

NETSOL TECHNOLOGIES INC  
Form 10-K  
September 16, 2011

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

FORM 10-K

ANNUAL REPORT UNDER SECTION 13 OR 15(d) OF THE SECURITIES  
EXCHANGE ACT OF 1934

FOR THE FISCAL YEAR ENDED JUNE 30, 2011

or

TRANSITION REPORT UNDER SECTION 13 OR 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934

Commission File Number 0-22773  
NETSOL TECHNOLOGIES, INC.

(Name of small business issuer as specified in its charter)

NEVADA	95-4627685
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification Number)

23901 Calabasas Road, Suite 2072,  
Calabasas, CA 91302  
(Address of principal executive offices) (Zip code)

(818) 222-9195  
(Issuer's telephone number including area code)

SECURITIES REGISTERED UNDER SECTION 12(b) OF THE EXCHANGE ACT:

COMMON STOCK, \$.001 PAR VALUE  
THE NASDAQ CAPITAL MARKET

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined by Rule 405 of the Securities Act.  
Yes  No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or 15(d) of the Exchange Act. Yes  No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Exchange Act during the past 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T

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(§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

Indicate by check mark if disclosure of delinquent filers in response to Item 405 of Regulation S-K(§229.405) is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

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Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of “large accelerated filer,” “accelerated filer” and “smaller reporting company” in Rule 12b-2 of the Exchange Act (Check one):

Large Accelerated Filer [ ]

Accelerated Filer [ ]

Non-accelerated Filer [ ]

Smaller reporting company [x]

(Do not check if a smaller reporting company)

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act). Yes [ ] No [x]

The aggregate market value of the Common Stock held by non-affiliates of the registrant was approximately \$75,485,576 based upon the closing price of the stock as reported on NASDAQ Capital Market (\$1.74 per share) on June 30, 2011, the last business day of the registrant’s fiscal year. As of September 13, 2011, there were 56,076,355 shares of common stock outstanding and no shares of its Preferred Stock issued and outstanding.

DOCUMENTS INCORPORATED BY REFERENCE

(None)

ANNUAL REPORT  
PURSUANT TO SECTION 13 OR 15(d) OF THE  
SECURITIES ACT OF 1934

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## NOTE ABOUT FORWARD LOOKING STATEMENTS

This Annual Report on Form 10 contains forward looking statements within the meaning of the Private Securities Litigation Reform Act of 1995 relating to the development of the Company's products and services and future operation results, including statements regarding the Company that are subject to certain risks and uncertainties that could cause actual results to differ materially from those projected. The words "believe," "expect," "anticipate," "intend," variations of such words, and similar expressions, identify forward looking statements, but their absence does not mean that the statement is not forward looking. These statements are not guarantees of future performance and are subject to certain risks, uncertainties and assumptions that are difficult to predict. Factors that could affect the Company's actual results include the progress and costs of the development of products and services and the timing of the market acceptance. Forward looking statements may appear throughout this report, including without limitation, the following sections: Item 1 "Business," and Item 7 "Management's Discussion and Analysis of Financial Condition and Results of Operations." We undertake no obligation to revise or publicly release the results of any revision to these forward-looking statements, except as required by law. Given these risk and uncertainties, readers are cautioned not to place undue reliance on such forward-looking statements.

As used herein, "NetSol," "we", "our," and similar terms include NetSol Technologies, Inc. and its subsidiaries, unless the context indicates otherwise.

### PART 1

#### ITEM 1 - BUSINESS

##### GENERAL

NetSol Technologies, Inc. (NasdaqCM: NTWK) (NasdaqDubai: NTWK) is a worldwide provider of IT and enterprise application solutions, NetSol Technologies, Inc. executes its mission of focusing technology on the operational needs of its clients. NetSol's services and solutions enable businesses to streamline their operations and compete more effectively.

The Company is organized into two main revenue areas, consisting of enterprise solutions – NetSol Financial Suite (NFS™) – for the global financing, leasing and lending industry and a portfolio of managed services, including customized application development, systems integration, and business process engineering. In addition, NetSol's solutions portfolio includes the smartOCI™ e-Procurement search engine for SAP SRM users.

NetSol's clients include Dow-Jones 30 Industrials and Fortune 500 manufacturers and financial institutions, global vehicle manufacturers, and enterprise technology providers, all of which are serviced by NetSol delivery locations across the globe.

Founded in 1997, NetSol is headquartered in Calabasas, California. While the Company follows a global strategy for sales and delivery of its portfolio of solutions and services, it continues to maintain regional offices in the San Francisco Bay Area and the corporate headquarters in Calabasas, for North America; the London Metropolitan area for Europe; and Bangkok, Thailand and Lahore, Pakistan for Asia Pacific. The Company continues to maintain services, product and/or sales specific offices in Australia, China, Thailand, the Kingdom of Saudi Arabia and Pakistan and, in any other country, on an as needed basis.

## OUR BUSINESS

### Corporate Highlights

A few of NetSol's major successes achieved in 2010-2011 were:

- Execution of a successful joint venture agreement with Atheeb Group
- Furthering expansion in the China and Thailand markets by adding new customers
- Certification of our smartOCI™ by SAP for integration into SAP applications
- Favorable renewal of the frame agreement with Daimler Financial Services AG
- Strategic understanding with SANY Auto Finance Company Limited for enhanced financial solutions and IT services
- Entry into partnerships with CIBER Netherlands and Excelerated Sourcing Limited, UK
- Relocation of NetSol Beijing offices to accommodate expanded operations
- Successful implementation of ISO 20000 at NetSol PK
- Signed memorandum of understanding with Brasilinvest Group to launch a joint venture in Brazil
- Selection by a Fortune 500 IT Company of NetSol's smartOCI™ Search Engine as their e-procurement solution
- NetSol PK winning the Teradata National IT Excellence Award
- NetSol PK's Executive Vice President being awarded CIO of the year by Teradata.
- Successful reassessment as CMMi Level 5 by SEI of Carnegie Mellon University
- Restructuring global operational units by streamlining the regional delivery capabilities and sales organization
- Consolidating from three global regions to two regions with Region 1, the Americas and Europe and Region 2, Asia Pacific and the Middle East.

### Company Business Model

In today's highly competitive marketplace, business executives with labor or services-centric budgetary responsibilities are not just encouraged but, in fact, obliged to engage in "Make or Buy" decision process when contemplating how to support and staff new development, testing, services support and delivery activities. The Company business offerings are aligned as a BestShoring® solutions strategy. Simply defined, BestShoring® is NetSol Technologies' ability to draw upon its global resource base and construct the best possible solution and price for each and every customer. Unlike traditional outsourcing offshore vendors, NetSol draws upon an international workforce and delivery capability to ensure a "BestShoring® delivers BestSolution™" approach.

NetSol combines domain expertise, not only with lowest cost blended rates from its design centers and campuses located around the world, but also with the guarantee of localized program and project management while minimizing any implementation risk associated with a single service center. Our BestShoring® approach, which we consider a unique and cost effective global development model, is leading the way, providing value added solutions for Global Business Services™ through a win-win partnership, rather than the traditional outsourced vendor framework. Our focus on "Solutions" serves to ensure the most favorable pricing while delivering in-depth domain experience. NetSol currently has locations in Bangkok, Beijing, Lahore, the London metropolitan area, the San Francisco Bay Area, and Adelaide to best serve its clients and partners worldwide. This provides NetSol customers with the optimum balance of subject matter expertise, in-depth domain experience, and cost effective labor, all merged into a scalable solution. In this way, "BestShoring® delivers BestSolution™".

