



October 05, 2015

**FORM-04**

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

**The General Manager,**  
Lahore Stock Exchange Limited,  
19, Khayaban-e-Aiwan-e-Iqbal  
**Lahore.**

**The Secretary**  
Islamabad Stock Exchange Limited,  
55-B, ISE Towers, Jinnah Avenue  
**Islamabad.**

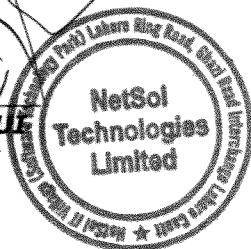
Subject: **Notice of 19<sup>th</sup> Annual General Meeting**

*Dear Sir,*

Enclosed please find copies of the Notice of 19<sup>th</sup> Annual General Meeting to be held on **Tuesday October 27, 2015** for circulation amongst TRE Certificate Holders of the Exchange.

Yours Faithfully,

**BOO-ALI SIDDIQUE**  
Company Secretary



Encl: As Above



**Lahore Office:**  
NetSol IT Village (Software Technology Park)  
Lahore Ring Road, Ghazi Road Interchange,  
Lahore Cantt. 54792, Pakistan.  
Tel: (92-42) 111-44-88-00, 35727096-7, Fax: (92-42) 35726740



**Karachi Office:**  
43/1/Q, Amna Villa 1,  
Block-6, PECHS, Karachi  
Tel: (92-21) 111-638-765, Fax: (92-21) 34313464



**Rawalpindi Office:**  
H-No. 4 Saffari Villas,  
Bahria Town - Near Car Chowk, Rawalpindi  
Tel: (92-51) 5707011





# NetSol Technologies Ltd.

## NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the 10th Annual General Meeting of the shareholders of NetSol Technologies Limited will be held on Tuesday October 27, 2015 at 11:00 A.M at Fabertex Hotel, 24- Egerton Road, Lahore, to transact the following business:

### Ordinary Business:

- To receive, consider and adopt the Reports of Directors and Auditors together with Audited Annual Separate and Consolidated Financial Statements for the year ended 30 June 2015.
- To appoint auditors for the year ending June 30, 2016 and fix their remuneration.

### Special Business:

- To consider and approve the changes proposed by the Board of Directors in the Employees Stock Option Scheme by passing the following resolution as Special Resolution, with or without any modification, addition or deletion:

#### RESOLVED THAT:

"Subject to the permission of the Securities and Exchange Commission of Pakistan, approval of the Company be and is hereby granted to change the vesting period of stock options to be granted by the Company in future pursuant to the Employees Stock Option Scheme 2006 as under.."

Immediately after grant	Initial 50% of options would vest
After 24 months of grant	Additional 30% of options would vest
After 36 months of grant	Remaining 20% of options would vest

#### RESOLVED FURTHER THAT:

"The Company Secretary be and is hereby authorized to complete all legal formalities, file application to the Securities and Exchange Commission of Pakistan for requisite permission and to execute all documents required in this regard and to implement the above resolution.

- To consider and approve delisting of the Company from Lahore Stock Exchange Limited and Islamabad Stock Exchange Limited, while retaining the listing on Karachi Stock Exchange Limited by passing the following resolution as Special Resolution, with or without any modification, addition or deletion:

#### RESOLVED THAT:

"The Company be de-listed from the Lahore Stock Exchange Limited ("LSE") and the Islamabad Stock Exchange Limited ("ISE") under Section 103 of the Securities & Exchange Ordinance, 1969 while the Company shall remain listed on the Karachi Stock Exchange Limited."

#### RESOLVED FURTHER THAT:

"That the Chief Executive Officer and/or the Company Secretary, be and are hereby singly authorized to complete all requisite legal and procedural formalities for accomplishing the de-listing of the Company from LSE and ISE and to make application, sign and submit requisite documents as may be reasonably required by LSE and ISE so as to effectuate the de-listing of the Company and to take all actions and do necessary acts, deeds and things for implementation of this resolution including filing of appeals before the appropriate forum, if need be."

- To transact any other business with the permission of the Chair.

A statement under Section 160(1)(b) of the Companies Ordinance, 1984 pertaining to the special business is being sent to the members along with the notice.

