

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

Dated: 17/08/2023

Web: www.netsolpk.com

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

Subject: Certified Copy of Form 26 (Special Resolution) and Form 07 Dated 27-06-2023

Dear Sir,

Please find enclosed herewith digital certified copy of following documents for notifying special resolution passed on June 23, 2023 in Extra-Ordinary General Meeting as per requirement of the Clause 5.6.9(b) of PSX Rule Book.

- 1. Form 26 (Special Resolution #1) dated 27-06-2023
- 2. Form 26 (Special Resolution #1a) dated 27-06-2023
- 3. Form 07 (Notice of Alteration of Share Capital) dated 27-06-2023

Yours Faithfully,

SEHRISH

Company Secretary

Encl: As Above.

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

8/15/23, 5:24 PM Form 26

THE COMPANIES ACT, 2017 THIS IS DIGITAL CERTIFIED THE COMPANIES (GENERAL PROVISIONS AND FORMS) REGULATIONS, 2018 [Section 150 and Regulation 4] SPECIAL RESOLUTION PART I ease Complete in typesomt or in bold block capitals. ₹1 CUIN (Registration Number) 0037024 差2. Name of the Company NETSOL TECHNOLOGIES LIMITED Fee Payment Detail 1.3.1 Challan No E-2023-1517504 1.3.2. Amount 1,000.00 PART II dd am yyyy 호 호 2.1. Date of Dispatch of Notice 02/06/2023 2. Specify the intention to propose the resolution as Special Resolution To get approval of the members of the Company regarding an increase in authorized share capital of the Campany. Supply 28 and the supply suppl dd mm yyyy 23/06/2023 Representing # of Shares each of (Rs.) 4. Total Number of Members 8010 89836923 10.00 \$5. Members Present in Person and/or through pressy in the second and the second 10.00 125 61229123 through proxy in the meeting 36. Members voted for 118 61224758 10.00 ਤ੍ਰਿੰ 7. Members voted against 7 4365 10.00 NetSol IT Village (Software Technology Park) Lahore Ring Road, Ghazi Road Interchange, 228. At a genearal meeting of the members of the said company, duly convened and held at Lahore Cantt., and through video link facility. LAHORE Punjab 54792 (Mention full address) LAHORE 2.9. Place(City) Resoluve That (Attached as per Annexure-I) 2.10. Text of special resolution (attach copy, if space is insufficient to reproduce it.) PART III Declaration: I do hereby solemnly, and sincerely declare that the information provided in the form is: (i) true and correct to the best of my knowledge, in consonance with the record as maintained by the Company and nothing has been concealed; and (ii) hereby reported after complying with and fulfilling all requirements under the relevant provisions of law, rules, regulations, directives, circulars and notifications whichever is applicable. SEHRISH 3.2. Name of Director / Company Secreatry Secretary Electronically sign by SEHRISH 3.3. Signatures

FORM

Month Year

Day

27/06/2023

3.4. Reg No. of Authoized Intermediary (if applicable)

3.5. Date



(ANNEXURE-I)

SPECIAL RESOLUTION#1

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. 2,000,000,000 divided into 200,000,000 ordinary shares of Rs.10 each by creation of 50,000,000 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. 2,000,000,000/- (Rupees Two billion only) divided into 200,000,000 (Two 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. 2,000,000,000/- (Rupees Two billion only) divided into 200,000,000 (Two Hundred million) ordinary shares of Rs. 10/- (Rupees ten only) each with powers to increase, reduce, consolidate, subdivided 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."