Information technology services are valuable only if they fulfill the business strategy and project objectives set forth by the customer. NetSol's expert consultants have the technical knowledge and business experience to ensure the optimization of the development process in alignment with basic business principles. The Company offers a broad array of professional services to clients in the global commercial markets and specializes in the application of advanced and complex IT enterprise solutions to achieve its customers' strategic objectives. Its service offerings include IT Consulting & Services; NetSol Defense Division; Business Intelligence, Information Security, Independent

System Review, Outsourcing Services and Software Process Improvement Consulting; maintenance and support of existing systems; and, project management.

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In addition to services, our product offerings are fashioned to provide a Best Product for Best Solution model. Our offerings include our flagship global solution, NetSol Financial Suite (NFS™). NFS™, a robust suite of five software applications, is an end-to-end solution for the lease and finance industry covering the complete leasing and finance cycle starting from quotation origination through end of contract. The five software applications under NFS™ have been designed and developed for a highly flexible setting and are capable of dealing with multinational, multi-company, multi-asset, multi-lingual, multi-distributor and multi-manufacturer environments. Each application is a complete system in itself and can be used independently to address specific sub-domains of the leasing/financing cycle. NFS™ is a result of more than eight years of effort resulting in over 60 modules grouped in five comprehensive applications. These five applications are complete systems in themselves and can be used independently to exhaustively address specific sub-domains of the leasing/financing cycle. When used together, they fully automate the entire leasing / financing cycle.

The NetSol Financial Suite™ also includes LeasePak. LeasePak provides the leasing technology industry with the development of Web-enabled and Web-based tools to deliver superior customer service, reduce operating costs, streamline the lease management lifecycle, and support collaboration with origination channel and asset partners. LeasePak can be configured to run on HP-UX, SUN/Solaris or Linux, as well as for Oracle and Sybase users. In terms of scalability, NetSol Technologies North America offers the basic product as well as a collection of highly specialized add on modules for systems, portfolios and accrual methods for virtually all sizes and complexities of operations. These solutions provide the equipment and vehicle leasing infrastructure at leading Fortune 500 banks and manufacturers, as well as for some of the industry's leading independent lessors.

Our product offerings and services also include: LeaseSoft Portals and Modules through our European operations; LeasePak 6.0b of our NFS™ product suite; enterprise wide information systems, such as or LRMIS, MTMIS, business intelligence and information security services.

To further bolster NetSol's Solutions capabilities, in October 2008, NetSol acquired Ciena Solutions, a preferred SAP and Business Objects systems integration firm. The Ciena Solutions practice will be integrated into the newly formed wholly owned subsidiary, Vroozi, Inc. This acquisition expanded NetSol's domain and subject matter expertise to include integration and consulting services for the SAP ERP platform as well as intellectual property targeted for the B2B supply chain market.

Vroozi develops innovative e-commerce solutions for all business sizes and industry verticals which help companies search, source, negotiate, and order goods and services from suppliers electronically optimizing organization's procurement and supply chain operations. Vroozi's Business to Business search engine, collaborative commerce, and electronic marketplace applications are deployed On Demand and can integrate seamlessly with major ERP vendor systems such as SAP or deployed independently on the Internet.

Vroozi's first product to market is smartOCI™. smartOCI™ is a new search engine technology and buy-side content marketplace which provides corporate buyers and shoppers a simple and intuitive user interface to search multiple supplier catalogs simultaneously within the SAP procurement application. smartOCI™ was officially released to the market in 2011 at the SAP SAPPHERE Conference in Orlando, Florida, targeting approximately 15,000+ SAP customers and has strengthened NetSol's presence in the global SAP Services market.

While the Company follows a global strategy for sales and delivery of its portfolio of solutions and services, it continues to focus operational responsibility along two regions, the Americas and Europe Region and the Asia Pacific Region covering, specifically, the markets of Australia, China, Pakistan, Saudi Arabia and Thailand. The Company continues to maintain services or products and specific sales offices in its current locations and will add offices on an as-needed basis.





## Our Services

### Global Business Services

NetSol has the technical knowledge and business experience to ensure the optimization of the development process in alignment with basic business principles. The Company's global business services offer a broad array of professional services to clients in the global commercial markets and specializes in the application of advanced and complex IT enterprise solutions to achieve its customers' strategic objectives. Global business services include IT Consulting & Services; NetSol Defense Division; Business Intelligence, Independent System Review (ISR); Information Security, Outsourcing Services and Software Process Improvement Consulting; maintenance and support of existing systems; and project management.

As part of the Company's GBS strategy, each subsidiary adheres to the BestShoring® provides BestSolutions™ model. Each subsidiary expounds on that model by providing IT Consulting services unique to their client base. The development of solutions for clients has resulted in the development of vertical offerings catering to various industries and accordingly, diversifying NetSol's offerings.

Business Intelligence (BI) solution providers must have both the capability to service BI customers using its own resources but also service the customers' international affiliates. Typical BI projects run into several years of phased implementation and rely on expensive international resources with a very restricted and limited accessibility. As such, management believes, NetSol's competitors compromise on quality by turning BI projects into IT projects, which is a recipe for failure. Our strategy is simple; we identify the business needs of our potential customer and involve our industry domain experts directly with business managers at the client side. This results in ownership of the project with the business group rather than the IT group which is involved in the overall initiative only from a support and facilitation standpoint.

Independent System Review (ISR) delivers high quality independent review of software systems running, or under deployment, at client sites. NetSol leverages its rich quality assurance experience in customization and implementation, as well as application development in finance and other domains. It employs a range of automated quality assurance tools in providing independent assurance to customers regarding the reliability and performance of their new software systems. The actual testing may be performed both onsite and offsite for the clients.

An ever growing awareness of highly publicized IT Security problems, coupled with greater demands by international business partners, has led the movement of companies world-wide towards compliance with internationally recognized Information Security Systems standards. Information Systems Security or Information Assurance applies to all systems in all departments of an organization whether on a computer disk, paper or in the heads of employees. Information Security services is provided by NetSol's Infosec Unit. This unit provides services to secure all corporate information and its supporting processes, systems and networks. NetSol's Information Security Services is a group of vendor-neutral, dedicated security consultants with real-life field experience. The Infosec group utilizes industry standard security best practices coupled with best-of-breed products to deliver proven and robust Information Security Management Systems (ISMS). INFOSEC services include: managed security services; BS-7799/ISO 27001 Consultancy, Information Security Assessment, Penetration Testing and Vulnerability Assessment; Disaster Recovery Planning; and, Secure Network Design.

Software Process Improvement Consulting provides quality engineering and related consulting services to technology companies. The services include: consultancy, facilitation services and implementation support for CMMI appraisal, all of these activities are broadly developed under the guidelines of SEI based CMMI processes as well as the information security consulting practices.

Additional services and products are provided to meet local needs within the operating regions.