Lahore  
October 05, 2015

By Order of the Board  
*Boo-Ali Siddiqui*  
Company Secretary

#### NOTE:

- Share transfer books of the Company will remain closed from October 21, 2015 to October 27, 2015 (both days inclusive).
- Shareholders are requested to notify the change of addresses, if any, to our Share Registrar, *M/s Vision Consulting Ltd.*, 3-C, 10A Flats, Lawrence Road, Lahore Tel: (92 42) 36283096, 38283097 and Fax: (+ 92 42) 36312950 maximum by the close of business hours on October 20, 2015. This will be treated in time for attending the annual general meeting.
- A member entitled to attend and vote at the meeting may appoint another member as his/her proxy to attend and vote on his/her behalf. 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.
- CDC account holders will further have to follow the under mentioned guidelines as laid down by the Securities and Exchange Commission of Pakistan.
- Notice to Shareholders who have not provided CNIC:

The Company has made several requests through advertisements in Urdu and English newspapers having circulation throughout the country and Independent Share Registrar of the Company has also sent letters through Registered Post to the shareholders who have not yet provided valid copies of their Computerized National Identity Card (CNIC), requesting them to provide their CNIC's. The directive of the Securities and Exchange Commission of Pakistan contained in S.R.O. 831/II/2012 dated 5 July 2012 requires that the dividend warrants should bear the Computerized National Identity Card Numbers (CNIC) of the registered shareholders or the authorized person except in the case of nominal and corporate shareholders.

CNIC number of the shareholders is, therefore, mandatory for the issuance of future dividend warrants and in the absence of such information, payment of dividend may be withheld in terms of SECP's above mentioned directive. Therefore, the shareholders who have not yet provided their CNIC's are once again advised to provide the attested copies of their CNIC's directly to our Independent Share Registrar at the address given herein above without any further delay.

- Mandate for E-DIVIDENDS for shareholders

In order to make process of payment of cash dividend more efficient, a dividend mechanism has been envisaged where shareholders can get amount of dividend credited into their respective bank accounts electronically without any delay. In this way, dividends may be instantly credited to respective bank accounts and there are no chances of dividend warrants getting lost in the post, undelivered or delivered to the wrong address, etc. The Securities and Exchange Commission of Pakistan (SECP) through Notice No. 8/4/SM/CDC 2006 dated 5 April 2013 has advised all listed Companies to adopt a dividend mechanism due to the benefits it entails for shareholders. In view of the above, you are hereby encouraged to provide a dividend mandate in favour of e-dividend by providing dividend mandate form duly filled in and signed.

- Placement of Financial Statements

The Company has placed the Audited Annual Separate and Consolidated Financial Statements for the year ended 30 June 2015 along with Auditors and Directors Reports thereon on its website: [www.netsolpk.com](http://www.netsolpk.com)

"Business Recorder Karachi / Lahore / Islamabad Monday October 05, 2015"

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### RECORDER REPORT

**PESHAWAR:** The Central Majlis-e-Shura of Jamaat-e-Islami (JI) has expressed deep concern over the growing uncertainty and worst political and economic instability in the country.

The incompetence, corruption and criminal silence over the genocide of innocent people in Karachi, Balochistan and other parts of the country by those remaining in power and lack of concentration on the problems of common man promoting the sense of deprivation in the people not only from the government, but also from the system.

This sense of deprivation under a well-hatched conspiracy plan is being further deepened through a specific class and the situation is not good omen for nation and country in any circumstances.

The meeting of the Shura held in Lahore with JI American Senator Siraj-ul-Haq in the chair after detailed debate also passed a resolution on the political situation in the country. The resolution said that due to the interference of government in the transparency of local body polls in Punjab and Sindh provinces have become doubtful. Electoral laws in both provinces and particularly Punjab are tantamount to a joke with constitution and fundamental rights.

The resolution said that instead of the devolution of power to grass-root level, powers are concentrated in the office of chief minister. The

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### RECORDER REPORT

**LAHORE:** Provincial Minister for Agriculture Dr Farrukh J has said that politics on agricultural package is a shameful Criticism against the package political gimmick will cause serious loss to farmers and growers.

He expressed these views in a meeting with representative farmers organisations from various districts. He said the government is working day and night for development of agricultural sector and ongoing welfare of farmers and growers. Prosperity of farmers is essential