NETSOL™

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

Date:02/10/2018

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

Subject: **Notice of Annual General Meeting (Prior to Publication)**

Dear Sir,

Enclosed please find a copy of the Notice of the Annual General Meeting to be held on Saturday, October 27, 2018 for circulation amongst the TRE Certificate Holders of the Exchange.

Yours Sincerely,

Sehrish

SEHRISH
Company Secretary

NetSol Technologies Limited
(Software Technology Park) Lahore Ring Road, Ghazi Road Interchange Lahore Cantt. ★ NetSol IT Village

Encl: As Above

C.C to:

Securities and Exchange Commission Of Pakistan
N.I.C Building, Jinnah Avenue,
Islamabad.

NETSOL

NETSOL TECHNOLOGIES LIMITED
NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the 22nd Annual General Meeting of the shareholders of NetSol Technologies Limited will be held on October 27, 2018 at 11:00 A.M at Registered Office of the Company situated at NetSol IT Village (Software Technology Park) Lahore Ring Road, Ghazi Road Interchange, Lahore Cantt., to transact the following business::

Ordinary Business

1. To receive, consider and adopt the Reports of Directors, Chairman and Auditors together with audited annual separate and consolidated financial statements for the year ended June 30, 2018.

2. To approve the payment of final cash dividend of Rs.2.50 per share (i.e., @25%) as recommended by the board of directors.

3. To appoint Auditors and fix their remuneration.

By Order of the Board

SEHRISH
Company Secretary

Lahore
October 05, 2018

NOTE:

1. Share transfer books of the Company will remain closed from October 21, 2018 to October 27, 2018 (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 October 20, 2018 will be treated in time for determining the entitlement of cash dividend to the transferees and to attend and vote 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 Annual 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 herewith.
4. CDC account holders will further have to follow the under mentioned guidelines as laid down by the Securities and Exchange Commission of Pakistan:

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.

5. CNIC, IBAN & Zakat

a) Members are requested to provide their International Banking Account Number (IBAN) together with a copy of the Computerized National Identity Card (CNIC) to update our records. 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.

6. E-DIVIDEND

As per Section 242 of the Companies Act 2017, it is mandatory for a listed company, to pay cash dividend to its shareholders only through electronic mode directly into the bank account designated by the entitled shareholders.

SECP has advised in their Circular No. 18 of 2017 dated August 01, 2017 to all listed companies to ensure that with effect from November 1, 2017 (as also provided in Companies (Distribution of Dividends) Regulations, 2017 (as amended time to time) cash dividends shall be paid through electronic mode only. Therefore, through this notice, all shareholders are requested to update their bank account details in Central Depository System through respective participants and in case of physical shares, to provide bank account details to our registrar M/s Vision Consulting Ltd.

Please note that as per Section 243(3) of the Companies Act, 2017 listed companies are entitled to withhold payment of dividend, if necessary information is not provided by the shareholders. For the convenience of shareholder e-Dividend form is provided in the annual report and also available on the website of the Company, www.netsolpk.com.

7. Statement of Unclaimed Dividends & Bonus Shares

The Securities and Exchange Commission of Pakistan, pursuant to section 244 read with section 510 of the Companies Act 2017 (the "Act"), directs all Companies to submit a statement to the Commission through eServices portal (https://eservices.secp.gov.pk/eServices/) stating therein the number or amounts, as the case may be, which remain unclaimed or unpaid for a period of three years from the date it is due and payable in respect of shares of a company/dividend and any other instrument or amount which remain unclaimed or unpaid, as may be specified.

Please note that in compliance with Section 244 of the Companies Act, 2017, after having completed the stipulated procedure, all dividends unclaimed for a period of three years from the date due and payable shall be deposited to the credit of the Federal Government and in case of shares, shall be delivered to the Securities and Exchange Commission of Pakistan.