## Our Products

### NetSol Financial Suite™

The Company develops advanced software systems for the lease and finance industries. Like our services, our product offerings are fashioned to provide a Best Product for Best Solution™ model. Our offerings include our flagship global solution, NetSol Financial Suite (“NFS”)™, a robust suite of five software applications, is an end-to-end solution for the lease and finance industry covering the complete leasing and finance cycle starting from quotation origination through end of contract. The Company’s over eight years of effort has resulted in over 60 modules grouped in five comprehensive applications. The five software applications under NFS™ have been designed and developed for a highly flexible setting and are capable of dealing with multinational, multi-company, multi-asset, multi-lingual, multi-distributor and multi-manufacturer environments. Each application is a complete system in itself and can be used independently to address specific sub-domains of the leasing/financing cycle. When used together, they fully automate the entire leasing / financing cycle.

The constituent software applications are:

- **Point of Sale (POS).** POS is a front office processing system for companies in the financial sector. It provides a quotation system which also incorporates a simulation for all kinds of financial products using a built-in loan calculator. POS includes a proposal module which gathers all the required information from the customer in order to create finance or leasing contracts. POS boasts a document management module which manages all the documents required in making the contract, such as bank statements and identity information. POS incorporates a workflow engine that ensures smooth transition of tasks and streamlines the processes. It can work as an independent web-based system for all types of financial institutions including, but not limited to banks and finance companies.
- **Credit Application Processing System (CAP).** CAP provides companies in the financial sector an environment to handle the incoming credit applications from dealers, agents, brokers and the direct sales force. LeaseSoft.CAP automatically gathers information from different interfaces like credit rating agencies, evaluation guides, and contract management systems and scores the applications against defined scorecards. This automated workflow permits the credit team members to make their decisions more quickly and accurately. Implementation of CAP dramatically reduces application-processing time in turn resulting in greater revenue through higher number of applications finalized in a given time. CAP reduces the probability of a wrong decision thus, again, providing a concrete business value through minimizing the bad debt portfolio. CAP is a database independent online system developed in Microsoft's .Net framework. Toyota Leasing Thailand and BMW Financial Services China are the first two clients of CAP. It can be run from any PC with normal specifications, which is a key benefit for clients.
- **Contract Management System (CMS).** CMS provides comprehensive business functionality that enables its users to effectively and smoothly manage and maintain a contract with the most comprehensive details throughout its life cycle. It provides interfaces with company banks and accounting systems. CMS effectively maintains details of all business partners that do business with the company including, but not limited to, customers, dealers, debtors, guarantors, insurance companies and banks. Developed with the input of a number of leasing consultants, this product represents a complete lease and finance product. NetSol’s CMS provides business functionality for all areas that are required to run an effective, efficient and customer oriented lease and finance business.
- **Wholesale Finance System (WFS).** WFS automates and manages the floor plan/bailment activities of dealerships through a finance company. The design of the system is based on the concept of one asset/one loan to facilitate asset tracking and costing. The system covers credit limit, payment of loan, billing and settlement, stock auditing, online dealer and auditor access, and ultimately the pay-off functions. A separate online add-on module, Dealer & Auditor Access System (DAS), allows dealers to view their outstanding limits and current asset-wise

balances through an interface with the finance company. WFS consists of the following four modules: Credit Request Management Module (CRM); Loan Management Module (LMS); Stock Auditing Module (SAS); and Billing & Settlement Module (B&S).

- Fleet Management System (FMS). FMS is designed to efficiently handle all fleet management needs. FMS is easily integrated with CMS and WFS as well as with any third party contract management system to ensure a single comprehensive system. FMS' key features include: a detailed tracking information on every driver and vehicle; customizable reports; periodic reporting on fleet related aspects; internet based access to information; integration with third party software; and, linkage to GPS for real time tracking.

## Implementation Process

The implementation process normally spans three to six months. NetSol derives its income both from selling the license to use the products, as well as from related software services. The related services include requirement study/gap analysis, customization, if required on the basis of gaps development, testing, configuration, installation at the client site, data migration, training, user acceptance testing, supporting initial live operations and, finally, the long term maintenance of the system. Any changes or enhancement done is also charged to the customer. In the requirements study/gaps analysis, the NetSol team goes to the client site to study the client's business and functional requirements and maps them against the existing functionality available in NFS™. With the maturing of our products, free requirement studies tend to yield few, if any gaps. The highly parameterized NFS™ solutions are configured to meet the clients' requirements. This is followed by thorough testing, which takes place at our development facility, although some of these steps may also be carried out at the clients' locations. Based on successful testing, the system is installed at the client's site. When required, this involves migration of data from an older system to the NFS™ database. Successful installation is followed by user and administration training. Both functional and business users are involved. After training, user acceptance testing is conducted, where client's nominated staff, along with NetSol consultants, tests the system against business requirements. Upon acceptance, the system is then considered ready for normal business use. NFS™ provides mission critical software solutions, and the entire business operations of our clients hinge on successful performance of the system. Hence in the early days after going live, NetSol consultants remain at the client site to assist the company in smooth operations. After this phase, the regular maintenance and support services phase for the implemented software begins. In addition to the daily rate paid by the customer for each consultant, the customer also pays for all the transportation related expenses, boarding of the consultants, and a living allowance. NetSol's involvement in all of the above steps is priced to bring value to our customers and increase our profitability from our interactions.

## Pricing and Revenue Streams

The company's NFS™ revenue streams occur through the following three main areas: product licensing, implementation related services, and maintenance and support related services. License fees can vary generally between \$100,000 for SaaS minimal modules to over \$1,000,000 for more robust multiple module implementations. There are various attributes which determine the level of complexity, a few of which are: number of contracts; size of the portfolio; business strategy of the customer; number of business users; and branch network of the customer. The Company recognizes revenue from license contracts without major customization when a non-cancelable, non-contingent license agreement has been signed, delivery of the software has occurred, the fee is fixed or determinable, and collectability is probable. However, revenue from sale of licenses with major customization, modification, and development is recognized on a percent of completion basis. Implementation related services, including gap analysis, configuration, data migration, user acceptance testing (UAT) and training are recognized in accordance with the percentage of completion method. Maintenance and support related services are then provided on a continued basis. Revenue from software services includes fixed price contracts and is recognized in accordance with the percentage of completion method using the output measure of "Unit of Work Completed." The annual maintenance fee, which usually is an agreed upon percentage of overall monetary value of the implementation, then becomes an ongoing revenue stream realized on yearly basis.

## Growth Prospects for NFS™

Growth prospects for NFS™ are linked to the maturing of the product portfolio and its growing customer base across different geographic and product markets. With a next generation product ready for testing at customer sites, NetSol is eyeing key international markets for growth in sales. Its sales strategy now carefully balances expansion into new geographic markets, including North and South Americas, and further consolidation of its already leading position in Asia Pacific.

Growth in North America is expected to come from the huge potential market for replacement of legacy systems. The next generation version of NFS™ is aimed at providing a highly flexible solution based on latest technology and advanced architecture for the North American customers looking to replace their legacy systems.

On the other hand, growth in NetSol's traditionally strong base in Asia Pacific is expected through diversification across market segments, to include new customers in related banking and commercial lending areas. At the same time, the existing customer base will be tapped for increased service and maintenance revenues by offering enhanced features and new solutions to emerging customer needs.

NetSol's growth strategy through joint ventures and partnerships will provide an important thrust to this growth strategy. Already, it is aggressively exploring NFS™ business in the Middle East through its Atheeb NetSol joint venture in the Kingdom of Saudi Arabia. Another joint venture in Brazil is expected to provide access to an exciting new customer base in South America.

