تھی میں تھے ہما گیا گیا جس میں میں تھی کے 200,000,000 میں ایک محتمد کی تھی تا استحداد کے ایک میں تھی میں تھی ہما تھی ہے ہو گئی کے میں تا ہما تھی استحداد کی استحداد کی استحداد کی استحداد کی استحداد کیا تھی تھی ہے تھی کے میں تا ہما تھی ہے تھی کے میں تا ہمار کی افراد کی اور میں کہ میں کا میں کہ استحداد کی اور میں تاہد کے لیے تو کہا گیا تھی کہ استحداد کی اور میں کہ کہا تھی کہا

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ں بابع: " <u>مهرون مجاز الدر باد کار کار کی 1</u>000,000,000,000 میں اور است و کلیں دیے ) جو کہ مدال 101 ہے ۔ (موزی 101 دیکے ایک 000,000,000,000 وروز کی اور است کار کی دیکھیں کار کی دیا ہے ۔ 2017 کی گھیا ہے ۔ بروزی کے عالی آئی طروز مرد بریک کارکھی کار کھی است کی است کار است کے مارکھی اور است کے مارکھی اور است کے مارکھی کار

ر میں مصابقوں میں سے اور میں ہو۔ ''گئی کا مجاز مربار ''100,000,000,000,000 و پارٹ ف 9 میں روپے ) 'ڈ کہ ہر ''10 روپے (اس نے 10 روپے ) کے 200,000,000,000 (900 نین ) مون عشق میں تھی ہم کئی کے عشم مرما ہے میں اداما نے معرف ان مونی دائی تھیم کرنے یا دوم رکھ صورت میں وہ بادہ عظم کے افتارات کے ماتھے۔ اداما نے معرف ان مونی دائی تھیم کرنے یا دوم رکھ صورت میں وہ بادہ عظم کے افتارات کے ماتھے۔

حریر آرایا کان "اختال صحر باری کے جائے پرونگ کے مدادی حق کے جائی ہوں گے اور کھنے ایک 2017 کی وقعات کے مطابق (respects/matters میں مودوعات کی کے اندر بالک کورو جاگل کور

بر بار با بالات التي يكر الدور أن مجتبى كريف الجر يكامة فير بركل هور حاكم العال امدكام أرف العام أرف العام أد الرفط لين كرفت كام الدور التي ما الرف كرفت كرفت الرفاق والعام والحاكم كرفت المواركة المساورة المواركة المواركة فرف إلى المواركة في المواركة المواركة المواركة المواركة المواطلة بدعاته برات الحاكم أرب "

كمينيزا بك 2017 ، كيكشن (3) 134 كي تحت فصوبي الموري تعلق الكيد "وثاره وتوسّ بذات شلك ر كيمبران كوارسال كياجار باسيم-

2- سالان آوے شده مالياتی گوشواروں كو USB/DVD/CD كي شكل ش ترسيل كرنے كى بيات QR فعال کو اورویب لک کے دریافے تا تل کرنے پر فوروٹوش اور ڈیم کے ساتھ یاس کے بغیر عولی قرار دادے لور پرورج ذیل فراردادکومنطور کرنا۔

مرمویا و آ ان RP فال کوڈا ورور یہ نکٹ کے اور پیچھٹس ادان کو ملا انداز ناشدہ مالیاتی کو جمارات کے بارے معلومات کی تمثیر میں کا میر کور ایک میٹن آف یا کستان نے اپنے SRO 389(V)/2023 ورقہ 2011ء کی کار دریے مطلق کیا ہے اور فراد کے اور کارور کا اس کا مطاور کا رابط کا ساتھ کی ترق اور پیال لیکنالوری کے متر کا بولے پر قور کرتے ہوئے USB/DVD/CD: رہے ساانہ مالیاتی کشاروں کی بيل يقد كروى جائے۔"

> بحكم بورة آف ڈائر كائر ز سحرش ئىيى ئىلەرى

ية 2023 عند 16 (92 42) 36312550: 36283096, 36283097 گاروبار کاون کا درآگاه کریس کی بنادیرون اورا جائی شن حاشر کی ایلیت فی کی ایک ایک ایک ایک ایک کرد استکار در ایک جشم داران به در در است کی جائی ہے کہ ان کے اپنے بیشیس کی گئی تعمی تا کی آروا احسود بعراقر آگا کا