8/16/23, 3:37 PM Form 26

THE COMPANIES ACT, 2017 THIS IS DIGITAL CERTIFIED THE COMPANIES (GENERAL PROVISIONS AND FORMS) REGULATIONS, 2018 [Section 150 and Regulation 4] SPECIAL RESOLUTION PART I ease Complete in typesomt or in bold block capitals. ₹1 CUIN (Registration Number) 0037024 差2. Name of the Company NETSOL TECHNOLOGIES LIMITED Fee Payment Detail 1.3.1 Challan No E-2023-1517856 1.3.2. Amount 1,000.00 PART II dd am yyyy 호 호 2.1. Date of Dispatch of Notice 02/06/2023 2. Specify the intention to propose the resolution as Special Resolution To get approval of the members of the Company regarding amend the existing Article 83 of the Articles of Association of the Company. Supply 28 and the supply suppl dd mm yyyy 23/06/2023 Representing # of Shares each of (Rs.) 4. Total Number of Members 8010 89836923 10.00 \$5. Members Present in Person and/or through pressy in the second and the second 10.00 125 61229123 through proxy in the meeting 36. Members voted for 121 61225818 10.00 ਤ੍ਰਿੰ 7. Members voted against 4 3305 10.00 NetSol IT Village (Software Technology Park) Lahore Ring Road, Ghazi Road Interchange, 228. At a genearal meeting of the members of the said company, duly convened and held at Lahore Cantt., and through video link facility. LAHORE Punjab 54792 (Mention full address) LAHORE 2.9. Place(City) Resoluve That (Attached as per Annexure-I) 2.10. Text of special resolution (attach copy, if space is insufficient to reproduce it.) PART III Declaration: I do hereby solemnly, and sincerely declare that the information provided in the form is: (i) true and correct to the best of my knowledge, in consonance with the record as maintained by the Company and nothing has been concealed; and (ii) hereby reported after complying with and fulfilling all requirements under the relevant provisions of law, rules, regulations, directives, circulars and notifications whichever is applicable. SEHRISH 3.2. Name of Director / Company Secreatry Secretary Electronically sign by SEHRISH 3.3. Signatures

FORM

Month Year

Day

27/06/2023

3.4. Reg No. of Authoized Intermediary (if applicable)

3.5. Date



(ANNEXURE-I)

SPECIAL RESOLUTION#1(a)

Resolved That:

"Approval be and is hereby given to amend the existing Article 83 of the Articles of Association by substituting with the following:

Capitalization of Reserve

Article #83

The Board of Directors may resolve that any moneys, investments, or other assets forming part of the undivided profits of the Company standing to the credit of any reserve or other fund or in the hands of the Company and available for dividend (or representing premiums received on the issue of shares and standing to the credit of the shares premium account) be capitalized and distributed amongst such of the shareholders as would be entitled to receive the same if distributed by way of dividend and in the same proportions on the footing that they become entitled thereto as capital and that all or any part of such capitalized fund be applied on behalf of such shareholders in paying up in full, any un issued shares, debentures or debenture-stock of the Company which shall be distributed accordingly and that such distribution or payment shall be accepted by such shareholders in full satisfaction of their interest in the said capitalized sum.

THE COMPANIES ACT, 2017

THE COMPANIES (GENERAL PROVISIONS AND FORMS) REGULATIONS, 2018
[See Section 85 (1) (a) Regulation 4]

NOTICE OF ALTERATION IN SHARE CAPITAL

1.1 CUIN (Registration Number) 1.2 Name of the Company NETSCL TECHNOLOGIES LIMITED 1.3.1 Total amount payable of capital is increased (Rs.) 1.3.2 Amount which would have usen payable by reference to its capital immediately before the increase (Rs.) 1.3.3 Difference of 1.3.1 and 1.3.2 (Rs.) 1.3.3 Difference of 1.3.1 and 1.3.2 (Rs.) 1.3.4 Amount which would have usen payable by reference to its capital immediately before the increase (Rs.) 1.3.3 Difference of 1.3.1 and 1.3.2 (Rs.) 1.3.4 Pee Payment Detais 1.4.1 Chalian No. 15-2023-1517879 1.4.2 Amount *Fee For increase in Authorized Capital + Philips Fee of this Form PART II Day Month Year 2.1. Notice is hereby given pursuant to section 85 of the Companies Act, 2017 that a special resolution was passed for increase in authorized share capital on: (Date of agreement with party to agreement) 2.3 Increase in authorized share capital 2.3.1 Existing authorized share capital 2.3.2 Addition 2.3.3 New authorized capital 2.4. Conditions subject to which the new shares have been or are to be issued PART III 3.1 I do hereby solemnily, and sincerely declare that the information provided in the form is: (i) true and correct to the best of my knowledge, in consonance with the record as maintained by the Company and nothing has been conceded; and (ii) hereby reported after complying with and furtiliting all requirements under the relevant provisions of law, rules, regulations, directives, circulars and notifications whichever is applicable 2.4. Reg No. of Authorized Officer with Designation/ Atuhorized Intermediary 2.5. Date Electronically sign by SEHRISH 3.6. Date		*. A		PART	<u>I</u>			6 [7		1
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27/06/022	3.4.	Reg No. of Authoized Intermediary (if ap	plicable)							Ī
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Enclosures:

1. Amended Memorandum of Association and if applicable, copy of articles of association."