Besides the growth in revenues expected through its next generation solution, NetSol expects to continue selling its current version to businesses looking for a mature and globally tested solution. Future growth will therefore involve increased revenues from both the current version and the next generation of NFS™.

NFS™ has already been winning awards and appreciation in regional markets. The most exciting of these is the Asia Pacific ICT Alliance Award that it won in 2007. This prestigious award is testimony to the quality and maturity of NFS™.

#### LeasePak

While the new generation of NFS™ is designed to be a truly global solution ready for customization in any market, the Company has historically provided products tailored to the various markets. In North America, NetSol Technologies North America, Inc. ("NTNA") has and continues to develop the LeasePak Productivity modules as an additional companion set of products to operate in conjunction with the LeasePak base system licensed software. LeasePak handles every aspect of the lease or loan lifecycle, including credit application origination, credit adjudication, pricing, documentation, booking, payments, customer service, collections, midterm adjustments, and end-of-term options and asset disposition.

LeasePak's tracking modules manage critical stages of the lifecycle, allowing users to process work using fully customizable task queues. LeasePak also includes an extensive collection of reports including origination and portfolio management, accounting, and asset financial management reports.

Additionally, NTNA offers LeasePak users a comprehensive toolkit of application interfaces to streamline portfolio management system with best-of-breed, third-party tools and enterprise applications. Designed to work with web services as well as with the client-server architecture, Link IT streamlines application integration and reduces version-maintenance overhead. The integrated document generation for LeasePak, Doc IT, auto-generates the letters and documents required to book and finalize a deal. Using private-label customer templates, Doc IT generates letters and documents, delivers them, and archives them for instant access throughout the life of the contract, asset, and customer relationship.

This complete and integrated toolset enables the LeasePak user to leverage the power of the system to streamline originations, integrate the dealer/vendor network, automate documentation, enhance customer service, manage risk, and control infrastructure overhead.

During 2010, the NTNA Development team released two LeasePak version upgrades, LeasePak 6.2A and LeasePak 6.3A. These two sets of technical and functional enhancements were successfully released for general availability and have gone into daily use by the company's clients. With the release of versions 6.2A and LeasePak 6.3A, LeasePak users have new options for navigation, reporting, asset remarketing, accounting, and integration with complementary applications, both within the organizational infrastructure and via the Internet. The breadth of the functional enhancements contained in these two releases was truly impressive and has won accolades from NTNA customers.

Highlights among these improvements in LeasePak usability include:

- LeasePak LaunchPad – Allows for user-level configurability of the LeasePak opening screen, allowing the system to be tailored to the individual user's role in the organization and scope of tasks. Enables the user to have immediate access to the specific functional areas of LeasePak used the most frequently.
- Customizable Lease/Lessee Summary Screen – This tool is particularly valuable for those whose tasks include customer service and collections, enabling the LeasePak user to have instantaneous access to the salient data for any finance contract or for any institution customer (the "Lessee"), including summary information for all active



payment schedules.

- Password Security Enhancements – enables LeasePak to work with password requirements and acceptance protocols shared by other enterprise applications and fully compliant with contemporary security requirements, including those of regulated financial institutions.
- Increased payment application and accounting flexibility — While LeasePak has long been an industry leader in its flexibility and ability to adapt to an organization’s specific business processes, enhancements delivered in 2010 extended this competitive advantage even further. Users now have a wide range of new options for applying cash payments, adjusting asset costs, accommodating new tax accounting requirements, tracking property insurance, and automating the adjustment or reversal of within the active term of a contract.

- Credit Bureau Interface – Enables LeasePak users to streamline the process of credit adjudication and contract acceptance and pricing. For organizations operating in the highly-competitive sectors of micro-and small-ticket finance, this enhanced functionality results in competitively-critical improvements in decision times.
- File Attachment URL - Enhances the ability of LeasePak to perform document updates and extensions through a web service.
- Improved Collections Tracking Tools – These extend the LeasePak summary screens to give collections and customer service personnel instantaneous access to a wider range of data to view payment histories.
- LeasePak Module Enhancements- With its modular architecture, LeasePak has been designed to enable users to extend its functionality significantly through the use of LeasePak modules. 2010 saw the release and/or improvement of LeasePak modules in key operational areas. Some highlights are:
- LeasePak Asset Focus Module – Gives LeasePak users the option to use either of two fundamentally different accounting practices: unique in the industry, LeasePak is capable of accounting at the contract level or by what is known as asset-based accounting. This flexibility gives LeasePak the ability to accommodate the accounting and customer service requirements of bank leasing teams, captive finance organizations within a manufacturing entity, and independent finance organizations.
- VIN Validation enhancement to LeasePak Vehicle Finance module –Automates the validation of a vehicle VIN number, streamlining the completion and assuring the accuracy of vehicle finance contracts and associated documentation.

#### NFS™ - WFS

NFS™ - WFS enables finance companies and dealers to manage Floor plan Financing. This software has been doing very well in the Asia Pacific region and is the market leader in the Floor plan financing space in The People's Republic of China. In 2009-2010, NetSol successfully launched NFS-WFS software in North America. Its first implementation went live at Nissan Renault Finance Mexico in November 2009. As part of the project, and after being put in production, NetSol also enhanced the software in many areas to address North American requirements. With the first NFS-WFS site up and successfully running, NetSol will be eagerly marketing and selling this new offering in North and South America.

#### NFS™ - DAS

NetSol's Dealer & Auditor Management System. DAS is a web-based solution that can be used in conjunction with WFS or any third-party wholesale finance system. The system addresses the needs of these user categories:

**Dealer Access:** The dealer access category allows dealers to perform a number of tasks including, viewing their Wholesale summary, Invoices, Stock List, Credit Status, Curtailments, Receipts, Settlement status, Asset Transfer Status and New Stock Status.

**Distributor Access:** The distributor access category facilitates distributors to view each dealers, Wholesale stock situation, Outstanding invoices, Credit limit status, Account receivable and Units on a dealer's Floor plan.

**Auditor Access:** The auditor access category facilitates auditors to: schedule, conduct and view audits, audit results can be entered in the system and accessed for viewing, cross- checking and editing purposes.

LeaseSoft

In addition to offering all NetSol products, NetSol Technologies Europe, Ltd. (“NTE”) products include: LeaseSoft Portal- introduced to support online access to proposals and for the foundation of web-based origination systems; LeaseSoft Document Manager- introduced to facilitate the automation production and distribution of proposal documentation, including indexation and branding of all outbound and inbound documents; LeaseSoft Auto-Decision Engine- developed to provide automation of credit checking and underwriting for standards based financial products; LeaseSoft EDI Manager- introduced to facilitate process automation between business introducers and funders; and, Evolve- launched to provide an entry level software package for own book brokerages and small to medium size funders.

An NTE existing client, a major European bank, has commissioned the development of a Business Partner portal to support their high-volume vendor finance business. This project incorporates an auto-decisioning module, which takes in credit data from a Europe-wide credit agency. In anticipation of increased business volumes, the bank has purchased additional volume capacity from NTE to ensure full take-up of the new business flow.