EOGM. 3 گرکت شکو رفیز اینز اینزی میش آف یا کتان (ایس ای ی لی) کی بدایات کے مطالق، هسمن داران EOGM میں kvirtually دار رفرک کرنایای گیران مقد کے لیئے تصمی ادران ہے اور خواست کی جائی سے کدور شرفیلن کے لیے کئی کا درب سائنط اعظاری اعتصادی استان میں معدد میں میں میں مصوری میں میں میں میں ی موالات کی صورت میں براہ کرم اس ایڈرلس corporate@netsolpk.com برای

ر پر کور کور کور کی او جا اس کے لیے رحمتر قتل 2023 ہواں 2023 کو 93:50 پر بند ووایا سے گئے جس سے بھوٹر کا پارٹھنسٹی داروں جا اس کے لیے رحمتر ٹیس کر کیس گئے کہ کی گئی اور تمام شرکا کا اعتمال اسان جد مقرر ووقت کے اندر دھسڑاتی ہوں کے اُنہیں اجاری کا لنگ سے کھا اور دود جا اس تک رسانگ حاصل کر مکس کے الندائم في برونت رجسزيش پرزوروي ها \_-

جیدا میں بادھیں مسموسی پر بادور ہیں ہے۔ 4۔ مسموسی دار کی دور سے تھیلی مادورہ نے کے جانز جیں اجابان میں شویت اور دوست دیے کیلئے کی تھیمی دار کی دور سے تھیلی مادولیا ہی جانب سے بالور پر آئی باع دو کرسکتا ہے، پر آئی موثر موسطے کیلئے ہم بالاظ سے مادی دوائش دی ہے۔ پر آئی کا مادوکر نے والی مشاویز انداز اور بادر آف اندار کی میٹن کے زحمہ فوق مشمی میں اجابان شروع میں دونے سے کہا وائر 48 کھٹے کیلئے مثلی کر داعا شرودی ہے۔ 5۔ کی ڈی کی اکا تو مند مواد کر کیلیر میٹر ایٹر اجینی کیشش آف ہے اکستان کی 200 جو در 2000 رکھر مخرکر کر ين درن ولي بدايات يريك لل كادوكا-

A\_اجلاس ش شركت كيليح بصورت افراد، ا كاؤنك بولڈراور/ ياسب ا كاؤنث بولڈرجن كى رجسٹريشن آنصيات كى ۋى ئى ر<u>گول</u>يشتز ك مطابق السياوة إلى كواجااس مين شركت ك وقت ابناامل CNIC يا باسبورث وكها كرابني شاخت ك

تصديق كرنا بوكىb\_ بعتورت كار يوريث اكاني، بوراك والريكفرزكي اقراروادا بإدرآف انارني معدنا مزده كو وسخوا اجلاس

کے وقت (اگر پیلے نے فراہم نہ کئے گوں) فراہم کر کا اول گے۔ کے وقت (اگر پیلے کے قراہم نہ کئے گئے اول) فراہم کر کا اول گے۔ B۔ پراکمیو کے تقرر کیلیے

د میں میں سے مرابع a کے بیورٹ آفراد افاؤنٹ اولار اور آیا ہے۔ اکاؤنٹ اولار دش کی رشونیٹن تصیاب ہی کی ک اگر گیشٹو کے مطابق کے اور اور اور اور اور اور اور ایک کا طابق کی اس کا دار بھی کرایا گے۔ b کے برائی فادم دوافراد سے کوائی شدہ و نے چائش وقس کے اور کا اور اور اور کا کہا ہے۔ 0۔ مرابع کا دارم کے منابعہ تفضیل اور اور رہا کی دوفول کی تعدید کے اور اور اور اور کا کہا گی تھی۔

کردانا خوددی ہے۔ 1 - اجازی کے دفتہ پر انکی کا بینا کلی CNIC یا میورٹ دکھا اخرودی وہ گا۔ 0 - بھورٹ کارفیر برے انکائی ہوڈ کے اور کیکٹرزی قرار ادارا کا دارات کا بین مدنا مزود کے دستھا پر انکی اس خارم کے مراد کھی کو ارائر میلے سے فراہم دیے گے ہوں) فراہم کر تا ہوں گے۔

(021) 111-TAKAFUL (825-238) session.

