



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

Dated: 03/03/2025

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

Subject: **Certified Copy of Form 26 (Special Resolution)**

Dear Sir,

Please find enclosed herewith copies of following documents for notifying special resolutions passed on December 31, 2024 in Extra-Ordinary General Meeting as per requirement of the Clause 5.6.9(b) of PSX Rule Book.

1. Form 26 (Special Resolution #2) dated 06-01-2025
2. Form 26 (Special Resolution #3) dated 06-01-2025

Yours Faithfully,

SEHRISH
Company Secretary



Encl: **As Above.**

07/01/2025

Form-26

THE COMPANIES ACT, 2017
THE COMPANIES REGULATIONS, 2024
[Section 150 and Regulation 30]

SPECIAL RESOLUTION

PART-I

(Please complete in bold capital letters)

1.1 CUIIN (Registration Number)

0 0 3 7 0 2 4

1.2 Name of the Company

NETSOL TECHNOLOGIES LIMITED

1.3 Fee Payment Details

1.3.1 Challan No

25270430

1.3.2 Amount

1650

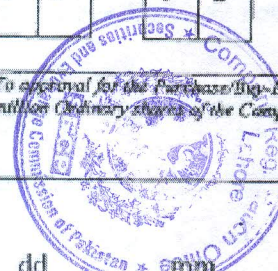
PART-II

2.1 Date of Dispatch of notice

dd mm yyyy
0 9 1 2 2 0 2 4

2.2 Specify the intention to propose the resolution as Special Resolution

To approval for the purchase/ buy-back by the Company up to 10 million Ordinary shares of the Company.



2.3 Date of passing of Special Resolution:

dd mm yyyy
3 1 1 2 2 0 2 4

2.4 Held at (please mention name of the city)

LAHORE

2.5 Total Number of Members

Representing	No. of shares	each of (Rs.)
7978	89836923	10

2.6 Members present in person or through proxy in the meeting or voted through postal ballot

122	62129529	10
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2.7 Members voted for

118	62129275	10
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2.8 Members voted against

4

254

10

2.9 Text of special resolution

Resolved that: (Attached as per Annexure-I)

(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

SEHRISH

Company Secretary

3.3 Signatures



3.4 Registration No of Authorized Intermediary, if applicable

-

3.5 Date

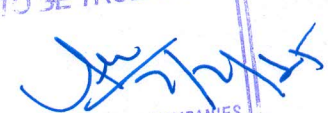
Day
0 6

Month
0 1

Year
2 0 2 5

Enclosures:

1. Copy of special resolution/ Extract of Special resolution (if space provided under item 2.1 is insufficient).
2. Original challan or other evidence of payment of fee specified in Seventh Schedule of the Act (not applicable in case of online filing)

CERTIFIED TO BE TRUE COPY

ADDITIONAL JOINT REGISTRAR OF COMPANIES
COMPANY REGISTRATION OFFICE
LAHORE



(ANNEXURE-I)

SPECIAL RESOLUTION
Agenda Item # 2

RESOLVED THAT:

"Subject to compliance with the provisions of all applicable laws, regulations and permission required, if any, the approval of the members of NETSOL Technologies Limited (hereinafter "the Company") be and is hereby accorded under Section 88 of the Companies Act, 2017 read with the Listed Companies (Buy-Back of Shares) Regulations, 2019, to purchase /buy-back up to 10,000,000 (Ten Million) ordinary shares of the face value of Rs. 10/- (Rupees Ten) each of the Company at spot share price during the purchase period through Pakistan Stock Exchange (PSX)."

DESCRIPTION	
INDICATIVE NUMBER & PERCENTAGE OF SHARES TO BUY-BACK	Up to 10 million ordinary shares, constituting up to approximately 11.13% of current issued and paid-up capital of the Company.
PURCHASE MODE & PRICE	The shares shall be purchased from time to time at the spot price acceptable to the Company prevailing during the purchase period as per Section 88 & Reg.8 (2) Listed Companies (buy-back of shares) Regulations, 2019 through Pakistan Stock Exchange
PURCHASE PERIOD	January 03, 2025 to June 29, 2025 or till such date on which purchase is complete, whichever is earlier
ALLOCATED FUNDS	Since the Buy-Back is to be carried out at the spot price, the Company will ensure availability of funds with respect to the shares to be purchased. The actual purchase of shares by the Company shall be subject to varying factors during the purchase period, including market conditions.

FURTHER RESOLVED THAT:

"The ordinary shares purchased pursuant to this special resolution be held as treasury shares."

FURTHER RESOLVED THAT:

"The Purchase/buy-back shall be made through the securities exchange (i.e. Pakistan Stock Exchange), and the purchase period shall be from January 03,2025 to June 29,2025 (both days inclusive) or till such date on which Buy-back is completed, whichever is earlier."

FURTHER RESOLVED THAT:

"Mr. Salim Ullah Ghauri, Chief Executive Officer / Mr. Omar Shahab Ghauri, Chief Operating Officer of the Company, or any person authorized by them, be and are hereby authorized and empowered to determine and approve the quantum of shares that may be purchased by the Company (as may be deemed fit) on a day-to-day basis during the purchase period."

FURTHER RESOLVED THAT:

"Chief Executive Officer, Chief Operating Officer and the Company Secretary (hereinafter referred as the "Authorized Persons") be and are hereby jointly or severally authorized and empowered to take all such necessary, ancillary, and incidental steps and to do or cause to be done all such acts, deeds, and things that may be required for the purpose of giving effect to aforesaid resolution(s) and to do all acts, matter, deeds and things which are necessarily incidental and /or consequential to the principal or any ancillary matters thereto."