In an area of the UK finance new to NTE, a customized LeaseSoft solution was delivered to a major UK short-term consumer lending business. The solution supports a wide range of consumer loan products with a focus on the sub-prime sector. This implementation has provided further proof of the powerful, high volume transactional processing engine that is the core of the LeaseSoft application. Being focused on sub-prime, the application is highly effective in the areas of customer service and delinquency management.

LeaseSoft remains core to the NTE business. Going into 2011/12, the division has made a number of significant enhancements, which will further cement LeaseSoft as a premier application for existing customers and new prospects alike. In anticipation of improving market conditions, NTE has invested in research and development of a Business Intelligence toolset. This toolset – and the customizable nature of the framework application – means that business intelligence will provide a high value-add opportunity to offer to existing clients as well as help win new ones.

#### Organic Growth, Alliances and Joint Ventures

##### Outsourcing Services-NetSol-Innovation

In November 2004, the Company entered into a joint venture agreement with the Innovation Group (formerly referred to as TiG) NetSol-Innovation (Pvt) Ltd., (“NetSol-Innovation”), a Pakistani company, provides support services enabling the Innovation Group to scale solution delivery operations in key growth markets. NetSol-Innovation operations are centered in NetSol’s IT Village, Lahore, Pakistan. NetSol owns a majority of the venture. The entities share in the profits of the joint venture on the basis of their shareholding. The outsourcing model between the Innovation Group and NetSol involves services pertaining to business analyses, configuration, testing, software quality assurance (SQA), technical communication as well as project management for development software for the Innovation Group. Today, NetSol has developed extensive expertise across the insurance domain and has become a center of excellence.

Initiated with a 10 person outsourcing team in Lahore in February 2005, this arrangement has extended to 110 persons with the additional resources catering to the increased influx of outsourcing of configuration and testing assignments from the Innovation Group. Prominent Innovation Group’s customers being serviced from Lahore include JM Family Enterprises USA, Avis Budget Car Rental Group USA, Norwich Union UK, Hertz UK, Aviva Canada, Erinaceous UK and many others. Backed up by a dedicated 4Mbps fiber optic link and an additional 2Mbps wireless backup link for communication and teleconferencing, this arrangement allows NetSol's human resources to efficiently and effectively respond to additional outsourcing and offshore configuration work.

##### Atheeb NetSol Saudi Company Limited

NetSol has forged a joint venture with the Atheeb Group, a very established and diversified business conglomerate based in Riyadh, Saudi Arabia whereby NetSol owns 50.1% and Atheeb own 49.9% of the joint venture. Atheeb Group was established in 1985 in Kingdom of Saudi Arabia and is operating in several business sectors in the Middle East. The Atheeb NetSol Limited joint venture focuses on market development opportunities around penetrating the software engineering arena in key business sectors such as telecommunications, defense, and finance, among others. Atheeb NetSol Limited will leverage the strength of Atheeb’s local presence in key geographies where Atheeb is operating as well as supporting private, public and governmental customer business activities. NetSol will provide best practices project management and the comprehensive delivery capabilities of its CMMI Level 5 certified Center of Excellence for software engineering, research and development, as well as customer support and training.

##### NetSol-Brasilinvest Group

Netsol Technologies Inc. is establishing a joint venture company in Brazil with Brasilinvest Group one of the iconic corporations to facilitate economic growth in Brazil.

The Brasilinvest Group was founded in 1975 by Brazilian business leader Mario Garnero. It is Brazil's first private development agency. From its inception, Brasilinvest has played the role of a classic "banque d'affaires", a modern-day merchant bank. Along with 80 partners in 16 different countries, the Group has already coordinated, in Brazil and abroad, projects that exceed US\$ 4 billion.

Nowadays, Brasilinvest takes a leading role in structuring, developing, implementing and commercializing projects and business in the sectors of real estate, high technology, environment, agribusiness, energy, health, infrastructure and telecommunication, working in fundraising and investment orientation along with international investors.

The joint venture will target whole of South America with a special emphasis on Brazil to sell and deliver NetSol Financial Suite (NFS) and other IT related Services. The collaboration with Brasilinvest provides the NetSol operations in Brazil with management consisting of not only NetSol product experts but Brasilinvest market experts. We anticipate a modest investment of \$500,000 in year one to establish the NetSol operations in Brazil.

#### Growth through Establishing Partner Networks

NetSol is well aware that market reach is essential to effectively market IT products and services around the globe. For this purpose, the Company is looking forward to establishing a network of partners worldwide. These companies will represent NetSol in their respective countries and will develop business for NetSol. Keeping these strategic objectives in view, NetSol has entered into a mutually non-exclusive agreement with Singapore Computer Systems ("SCS") that allows SCS to market LeaseSoft in the entire Asia Pacific region.

NetSol is a member of the world's largest equipment leasing association, the Equipment Leasing and Finance Association of North America, or ELFA. Boasting more than 1,000 members, the ELFA is a strong presence in the \$500 billion North American market.

In Japan, NetSol has partnered with a leading systems integrator in the Japanese asset finance and leasing industry to grow its business in Japan's lending market. The partnership will facilitate NetSol's product offerings and consulting services to clients operating in Japan, while also enabling Japanese lending companies to expand their business operations to other, high growth Asia Pacific markets. The relationship will enable NetSol and its partner to mutually leverage their respective strengths in the asset finance and leasing space with NetSol's multi-country experience and the partner's rich Japanese market expertise.

The Company remains willing to explore mergers and acquisition opportunities with a focus on strategic acquisitions that provide immediate, strong, bottom line benefits. Management believes that an ideal target will fulfill one or many of these criteria: geographic synergy/providing a foot print in a market; unique and/or complimentary product lines; provide additional, and cost effective development hubs, or complimentary or target customers in a previously untapped market. While there is no guaranty that an acquisition which appears to be sound will ultimately benefit the Company, management continues to analyze the price, value and market of any potential target. The model of targeting well established, profitable product companies, within NetSol's domain, management believes, has proven successful with our recent acquisitions. Management believes this model can be replicated over the next three years.

## Strategic Alliances

With its leadership position in technology and software development in Pakistan, NetSol has been actively involved in a number of partnerships with multiple international entities and corporations. These include joint ventures, systems integration, local services, as well as consulting for large enterprises. Some of NetSol's partners are:

- Oracle Microsoft Gold Partner
- IBM Business Partner
- Sun Microsystems
- HP DSPP Partner
- Daimler Financial Services
- Innovation Group PLC UK
- GE
- Software Engineering Institute
- Kaspersky Lab
- SAP
- Business Objects
- IBM-Internet Security System
- REAL Consulting
- Intel Solutions Blueprint
- Neptune Software, plc;
- Field Solutions
- Group 88 and,
- Lease Dimensions

Daimler Financial Services ("DFS") Asia Pacific has established an "Application Support Center (ASC)" in Singapore to facilitate the regional companies in NFS related matters. This support center is powered by highly qualified technical and business personnel. ASC NFS in conjunction with our Asia Pacific Region are supporting DFS companies in seven different countries in Asia and this list can increase as other DFS companies from other countries may also opt for NFS. In July 2008, the Company entered into a new Frame Agreement with Daimler Financial Services AG ("DFS") for the Asia Pacific and Africa region. This agreement was renewed in October 2010 for an additional 3 year term. The agreement, which serves as a base line agreement for use of the NFS products by DFS companies and affiliated companies, represents an endorsement of the NFS product line and the capabilities of NetSol to worldwide DFS entities. This continued endorsement has had a tremendous impact on our perspective customers, it has helped our sales and Business Development personnel to market and sell our NFS solution to blue chip customers around the world. This relationship has resulted in new agreements with DFS and has served as a marketing source which has resulted in agreements with companies such as Toyota and BMW.

