



November 27, 2015

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

Subject: **Notice of Extra-Ordinary General Meeting**

Dear Sir,

Enclosed please find a copy of the Notice (Annexure-I) and statement under Section 160 (1) (b) of the Companies Ordinance, 198 (Annexure-II) for Extra-Ordinary General Meeting of the Company to be held on Monday, December 21, 2015 for circulation amongst the TRE Certificate Holders of the Exchange.

Yours faithfully,


Company Secretary



Encl: As Above

C.C to:

- 1) **The General Manager,**
Lahore Stock Exchange Ltd.
19, Khayaban-e-Aiwan-e-Iqbal
Lahore.
- 2) **The Secretary,**
Islamabad Stock Exchange Ltd.
55-B, ISE Towers, Jinnah
Avenue
Islamabad.
- 3) **Securities and Exchange
Commission Of Pakistan**
N.I.C Building, Jinnah
Avenue,
Islamabad.

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



(Annexure-I)

NETSOL TECHNOLOGIES LIMITED
NOTICE OF EXTRA-ORDINARY GENERAL MEETING

Notice is hereby given that an Extra-Ordinary General Meeting of **NetSol Technologies Limited** (the "Company") will be held on **Monday, December 21, 2015 at 11:00 AM** at the registered office of the Company situated at NetSol Technologies Limited, NetSol IT Village (Software Technology Park) Lahore Ring Road, Ghazi Road Interchange, Lahore Cantt., to transact the following business:

ORDINARY BUSINESS

To elect seven (7) Directors, as fixed by the Board of Directors of the Company for a term of three year commencing January 01, 2016 in accordance with the provisions of Section 178 of the Companies Ordinance, 1984 and Articles of Association of the Company. Following are the names of the retiring directors who shall be eligible for re-election:

- | | |
|-----------------------------|---------------------------|
| 1) Mr. Shahab-Ud-Din Ghauri | 2) Mr. Salim Ullah Ghauri |
| 3) Mr. Vaseem Anvar | 4) Mr. Shahid Javed Burki |
| 5) Mr. Najeeb Ullah Ghauri | 6) Mr. Omar Shahab Ghauri |

Statement under Section 160 (1) (b) of the Companies Ordinance, 1984 is annexed to the notice of meeting sent to the members.

By Order of the Board

Lahore
November 30, 2015

BOO-ALI SIDDIQUI
(Company Secretary)

NOTES:

- 1) The share transfer books of the Company will remain closed from December 07, 2015 to December 21, 2015 (both days inclusive) to determine the names of the members entitled to attend the meeting and vote. Transfer received in order at the office of our Share Registrar, M/s Vision Consulting Ltd., 3-C, LDA Flats, Lawrence Road, Lahore. Tel No. +92(42)36283096, +92(42)36283097, Fax No. +92(42)36312550 by the close of business (5:00 PM) on December 04, 2015 will be considered in time for the purpose of attending and voting at the meeting. Members are requested to timely notify any change in their addresses, if any.
- 2) A member entitled to attend and vote at this meeting may appoint another member as his/her proxy to attend and vote for him/her behalf. The instrument appointing a proxy, complete in all respect, in order to be effective, must be received at the registered office of the company not less than 48 hours before the time of the meeting.
- 3) CDC Account holders will further have to follow the following guidelines laid down by the Securities & Exchange Commission of Pakistan:

A) For Attending the Meeting:

- i) In case of individuals, the CDC account holder or sub-account holder shall authenticate his/her identity by showing his/her original CNIC or original passport at the time of attending the meeting.
- ii) In case of corporate entity, the board of directors' resolution/power of attorney with specimen signature of the nominee and a certified copy of his/her CNIC shall be produced (unless it has been provided earlier) at the time of the meeting.

B) For Appointing Proxies:

- i) In case of individuals, the account holder or sub-account holder shall submit the proxy form as per the above requirements.
- ii) The proxy form shall be witnessed by two persons whose names, addresses and CNIC numbers shall be mentioned on the form.
- iii) Attested copies of CNIC or the passport of the beneficial owners and the proxy shall be furnished with the proxy form.



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

- iv) The proxy shall produce his/her original CNIC or original passport at the time of the meeting.
- v) In case of corporate entity, the board of directors' resolution/power of attorney with specimen signature shall be required to be submitted (unless it has been provided earlier) along with proxy form to the company.



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

STATEMENTS UNDER SECTION 160(1)(b) OF THE COMPANIES ORDINANCE, 1984

Election of Directors

The term of office of the present Directors of the Company will expire on December 31, 2015. In terms of Section 178 (1) of the Companies Ordinance, 1984, the directors have fixed the number of elected directors at seven (7) to be elected in the extraordinary general meeting for the next term of three years.

The present Directors are interested to the extent that they are eligible for re-election as Directors of the Company.

Any person who seeks to contest the election of directors shall, whether he is a retiring director or otherwise, file with the Company the following documents and information at its registered office not later than fourteen days before the day of the above said meeting;

- a) His/her Folio No./CDC Investors Account No./CDC Participant No./Sub-Account No.
- b) Notice of his/her intention to offer himself/herself for the election of directors in terms of Section 178(3) of the Companies Ordinance, 1984;
- c) Consent to act as director on Form 28 under section 184 of the Companies Ordinance, 1984.
- d) A detailed profile along with his/her office address as required under SECP's SRO 634(1)2015 dated July 10, 2014.
- e) An attested copy of Computerized National Identity Card (CNIC);
- f) A declaration that:
 - He/she is not ineligible to become a director of the Company under any applicable laws and regulations (including listing regulations of Stock Exchanges).
 - He/she is not serving as a director of more than seven listed companies. Provided that this limit shall not include the directorship in the listed subsidiaries of a listed holding company.
 - Neither he/she nor his/her spouse is engaged in the business of brokerage or is a sponsor director or officer of a corporate brokerage house.
 - He/she is aware of his/her duties and powers under the relevant laws, Memorandum & Articles of Association of Company and listing regulations of stock exchanges;

Notice to members who have not provided their CNIC:

The directive of the Securities and Exchange Commission of Pakistan contained in S.R.O. 831(I) / 2012 dated 05 July 2012 provides that the dividend warrants should bear the Computerized National Identity Card (CNIC) Numbers of the registered members or the authorized person except in the case of minor(s) and corporate members. CNIC number of the members are, therefore, mandatory for the issuance of future dividend warrants and in the absence of such information, payment of dividend may be withheld. Therefore, the members who have not yet provided their CNICs are once again advised to provide the attested copies of their CNICs (if not already provided) directly to Independent Share Registrar at the address given above without any further delay:

E-dividend mandate:

In order to make process of payment of cash dividend more efficient, e-dividend mechanism has been envisaged by SECP where shareholders can get amount of the dividend credited into their respective bank accounts electronically. 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 2008 dated April 05, 2013 has advised all listed companies to adopt e-dividend mechanism due to the benefits it entails for their members. 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.