Therefore, through this notice, shareholders are intimated to contact with the Company for any unclaimed dividend/shares within a period of seven days after publishing this notice to meet the compliance of SECP Direction # 16 of 2017 dated July 7, 2017. List of Shareholders having unclaimed dividend/shares are available on the Company's website www.netsolpk.com. The shareholders are requested to contact the Registrar of the Company regarding any unclaimed dividends or undelivered shares (if any).

8. Deduction of Income Tax from Dividend at Revised Rates

i) Pursuant to the provision of Finance Act, 2018, effective July 01, 2018, applicable rates on payment of dividend have been amended and the rates of deduction of income tax, under Section 150 of Income Tax Ordinance, 2001 have been revised as follows:

a) For filers of income tax returns - 15%
b) For non-filers of income tax returns - 20%

To enable the Company to make tax deduction on the amount of cash dividend @ 15% instead of 20%, all the shareholders whose names are not entered into the Active Tax payers List (ATL) provided on the website of FBR, despite the fact that they are filers, are advised to make sure that their names are entered into ATL on or before the date of approval of cash dividend at the Annual General Meeting of October 27, 2018 otherwise tax on their cash dividend will be deducted @ 20% instead at @ 15%.

In the case of shares registered in the name of two or more shareholders, each joint-holder is to be treated individually as either a filer or non-filer and tax will be deducted by Company accordingly on the basis of shareholding of each joint-holder as may be notified to the Company in writing. The joint-holders are, therefore, requested to submit their shareholdings otherwise each joint holder shall be presumed to have an equal number of shares.

The CNIC number/NTN detail is now mandatory and is required for checking the tax status as per the Active Taxpayers List (ATL) issued by Federal Board of Revenue (FBR) from time to time.

ii) For any query/problem/information, the investors may contact the Company and /or the Share Registrar at the following phone Numbers, email address:

The Manager Shares
M/s Vision Consulting Ltd.,
3-C, LDA Flats, Lawrence Road, Lahore
Tel: (92 42) 36283096, 36283097
Fax: (+92 42) 36312550
E-mail: shares@vcl.com.pk

iii) The corporate shareholders having CDC accounts are required to have their National Tax Number (NTN) updated with their respective participants, whereas corporate members having physical shares should send a copy of their NTN certificate to the Company or its Share Registrar i.e. M/s Vision Consulting Ltd. The shareholders while sending NTN or NTN certificates, as the case may be, must quote company name their respective folio numbers.

9. Dissemination of Annual Audited Accounts and Notice of Annual General Meeting

The Company has placed the Audited Annual Separate and Consolidated Financial Statements for the year ended June 30, 2018 along with Auditors' and Directors' Reports thereon on company's website.i.e. http://www.netsolpk.com/investor-information/ at least twenty one (21) days prior to the date of the Annual General Meeting.

Further, in accordance with SRO 470(I)/2016 dated May 31, 2016, through which SECP has allowed companies to circulate the annual audited accounts to its members through CD/DVD/USB instead of transmitting the hard copies at their registered addresses, subject to the consent of shareholders and compliance with certain other conditions, the Company had obtained shareholder's approval in its Annual General Meeting held on October 25, 2016. Accordingly, annual audited accounts of the Company for the year ended June 30, 2018 are being dispatched to the shareholders through CD. The shareholders may request a hard copy of annual audited accounts, which shall be provided free of cost within seven days of receipt of such request.

Further, in terms of SRO No.787(I)/2014 dated September 8, 2014, shareholders can also opt to obtain annual balance sheet and profit and loss accounts, auditors' report and directors' report etc., along with the Notice of the Annual General Meeting through email. For this purpose, we hereby give you the opportunity to send us your written request along with your valid email ID to provide you the same via email.

For the convenience of shareholders, a Standard Request Form (for the provision of annual audited accounts) is enclosed and also available at the company's website. i.e. www.netsolpk.com

10. Video Conference Facility

The Company shall provide video conference facility to its members for attending the Annual General Meeting, at places other than the town in which the Annual General Meeting 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 Annual General Meeting;-

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