NTE's strategic relationship with Neptune Software plc has provided the Company with the opportunity to further develop its business in Africa. Neptune has a number of Banking clients in Africa whose interest in Leasing and Asset Finance is demonstrably increasing, this being drive by a number of fiscal factors and the desire in the region to mechanise agricultural production in particular.

## Technical Affiliations

The Company currently has technical affiliations such as: a Microsoft Certified GOLD Partner; a member of the Intel Solution blueprint Program; IBM Business Partner and, an Oracle Certified Partner.

## Marketing and Selling

NetSol management continues its optimism that the Company will experience ever increasing opportunities for its product and services offerings in 2012 and beyond. The Company is aggressively growing the marketing and sales organizations in its regions. The objective of the Company's marketing program is to create and sustain preference and loyalty for NetSol as a leading provider of enterprise solutions, e-services consulting, software solutions and business process outsourcing. Marketing is performed at the corporate and business unit levels. The corporate marketing department has overall responsibility for communications, advertising, public relations and the website and, also engineers and oversees central marketing and communications programs for use by each of the business units.



Our dedicated marketing personnel, within the regions, undertake a variety of marketing activities, including sponsoring focused client events to demonstrate our skills and products, sponsoring and participating in targeted conferences and holding private briefings with individual companies. We believe that the industry focus of our sales professionals and our business unit marketing personnel enhances their knowledge and expertise in these industries and will generate additional client engagements.

## The Markets

NetSol provides its services primarily to clients in global commercial industries. In the global commercial area, the Company's service offerings are marketed to clients in a wide array of industries including, automotive, chemical, textiles, Internet marketing, software, medical, banks, higher education and telecommunication associations, and, financial services.

Geographically, NetSol has operations on the West Coast of the United States, Central Asia, Europe, and the Asia Pacific region. NetSol took the initiative as the first US NASDAQ listed company to dual list on the NASDAQ Dubai exchange in Dubai. Although UAE markets suffered the impact of recession, this move was primarily to introduce NetSol to the potential of the most capitalized Middle Eastern countries. By design, NetSol has increased its brand recognition in one of the most vibrant and dynamically growing regions.

NetSol researched and identified Brazil as one of the fastest emerging economies in BRIC nations. The growth rate in excess of 6% annually and a growing middle class offers tremendous new markets for NetSol business offerings in the auto manufacturing, financial services, banks, energy and oil sectors. Most of the major global auto manufacturers, such as VW, Fiat, Nissan, Mercedes-Benz and Toyota hold a majority of the market share. In terms of the energy and oil sectors, Petrobras is the biggest oil giant in Brazil and has one of the world's most ambitious business plans for growth. NetSol intends to focus on these sectors for NFS and customized IT solutions and services. Management believes that the newly formed joint venture with the well reputed and established Brasilinvest Group will provide introduction to these companies to promote NetSol offerings.

The Asian continent including, Australia and New Zealand, from the perspective of marketing, are targeted by the Asia Pacific Region from its Bangkok, Beijing and Lahore facilities. The marketing for our products and services in the Americas and Europe is carried out from our San Francisco Bay Area and London Metropolitan area offices.

## People and Culture

The Company believes it has developed a strong corporate culture that is critical to its success. Its key values are delivering world-class quality software, client-focused timely delivery, leadership, long-term relationships, creativity, openness and transparency and professional growth. The services provided by NetSol require proficiency in many fields, such as software engineering, project management, business analysis, technical writing, sales and marketing, communication and presentation skills.

To encourage all employees to build on our core values, we reward teamwork and promote individuals who demonstrate these values. NetSol offers all of its employees the opportunity to participate in its stock option program. Also, the Company has an intensive orientation program for new employees to introduce our core values and a number of internal communications and training initiatives defining and promoting these core values. We believe that our growth and success are attributable in large part to the high caliber of our employees and our commitment to maintain the values on which our success has been based. NetSol worldwide is an equal opportunity employer.

NetSol believes it should give back to the community and employees as much as possible. Certain of our subsidiaries are located in regions where basic services are not readily available. Where possible, NetSol acts to not only improve the quality of life of its employees but the standard of living in these regions. An example of such programs are:

- Humanitarian Relief: We are all aware of the devastation that can be wrought by natural disasters. NetSol has historically supported earthquake and flood relief where the need is the greatest. As recently as last year, the company established a fund raising effort on a worldwide basis to encourage outside and employee contributions to relief efforts.
- Literacy Program-- launched to educate low paid illiterate employees of the organization. The main objective of this program is to enable these resources to acquire basic reading, writing and arithmetic skills. The first phase of the plan was completed with astounding accomplishments; the people who could not even write a single word are now able to write complete letters within a span of 6 months. This initiative has been extremely successful and NetSol intends to further support this program.

- Noble Cause Fund--A noble cause fund has been established to meet medical and education expenses of the children of the low paid employees. NetSol employees voluntarily contribute a fixed amount every month to the fund and the Company matches the employee subscriptions with an equivalent amount contribution. A portion of this fund is utilized to support social needs of certain institutions and individuals, outside NetSol.
- Day Care Facility--NetSol's human resources are its key assets and thus the company takes numerous steps to ensure the provision of basic comforts to its employees. In Pakistan, the provision of outside pre-school child care is a rarity. Recently, a Child Day Care facility has been created in close proximity to the work premises equipped with the necessary essential staff and equipment. Married female employees are offered the opportunity to entrust complete care of their young ones to a trained and experienced staff. Child day care allows female employees to pay unhindered focused attention to work requirements while their child remains safe and comfortable. The premises and environment are neat and clean with all basic needs fulfilled to ensure complete care of the children.
- Preventative Health Care Program--In addition to the comprehensive out-patient and in-patient medical benefits, preventive health care has also been introduced. This phased program focuses on vaccination of our employees against Hepatitis – A/B, Tetanus, Typhoid and Flu, etc. This is a regular annual immunization program to keep employees healthy.
- NetSol Corporate University-- NetSol Corporate University (“NCU”) was established for developing human resources at NetSol. A need was felt to further develop and retain the talent at hand through strategic learning interventions to respond to growing competition and challenges.

Overall, NetSol as a global IT company has over 20% female employees with the biggest concentration in our development facility in Lahore and in the U.S. headquarters. The Company is an equal opportunity employer. Being a successful company with a well respected name in the business community, NetSol encourages its employees to actively participate and contribute to charitable contributions for catastrophic tragedies anywhere in the globe.

There is significant competition for employees with the skills required to perform the services we offer. The company runs an elaborate training program for different cadre of employees ranging from technical knowledge, business domains as well as communication, management and leadership skills. The Company believes that it has been successful in its efforts to attract and retain the highest level of talent available, in part because of the emphasis on core values, training and professional growth. We intend to continue to recruit, hire and promote employees who share this vision.

