



NETSOL Technologies Ltd.
NETSOL IT Village (Software
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Phone: +92 42 111-44-88-00
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Dated: 17/08/2023

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.**



THE COMPANIES ACT, 2017
THE COMPANIES (GENERAL PROVISIONS AND FORMS) REGULATIONS, 2018
[Section 150 and Regulation 4]
SPECIAL RESOLUTION

PART I

Please Complete in type script or in bold block capitals.

THIS IS DIGITAL CERTIFIED COPY AND NEEDS NO STAMP SIGNATURE. CTC ISSUE DATE: 15-08-2023 (VALIDITY 01 MONTH)

1. CUIIN (Registration Number)

2. Name of the Company

3. Fee Payment Detail 1.3.1 Challan No. 1.3.2. Amount

PART II

1. Date of Dispatch of Notice

2. Specify the intention to propose the resolution as Special Resolution

3. Date of Passing of Special Resolution

	Representing	# of Shares	each of (Rs.)
4. Total Number of Members	<input type="text" value="8010"/>	<input type="text" value="89836923"/>	<input type="text" value="10.00"/>
5. Members Present in Person and/or through proxy in the meeting	<input type="text" value="125"/>	<input type="text" value="61229123"/>	<input type="text" value="10.00"/>
6. Members voted for	<input type="text" value="118"/>	<input type="text" value="61224758"/>	<input type="text" value="10.00"/>
7. Members voted against	<input type="text" value="7"/>	<input type="text" value="4365"/>	<input type="text" value="10.00"/>

2. At a general meeting of the members of the said company, duly convened and held at
(Mention full address)

2.9. Place(City)

2.10. Text of special resolution
(attach copy, if space is insufficient to reproduce it.)

PART III

3.1 **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.

3.2. Name of Director / Company Secretary

3.3. Signatures

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

3.5. Date
 Day Month Year



(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, 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.”



**THE COMPANIES ACT, 2017
THE COMPANIES (GENERAL PROVISIONS AND FORMS) REGULATIONS, 2018
[Section 150 and Regulation 4]
SPECIAL RESOLUTION**

PART I

Please Complete in type script or in bold block capitals.

THIS IS DIGITAL CERTIFIED COPY AND NEEDS NO STAMP SIGNATURE. CTC ISSUE DATE : 16-08-2023 (VALIDITY 01 MONTH)

1. CUIIN (Registration Number)

2. Name of the Company

3. Fee Payment Detail 1.3.1 Challan No. 1.3.2. Amount

PART II

1. Date of Dispatch of Notice

2. Specify the intention to propose the resolution as Special Resolution

3. Date of Passing of Special Resolution

	Representing	# of Shares	each of (Rs.)
4. Total Number of Members	<input type="text" value="8010"/>	<input type="text" value="89836923"/>	<input type="text" value="10.00"/>
5. Members Present in Person and/or through proxy in the meeting	<input type="text" value="125"/>	<input type="text" value="61229123"/>	<input type="text" value="10.00"/>
6. Members voted for	<input type="text" value="121"/>	<input type="text" value="61225818"/>	<input type="text" value="10.00"/>
7. Members voted against	<input type="text" value="4"/>	<input type="text" value="3305"/>	<input type="text" value="10.00"/>

2.8. At a general meeting of the members of the said company, duly convened and held at
(Mention full address)

2.9. Place(City)

2.10. Text of special resolution
(attach copy, if space is insufficient to reproduce it.)

PART III

3.1. **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.

3.2. Name of Director / Company Secretary

3.3. Signatures

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

3.5. Date Day Month Year



(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

PART I

Please complete in typescript or in bold block capitals

1.1 CUIIN (Registration Number)	<input type="text" value="0037024"/>
1.2. Name of the Company	<input type="text" value="NETSOL TECHNOLOGIES LIMITED"/>
1.3. Memorandum of Fee for increase in authorized capital:	
1.3.1 Total amount payable on capital as increased (Rs.)	<input type="text" value="14001500.00"/>
1.3.2 Amount which would have been payable by reference to its capital immediately before the increase (Rs.)	<input type="text" value="10501500.00"/>
1.3.3 Difference of 1.3.1 and 1.3.2 (Rs.)	<input type="text" value="3500000.00"/>
1.4. *Fee Payment Details 1.4.1 Challan No. <input type="text" value="E-2023-1517879"/>	1.4.2 Amount <input type="text" value="3501000"/>

* Fee for increase in Authorized Capital + Filing Fee of this Form

PART II

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:	Day Month Year	<input type="text" value="23/06/2023"/>	
2.2. Share capital increased in pursuance of an obligation of the company under an agreement on: (Date of agreement with party to agreement)	Day Month Year	<input type="text"/>	
2.3. Increase in authorized share capital	Amount Rs.	Divided into (no. of shares)	Rs. per share
2.3.1 Existing authorized share capital	<input type="text" value="1,500,000,000.00"/>	<input type="text" value="150000000"/>	<input type="text" value="10.00"/>
2.3.2 Addition	<input type="text" value="500,000,000.00"/>	<input type="text" value="50000000"/>	<input type="text" value="10.00"/>
2.3.3 New authorized capital	<input type="text" value="2,000,000,000.00"/>	<input type="text" value="200000000"/>	<input type="text" value="10.00"/>
2.4. Conditions subject to which the new shares have been or are to be issued	<input type="text" value="NIL"/>		

PART III

3.1	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	
3.2. Name of Authorized Officer with Designation/ Authorized Intermediary	<input type="text" value="SEHRISH"/>	<input type="text" value="Secretary"/>
3.3. Signatures	<input type="text" value="Electronically sign by SEHRISH"/>	
3.4. Reg No. of Authorized Intermediary (if applicable)	<input type="text"/>	
3.5. Date	Day Month Year	<input type="text" value="27/06/2023"/>

Enclosures:

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

THIS IS DIGITAL CERTIFIED COPY AND NEEDS NO STAMP/ SIGNATURE. CTC ISSUED DATE : 15-08-2023 (VALIDITY 01 MONTH)