NETSOL TECHNOLOGIES LIMITED

MOTICE IS HEREBY (GVENT HATA an Extra-Ordinary General ("FOGAN") Meeting of METSOL. Technologies Limited (the "Company") will be held on Friday, June 23, 2023 at 10:00 AM at the Registered Office of the Company situated at NetSol TI Village (Software Technology Pari) Labore Ring Road, Ghazi Road Interchange, Labore Cantt., and through vide link facility to transact the following business:

To consider and approve, an increase in the authorized share capital of the Company from Rs. 1,5 lillion to Rs. 9 billion as recommended by the Board of Directors and pass the following special resolution with or without any modification, addition or deletion:

Resolved That:

NESOLVER I THAT:

"Pursuant to Section 85 and all other applicable provisions of the Companies Act,
2017, the Authorized Capital of the Company be and is hereby increased from Rs.
1,500,000,000 divided into, 150,000,000 ordinary shares of Rs. To each of Section 1,500,000,000 and passes of Rs. To each of Section 1,500,000,000 and passes of Rs. To each of Section 1,500,000,000 and passes of Rs. To each of Section 1,500,000,000 and passes of Rs. To each of the Company and for that purpose Clause V of the Menorandium of Association and Article 4 of the Article so Association of the Company be and are hereby accordingly amended to read as under.

Clause V of the Memorandum of Association:

The Authorized Capital of the Company is Rs. 9,000,000,000/. (Rupees Nine billion only) divided into 900,000,000 (Nine Hundred million) ordinary shares of Rs. 10/. (Rupees Fin only) each, with powers to increase and reduce the capital for the time being into several classes in accordance with the provision of the Companies Act, 2017.

Article 4 of the Articles of Association:

The Authorized capital of the Company is Rs. 9,000,000,000/- (Rupees Nine billion only) divided into 900,000,000 (Nine Hundred million) ordinary shares of Rs. 10/- (Rupees ten only) each with powers to increase, reduce, consolidate, sub-divided or otherwise reorganize the share capital of the Company.

Furtherresolved that:

"The additional shares when issued shall carry equal voting rights and rank pari passu with the existing ordinary shares in all respects/matters in conformity with the provisions of the Companies Act, 2017."

Further resolved that:

"Company Secretary and/or the Chief Executive Officer of the Company be an are hereby singly authorized to do all acts, deeds and things, take all necessars steps and decisions to obtain all approvals required, if, any, and to sign, execute deliver, and file all requisite documents to the relevant authorities in this regard." Statement of material facts under Section 134(3) of the Companies Act, 2017 relating to the Special Business is sent to the shareholders along with this notice.

Ordinary Business

To consider dissemination of annual audited financial statements through OR enabled code and web link instead of transmitting the same in the form of CD/DVD/USB and approve the following resolution as a ordinary resolution with or without modification:

resolveu i nax:

"Dissemination of information regarding annual audited financial statements to
the shareholders through OR enabled code and web link as notified by the
Securities and Krhange Commission of Palsistan vide its SIO 3390(f) 2023 dated
March 21, 2023 be and hereby approved while considering technological
advancement and of old technology becoming obsolete, the circulation of
annual statements through CD/DVD/USB be discontinued."

By Order of the Board

June 02, 2023

SEHRISH Company Secretary

NOTE:

Share transfer books of the Company will remain closed from June 17, 2023 to June 23, 2023 (bitch days inclusive). Physical CIC transfers received in order at the Shares Registra, M/S Vision Consulting Ltd., 3-C, LON Hars, Lawrence and, Lahore leb. (20: 42) 36283095, 36283097 and Fax. (+92 42) 36312550 by the close of lussiness on June 16, 2023 will be treated in time for attending and vote at the meeting.

Shareholders are requested to notify the change of address, if any Participation in the EOGM

Pursuant to the requirement of Securities and Exchange Commission of Pakistan (SECP), Shareholders may wish to participate virtually in the EGGM. For this purpose, the shareholders are requested to visit company's website for registration.

In case of any queries, please feel free to email at: corporate@netsolpk.com Please note that registration for the meeting shall close at 09:30 am on June 23, 2023 after which participants / shareholders shall be unable to register for the meeting. Any and all participants / shareholders who would have registered within the prescribed timeline shall receive a meeting find and shall be able to access the meeting hind and shall be able to access the meeting hind and the long the content of the conten

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 through wideo link and a proxy so appointed shall have such rights, as respects attending, speaking and voting at the Exita General Meetling as are available to a 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 schedule time of the meeting. Proxy Form in English and Urdu languages is attached herewith.

netermin.
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 January 26, 2000:

For Attending the Meeting:

For Accentang rate 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 COC 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 nominees 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 a) in case of individuals, the action involved allowing persons whose shares are in jouop 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 writnessed 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 attach attested copy of his/ her CNIC or passport to the company.