As of June 30, 2011, we had 872 full-time employees and 7 part-time employees; comprised of 691 IT project and technical personnel; and 188 non-IT personnel. The non-IT personnel include 29 employees in management, 47 employees in sales and marketing, 23 employees in accounting, 17 in customer support, and 72 in general and administration. None of our employees are subject to a collective bargaining agreement.

## Competition

Neither a single company, nor a small number of companies, dominates the IT market in the space in which the Company competes. A substantial number of companies offer services that overlap and are competitive with those offered by NetSol. Some of these are large industrial firms, including computer manufacturers and computer consulting firms that have greater financial resources than NetSol and, in some cases, may have greater capacity to perform services similar to those provided by NetSol.

In the NFS™ business space, the barriers to entry are getting higher. The products are getting more cutting edge while richness in functionality is paramount. Older companies have prolonged the life of their legacy products by creating web-based front ends, while the core of the systems has not been re-engineered. In the case of NFS™, we compete

chiefly against leading suppliers of IT solutions to the financial industry, including names such as Fimasys, International Decision Systems (IDS), Data Scan, CHP Consulting, 3i Infotech, Finnone and Nucleus Software.

In the IT based business services areas, we compete with both smaller local firms and many global IT services providers, including names such as Wipro, InfoSys, Satyam Infoway, HCL and TCS (Tata Consulting).

Our competition is based primarily in high cost locations in the US, UK and Europe as opposed to NetSol with its facility in Bangkok and Lahore. NetSol is now the only company in the leasing and finance solution space that provides regional solutions in North America, Europe and Asia Pacific. In addition, it is the only company in this space that is publicly listed and provides an offshore development infrastructure with CMMI level 5 accreditation.

Some of the competitors of the Company are International Decisions Systems, EDW, Data Scan, AIPAC, CHP, KPMG, LMK Resources, Systems Innovation (Si3), Bearing Point, Kalsoft, Systems Limited, Oratech Pakistan, TechAccess Pakistan a few others. These companies are scattered worldwide geographically. In terms of offshore development, we are in competition with some of the Indian companies such as Wipro, HCL, TCS, InfoSys, Satyam Infoway and others. Many of the competitors of NetSol have longer operating history, larger client bases, and longer relationships with clients, greater brand or name recognition and significantly greater financial, technical, and public relations resources than NetSol. Existing or future competitors may develop or offer services that are comparable or superior to ours at a lower price, which could have a material adverse effect on our business, financial condition and results of operations.

#### Customers

Some of the customers of NetSol include: Mercedes Benz Financial Services (Australia, Japan, New Zealand, Singapore, South Korea, Thailand, China, India and Taiwan), Investec Asset Finance; BNP Paribas Lease Group; Aldermore Bank; Singers Healthcare Finance; Scania Finance; Capital One Bank, Yamaha Motors Finance Australia, Toyota Motors Finance China, Toyota Leasing Thailand, Finlease Commercial Bank Mauritius, CNH Capital Australia, Fiat Automotive Finance China, Dongfeng Nissan Auto Finance China, BMW Financial Services China, BMW Japan, Al Amthal Leasing Saudi Arabia, GMAC China, SANY Corporation China, GAC Sofinco, China, Nissan Australia, BYD China, Kiatnakin Bank Thailand and Minsheng Financial Leasing China. Volkswagen Credit U.S. & Canada; Hyundai Motor Finance; Keycorp Leasing; Chase Equipment Finance; National City Commercial Credit; City National Bank; and, Terex Corporation, Nissan Mexico. In addition, NetSol provides offshore development and testing services to The Innovation Group Plc UK and their blue chip global insurance giants like Allstate, Cendant, etc. NetSol-Innovation contributes to about 7.84% of NetSol's revenues. NetSol is also a strategic business partner for Daimler (which consists of a group of many companies in different countries), which accounts for approximately 20.58% of our revenue. Toyota Motors (which consists of a group of many companies in different countries) accounts for approximately 5.40% of our revenues. Nissan Auto Finance (which consists of a group of many companies in different countries) accounts for approximately 4.10% of our revenues. However no single client represents more than 10% of the revenue for the fiscal year ended June 30, 2011.

#### Global Operations and Geographic Data

Effective July 1, 2011, the Company has divided the operations into two regions Asia Pacific and Americas-Europe. The regions consist of individual subsidiaries which, while continuing to operate as autonomous companies, shall now be managed on a regional basis.

#### The Americas and Europe

Our operations throughout the Americas and Europe are headed by Mr. Naeem Ghauri, formerly head of Global Sales and director of the Company. Individual subsidiaries within the region are operated by operation managers.

At NetSol Technologies North America, Inc. ("NTNA") the operations are led by Imran Haider as COO. Mr. Haider has been with NetSol for over 9 years with an internationally proven track record in sales, marketing, and project and client relations management. Mr. Haider is a domain expert in NetSol core business offerings.

Jeffrey Andrews, as Chief Operating Officer, NetSol Technologies Europe, Ltd ("NTE") joined NetSol over 3 years ago. Recently returning from China where he headed up NetSol's sales operations, Mr Andrews has over 20 years of international sales, marketing and operational experience in high value IT solutions and Business Process Consultancy. NTE provides NetSol with access to a broad European customer base using IT solutions complementary to NetSol's LeaseSoft product. NetSol has leveraged NTE's knowledge base and strong presence in the Asset Finance market to launch LeaseSoft in the UK and continental Europe.

Our new e-commerce division, Vroozzi, Inc. is headed by Mr. Shaz Khan and located in our Calabasas, California office. Mr. Khan joined NetSol in 2008 as part of our acquisition of Ciena Solutions, LLC. He has been developing innovative B2C and B2B e-commerce solutions and technology for start-ups to established software companies for over twelve years with a key focus on search engine and collaboration techniques between buyer and seller. Shaz directs the company's strategic direction, business development and marketing and is the visionary behind smartOCI™, a Business to Business (B2B) price comparison shopping engine for goods and services. Shaz brings a wealth of experience in managing large ERP supply chain projects for a number of Fortune 1000 organizations.

Shaz received his B.A. in Computer Science and a B.A. in Economics from the University of California at Berkeley.

#### Asia Pacific Region

Our Asia Pacific Region is headed by Salim Ghauri, Director, former President of NetSol and current Chief Executive Officer of NetSol Technologies Limited (“NetSol PK”) (the Company’s Pakistan subsidiary). NetSol PK is headed by Umar Zafar as Chief Operating Officer (“COO”). The Asia Pacific region including Australia/New Zealand, the Middle East, from the perspective of NFS™ marketing, are targeted by NetSol Technologies from the Asia Pacific region offices in Beijing China, Bangkok, Thailand and Lahore, Pakistan. While Lahore continues to be a mainstay of the Company’s delivery and, research and development; the Company has undertaken an expansion of the delivery and research and development of its Bangkok facility not only to serve its proximally located customers but to act as a back up to the Lahore facility. With the continued growth of the Chinese market, Beijing continues to expand as a sales and support facility. Finally, the Asia Pacific region maintains and will establish offices through the region as is necessary to support its customers and to explore potential markets. These offices currently include Adelaide, Australia and Riyadh, Kingdom of Saudi Arabia.

Our Asia Pacific Region accounted for approximately 68.85% of our revenues in 2011 and our Americas-Europe Region accounted for approximately 31.15% of our revenues in 2011. Information regarding financial data by geographic areas is set forth in Item 7 and Item 8 of this Annual Report on form 10-K. See note 2 of Notes to Consolidated Financial Statements under Item 8.