FURTHER RESOLVED THAT:



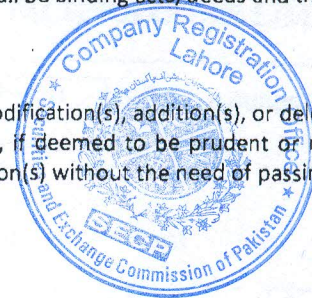
"Authorized Persons be and are hereby further jointly or severally authorized and empowered, to take or cause to be taken all actions including but not limited to obtaining any requisite regulatory permission(s), if required, preparation of any requisite documents, engaging legal counsel and consultants for the purposes of the purchase/buy-back of shares, filing of all requisite statutory forms, returns and all other documents as may be required to be filed with the regulator(s), submitting all such documents as may be required, executing all such documents or instrument including any amendments or substitutions to any of the foregoing as may be required or necessary in respect of completing the purchase/buy-back by the Company of its issued ordinary shares and all other matters incidental or ancillary thereto."

FURTHER RESOLVED THAT:

"All acts, deeds, and actions taken by the Authorized Persons pursuant to these special resolutions of the shareholders for and on behalf of and in the name of the Company shall be binding acts, deeds and things done by the Company."

FURTHER RESOLVED THAT:

"The aforesaid resolution(s) shall be subject to any amendment(s), modification(s), addition(s), or deletion(s) that may be suggested, directed, and advised by the regulator(s), which shall, if deemed to be prudent or necessary by the Authorized Persons, be deemed to be as part of these special resolution(s) without the need of passing a fresh special resolution(s)."



THE COMPANIES ACT, 2017
THE COMPANIES REGULATIONS, 2024
 [Section 150 and Regulation 30]

SPECIAL RESOLUTION

PART-I

(Please complete in bold capital letters)

- 1.1 CUIIN (Registration Number)

0	0	3	7	0	2	4
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- 1.2 Name of the Company

NETSOL TECHNOLOGIES LIMITED									
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- 1.3 Fee Payment Details 1.3.1 Challan No

25270766

 1.3.2 Amount

1650

PART-II

- 2.1 Date of Dispatch of notice dd mm yyyy

0	9
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1	2
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2	0	2	4
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- 2.2 Specify the intention to propose the resolution as Special Resolution

<i>To approval for the sale of 2 million treasury shares held by the Company to eligible employees of the Company, as per Listed Companies (Buy-Back of Shares) Regulations, 2019 and Company's Employees Stock Option Scheme as recommended by the Board of Directors of the Company.</i>									
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- 2.3 Date of passing of Special Resolution: dd mm yyyy

3	1
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1	2
---	---

2	0	2	4
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- 2.4 Held at (please mention name of the city)

LAHORE

- | | Representing | No. of shares | each of (Rs.) |
|--|--------------|---------------|---------------|
| 2.5 Total Number of Members | 7978 | 89836923 | 10 |
| 2.6 Members present in person or through proxy in the meeting or voted through postal ballot | 122 | 62129529 | 10 |
| 2.7 Members voted for | 120 | 62122025 | 10 |

2.8 Members voted against

2	7504	10
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2.9 Text of special resolution

Resolved that: (Attached as per Annexure-II)

(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

SEHRISH	Company Secretary
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3.3 Signatures


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3.4 Registration No of Authorized Intermediary, if applicable

-

3.5 Date

Day	Month	Year								
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0	6									
0	1									
2	0	2	5							

Enclosures:

- 1. Copy of special resolution/ Extract of Special resolution (if space provided under item 2.1 is insufficient).
- 2. Original challan or other evidence of payment of fee specified in Seventh Schedule of the Act (not applicable in case of online filing)

CERTIFIED TO BE TRUE COPY

ADDITIONAL JOINT REGISTRAR OF COMPANIES
COMPANY REGISTRATION OFFICE
LAHORE



(ANNEXURE-II)

SPECIAL RESOLUTION

Agenda Item # 3

RESOLVED THAT:

"Pursuant to Regulation 13(6)(b) of the Listed Companies (Buy-Back of Shares) Regulations, 2019, and the provisions of the SECP approved Company's Employees Stock Option Scheme, the sale of 2,000,000 (two million) ordinary shares currently held as Treasury Shares, be and is hereby approved for allotment to eligible employees of the Company in accordance with the terms of the Company's Employees Stock Option Scheme.

FURTHER RESOLVED THAT:

"Chief Executive Officer and the Company Secretary (hereinafter the "Authorized Persons"), be and are hereby jointly or severally authorized and empowered to take all such necessary, ancillary, and incidental steps and to do or cause to be done all such acts, deeds, and things that may be required for the purpose of giving effect to aforesaid resolution(s) and to do all acts, matter, deeds and things which are necessarily incidental and/or consequential to the principal or any ancillary matters thereto."

FURTHER RESOLVED THAT:

"The aforesaid resolution(s) shall be subject to any amendment(s), modification(s), addition(s), or deletion(s) that may be suggested, directed, and advised by the regulator(s), which shall, if deemed to be prudent or necessary by the Authorized Persons, be deemed to be as part of these special resolution(s) without the need of any the members to pass a fresh special resolution(s)."