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.

December.
"The inflation data ght direction, an some of the press expectations of eve aggressive European Bank hikes," said Coghlan, chief marke at HYCM, who sees drop in inflation figu

## China despi mer specifact

SHANGHAI: Chir gave up earlier ga Thursday to close mixed bag, even after vate sector survey sho country's factory a unexpectedly swi growth in May from

in the previous month.
The blue-chip ( Index ended up 0.2% the Shanghai Con Index finished flat.

Hong Kong's ben Hang Seng slipped 0. the Hang Seng Enterprises Index wa 0.2%

### Currency values in

WASHINGTON: The In department's currency val (31-05-2023) (30-05-2023) (2

Currency	31-May-23
Chinese yuan	0.1059
Euro	0.80476
Japanese yen	0.005388
U.K. pound	0.931
U.S. dollar	0.75331
Algerian dinar	0.005501
Australian dollar	0.48927
Botswana pula	0.054615
Brazilian real	0.14853
Brunei dollar	0.55640
Canadian dollar	0.55256
Chilean peso	0.00093
Czech koruna	0.033904
Danish krone	0.10805
Indian rupee	0.009111
Israeli New Shekel	0.20277
Korean won	0.000569
Kuwaiti dinar	2.45
Malaysian ringgit	0.16317
Mauritian rupee	0.016415
Mexican peso	0.042563
New Zealand dollar	0.45330
Norwegian krone	0.067038
Omani rial	1.9592
Peruvian sol	0.20468
Philippine peso	0.013389
Polish zloty	0.17700
Qatari riyal	0.20695
Russian ruble	0.009300
Saudi Arabian riyal	0.20088
Singapore dollar	0.55640
South African rand	0.038093
Swedish krona	0.069533
Swiss franc	0.8273
Thai baht	0.021682
Trinidadian dollar	
U.A.E. dirham	0.20512
Uruguayan peso	0.019396
Notes: (1) The value of the U based on market exc	

valuation. The value in terms of the SDR of ea

The value in terms or an arrange rat and the SDR value of the U.S. dollar which are officially expressed direct rounded to six significant digits. See (2) The value in terms of each nation the SDR of each national currency,

#### LIBOR

> from page 1	
Libor Overnight	5.
Libor 1 Month	5.
Libor 3 Month	5.
Libor 6 Month	5.
Libor 1 Year	5

### Forex Asso

	0.23 8 1 1 1 2 1 1 2
CURRENCY	BUYIN
US \$ (Cash Free Market)	290.00
SAUDIA RIYAL	77.20
UAE DIRHAM	79.20
EURO	310.00
UK POUND	361.40



# **NETSOL TECHNOLOGIES LIMITED**



# NOTICE OF EXTRA-ORDINARY GENERAL MEETING JUNE 23, 2023

NETSOL IT VILLAGE, (SOFTWARE TECHNOLOGY PARK), LAHORE RING ROAD, GHAZI ROAD INTERCHANGE, LAHORE CANTT-54792, PAKISTAN. PHONE NOs. +92 42 111-44-88-00, 35727096-97

FAX NO: + 92 42 35701046 & 35726740

www.netsolpk.com

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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 *Friday, June 23, 2023 at 10:00* A.M at the Registered Office of the Company situated at NetSol IT Village (Software Technology Park) Lahore Ring Road, Ghazi Road Interchange, Lahore Cantt., and through vide link facility to transact the following business:

#### **Special Business**

1. To consider and approve, an increase in the authorized share capital of the Company from Rs. 1.5 billion to Rs. 9 billion as recommended by the Board of Directors and pass the following special resolution with or without any modification, addition or deletion:

#### Resolved That:

"Pursuant to Section 85 and all other applicable provisions of the Companies Act, 2017, the Authorized Capital of the Company be and is hereby increased from Rs. 1,500,000,000 divided into 150,000,000 ordinary shares of Rs.10 each to Rs. 9,000,000,000 divided into 900,000,000 ordinary shares of Rs.10 each by creation of 750,000,000 additional ordinary shares of Rs.10/- each of the Company and for that purpose Clause V of the Memorandum of Association and Article 4 of the Articles of Association of the Company be and are hereby accordingly amended to read as under:

#### Clause V of the Memorandum of Association:

The Authorized Capital of the Company is Rs. 9,000,000,000/- (Rupees Nine billion only) divided into 900,000,000 (Nine Hundred million) ordinary shares of Rs. 10/- (Rupees Ten only) each, with powers to increase and reduce the capital for the time being into several classes in accordance with the provision of the Companies Act, 2017.

#### **Article 4 of the Articles of Association:**

The Authorized capital of the Company is Rs. 9,000,000,000/- (Rupees Nine billion only) divided into 900,000,000 (Nine Hundred million) ordinary shares of Rs. 10/- (Rupees ten only) each with powers to increase, reduce, consolidate, sub-divided or otherwise reorganize the share capital of the Company.

#### Further resolved that:

"The additional shares when issued shall carry equal voting rights and rank pari passu with the existing ordinary shares in all respects/matters in conformity with the provisions of the Companies Act, 2017."

#### Further resolved that:

"Company Secretary and/or the Chief Executive Officer of the Company be and are hereby singly authorized to do all acts, deeds and things, take all necessary steps and decisions to obtain all approvals required, if any, and to sign, execute, deliver, and file all requisite documents to the relevant authorities in this regard."

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.

#### **Ordinary Business**

2. To consider dissemination of annual audited financial statements through QR enabled code and web link instead of transmitting the same in the form of CD/DVD/USB and approve the following resolution as a ordinary resolution with or without modification:

#### **Resolved That:**



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"Dissemination of information regarding annual audited financial statements to the shareholders through QR enabled code and web link as notified by the Securities and Exchange Commission of Pakistan vide its SRO 389(I)/2023 dated March 21, 2023 be and hereby approved while considering technological advancement and of old technology becoming obsolete, the circulation of annual statements through CD/DVD/USB be discontinued."

By Order of the Board

**SEHRISH** 

Company Secretary

Lahore June 02, 2023

#### NOTE:

- Share transfer books of the Company will remain closed from June 17, 2023 to June 23, 2023 (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 June 16, 2023 will be treated in time for attending and vote at the meeting.
- 2. Shareholders are requested to notify the change of address, if any.

#### 3. Participation in the EOGM

Pursuant to the requirement of Securities and Exchange Commission of Pakistan (SECP), Shareholders may wish to participate virtually in the EOGM. For this purpose, the shareholders are requested to visit company's website for registration.

In case of any queries, please feel free to email at: <a href="mailto:corporate@netsolpk.com">corporate@netsolpk.com</a>

Please note that registration for the meeting shall close at 09:30 am on June 23, 2023 after which participants / shareholders shall be unable to register for the meeting. Any and all participants / shareholders who would have registered within the prescribed timeline shall receive a meeting link and shall be able to access the meeting therefore, the Company emphasizes on timely registrations.

- 4. 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 through video link and a proxy so appointed shall have such rights, as respects attending, speaking and voting at the Extra General Meeting as are available to a 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 herewith.
- 5. 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 January 26, 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.

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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 attach attested copy of his/ her CNIC or passport to the company.
- 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.

#### ATTENTION OF THE MEMBERS ARE DRAWN TO THE FOLLOWING MATTERS:

#### 6. CNIC, IBAN for E-Dividend & Zakat

- a) As per Section 242 of the Companies Act 2017, in case of a public listed company, any dividend payable in cash shall only be remitted through electronic mode directly into the bank account designated by the entitled members. Therefore, through this notice, all shareholders are requested to update their bank account No. (IBAN), CNIC & details in the Central Depository System through respective participants. In case of physical shares, the members shall provide bank account (IBAN) details to our Share Registrar, M/s Vision Consulting Ltd. Please ensure an early update of your particulars to avoid any inconvenience in future. e-Dividend mandate form is enclosed in the annual report and also available on the website of the Company, <a href="www.netsolpk.com">www.netsolpk.com</a>. In case of non-submission, all future dividend warrants may by withheld.
- b) Members are requested to submit declaration (CZ-50) as per Zakat & Ushr Ordinance 1980 for zakat exemption and to advise change in address, if any.

#### 7. Unclaimed Dividend and/Shares:

The Company has previously discharged its responsibility under Section 244 of the Companies Act, 2017 whereby the Company approached the shareholders to claim their unclaimed dividends and undelivered share certificates in accordance with the law.

Shareholders, whose dividends still remain unclaimed and/or undelivered share certificates are available with the Company, are hereby once again requested to approach our Share Registrar to claim their outstanding dividend amounts and/ or undelivered share certificates.

### 9. **Deposit of Physical Shares into CDC Account**

The Shareholders having physical shareholding may open sub-account with any of the brokers or Investor account directly with CDC to place their physical shares into scrip-less form, this will facilitate them in many ways including safe custody and sale of shares, at any time they want, as the trading of physical shares is not permitted as per existing regulations of the stock exchange. Further, Section 72 of the Act states that after the commencement of the Act from a date notified by the SECP, a company having share capital, shall have shares in book-entry form only. Every existing company shall



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be required to replace its physical shares with book-entry form in a manner as may be specified and from the date notified by the SECP, within a period not exceeding four years from the commencement of the Act.



#### NETSOL TECHNOLOGIES LIMITED NOTICE OF EXTRA-ORDINARY GENERAL MEETING

## 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 June 23, 2023

#### **SPECIAL BUSINESS**

#### Agenda Item 1 — Increase in Authorized Capital

The Company presently has an authorized share capital of Rs. 1,500,000,000 divided into 150,000,000 ordinary shares of Rs. 10 each of which 89,836,923 ordinary shares are fully subscribed issued and paid up.

In order to facilitate future increases in the paid-up capital, the Board of Directors of the Company has recommended that the authorized share capital of the Company should be raised to Rs. 9,000,000,000 divided into 900,000,000 ordinary shares of Rs. 10 each by the creation of further 750,000,000 ordinary shares of Rs. 10 each. For this purpose, the Board of Directors has also recommended that the resolution set forth at item (1) under the heading special business of the notice convening the Extraordinary General Meeting 2023 of the Company should be passed as a Special Resolution, with or without modification. That resolution increases the Authorized Share Capital of the Company in the manner stated above and makes the required consequential changes Clause V of the Memorandum of Association and Article 4 of the Articles of Association of the Company.

#### STATEMENT PURSUANT TO CLAUSE A (9) OF SRO 423(I)/2018 DATED APRIL 03,2018

S.NO.	FACTS TO BE DISCLOSED	FACTS
I	Reasons for alteration in authorised share capital	To meet future requirement of paid up capital by issuance of further shares
II	Existing authorised share capital	The existing authorised share capital of the company is Rs. 1,500,000,000 divided into 150,000,000 ordinary shares of Rs. 10 each.
III	Amount with which authorised share capital is proposed to be increased.	The existing authorised share capital of the company is being increased by Rs. 7,500,000,000 divided into 750,000,000 ordinary shares of Rs. 10 each.

#### **Directors' Interest**

None of the Directors of the Company have any direct or indirect interest in this special business.

#### Statement of the Board of Directors

We, the members of the Board of Directors of the Company hereby confirm that the proposed amendments in the Memorandum and Articles of Association of the Company are in line with the applicable provisions of the laws and regulatory framework.

## Form of Proxy

I/We					
		(Name)			
Of		2000 000000			12
		(Place)			
being a member(s) o	of NETSOL	TECHNOLOGIES	LIMITED	hereby	appoint
(Name	and Folio No. / Pa	rticipant Account	: No. & Sub-Ad	count No.)	84
Of					
		(Place)			
who is also a member of Extra Ordinary General Park), Lahore Ring Road and at any adjournmer	Meeting of the Con d, Ghazi Road Interc	pany to be held a	at NetSol IT Vi	llage (Software	Technology
Signed at	this		Day of		2023.
Witness 1:					
Signaturo					
			111	ifty Rupees venue Stamp	
CNIC or					
Passport NO.——					
Witness 2:					
Signature:					
Name:					
Address:					
®		<u> </u>			
(c)		Signat	ture of Membe	er(s)	
				No. I.D No.	
CNIC or Passport NO		<u> </u>			

## Note:

- 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) Lahore Ring Road, Ghazi Road Interchange, Lahore Cantt. not less than 48 hours before the time of holding the meeting.
- A Proxy must be a member of the Company. Signature should agree with the specimen registered with the Company.

		(pt)	ستىمى المسماة
		(جاِّہ)	
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		(جُلِه)	
که وه میری جگهاورمیری طرف			
نے10:00 بج بمقام نیٹ چیز			
نٹر چیننج ،لا ہور کینٹ میں منعقد	وڈ،غازی روڈا:	•	
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ر. إرثيسمپنڪآ کی۔ڈ ی نمبر:			ورٹ نمبر:
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