#### Web Presence

The Company is committed to regaining and extending the advantages of its direct model approach by moving even greater volumes of product sales, service and support to the Internet. The Internet provides greater convenience and efficiency to customers and, in turn, to the Company. The company maintains its corporate website at [www.netsoltech.com](http://www.netsoltech.com). NetSol’s software development and SQA team as well as its clients use its web based customer relationship management solution (HelpDesk) for timely and direct communication, as part of providing ongoing support and maintenance services. More details can be found on <http://www.netsolhelp.com>.

Through the company’s web sites, its customers, both existing and potential, and investors can access a wide range of information about its product offerings, and support and technical matters.

#### Intellectual Property

The Company relies upon a combination of nondisclosure and other contractual arrangements, as well as common law trade secret, copyright and trademark laws to protect its proprietary rights. The Company enters into confidentiality agreements with its employees, generally requires its consultants and clients to enter into these agreements, and limits access to and distribution of its proprietary information. The NetSol logo and name, as well as the NFS logo and product name have been copyrighted and trademark registered in Pakistan. The NetSol logo and BestShoring® name has been registered with the U.S. Patent and Trademark Office. The Company intends to trademark and copyright its intellectual property as necessary and in the appropriate jurisdictions. The Company has filed for registration of the smartOCI™ logo and name with the United States Patent and Trademark Office. In addition, the Company has also filed for a patent on the smartOCI™ technology with the United States Patent and Trademark Office.

#### Governmental Approval and Regulation

Current Company operations do not require specific governmental approvals. Like all companies, including those with multinational subsidiaries, we are subject to the laws of the countries in which the Company maintains subsidiaries and conducts operations. Pakistani law allows a tax exemption on income from exports of IT services

and products up to 2016. While foreign based companies may invest in Pakistan, repatriation of their investment, in the form of dividends or other methods, requires approval of the State Bank of Pakistan. The present Pakistani government has effectively reformed the policies and regulations effecting foreign investors and multinational companies thus, making Pakistan an attractive and friendly country in which to do business.



#### Available Information

Our website is located at [www.netsoltech.com](http://www.netsoltech.com), and our investor relations website is located at <http://www.netsoltech.com/IR/>. The following filings are available through our investor relations website after we file with the SEC: Annual Reports on Form 10-K, Quarterly Reports on Form 10-Q, and our Proxy Statements for our annual meetings of stockholders. These filings are also available for download free of charge on our investor relations website. We also provide a link to the section of the SEC's website at [www.sec.gov](http://www.sec.gov) that has all of our public filings, including Annual Reports on Form 10-K, Quarterly Reports on Form 10-Q, Current Reports on Form 8-K, all amendments to those reports, our Proxy Statements and other ownership related filings. Further, a copy of this Annual Report on Form 10-K is located at the SEC's Public Reference Room at 100 F Street, NE, Washington D.C. 20549. Information on the operation of the Public Reference Room can be obtained by calling the SEC at 1-800-SEC-0330.

We webcast our earnings calls and certain events we participate in or host with members of the investment community on our investor relations website. Additionally, we provide notifications of news or announcements regarding our financial performance, including SEC filings, investor events, press and earnings releases, and blogs as part of our investor relations website. Investors and others can receive notifications of new information posted on our investor relations website by signing up for e-mail alerts. Further corporate governance information, including our committee charters and code of conduct, is also available on our investor relations website at <http://www.netsoltech.com/company/corporate-governance.php>. The content of our websites are not intended to be incorporated by reference into this Annual Report on Form 10-K or in any other report or document we file with the SEC, and any references to our websites are intended to be inactive textual references only.

## ITEM 2 - PROPERTIES

## Company Facilities

The Company's corporate headquarters have been located at 23901 Calabasas Road, Suite 2072, Calabasas, CA 91302 since 2003. It is located in approximately 1,919 rentable square feet, with a monthly rent of \$4,317.75. The lease is a two-year lease expiring in December 2011.

Other leased properties as of the date of this report are as follows:

Location/Approximate	Square Feet	Purpose/Use	Monthly Rental Expense
Alameda, CA	4,298	Computer & General Office	\$ 7,148
Beijing, China	3,012	General Office	\$ 10,082
Horsham, UK (NetSol Europe)	6,570	Computer and General Office	\$ 12,528
NetSol Connect (Karachi Office)	2,310	General Office	\$ 1,118
NetSol PK (Pindi Office)	1,912	General Office & Guest House	\$ 639
Bangkok, Thailand	1,980	Computer and General Office	\$ 4,141

The Beijing lease is a three year lease that expires in January 2014. The monthly rent is approximately \$10,082 (RMB 64,526) per month. The Bangkok lease is a three year lease expiring November 2013 with monthly rent of \$4,141 (THB 127,912). The NetSol Europe facilities, located in Horsham, United Kingdom, are leased until June 23, 2021 for an annual rent of £75,000 (approximately \$123,750). The Alameda lease, where NTNA offices are located, is a three year lease with monthly rent of \$7,148 expiring November 2012. The NetSol Connect Karachi office lease is a one year lease expiring December 2011 and is rented at the rate of \$1,118. The NetSol Pindi office lease is a one year lease that expires in July 2012 and currently is rented at the rate of approximately \$639 per month.

Upon expiration of its leases, the Company does not anticipate any difficulty in obtaining renewals or alternative space.

## Lahore Technology Campus

The Technology Campus was inaugurated in Lahore, Pakistan in May 2004. This facility consists of 50,000 square feet of computer and general office space. This facility is state of the art, purpose-built and fully dedicated for IT and software development; the first of its kind in Pakistan. Title to this facility is held by NetSol Technologies Ltd. and is not subject to any mortgages. The Company also signed a strategic alliance agreement with the IT ministry of Pakistan to convert the technology campus into a technology park. By this agreement, the IT ministry has invested nearly 10 million Rupees (approximately \$150,000) to install fiber optic lines and improve the bandwidth for the facility. In order to cater for future business expansion and taking advantage of depressing real estate market, the company purchased two cottages adjacent to its main building. Total covered area of these cottages is 4,900 sq feet and it cost was approximately \$250,000. The management has moved its accounts, finance, internal audit, company secretariat, costing and budgeting, graphics, technical communication & procurement departments into these cottages.

ITEM 3 - LEGAL PROCEEDINGS

To the best knowledge of Company's management and counsel, there is no material litigation pending or threatened against the Company.

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## PART II

## ITEM 5 - MARKET FOR REGISTRANT'S COMMON EQUITY AND RELATED STOCKHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITY

## (a) MARKET FOR REGISTRANT'S COMMON EQUITY AND RELATED STOCKHOLDER MATTERS

MARKET INFORMATION - Common stock of NetSol Technologies, Inc. is listed and traded on NASDAQ Capital Market under the ticker symbol "NTWK".

The table shows the high and low intra-day prices of the Company's common stock as reported on the composite tape of the NASDAQ for each quarter during the last two fiscal years.

Fiscal Quarter	2010-2011		2009-2010	
	High	Low	High	Low
1st (ended September 30)	1.69	0.71	1.17	.56
2nd (ended December 31)	2.11	1.30	1.23	.75
3rd (ended March 31)	2.39	1.56	1.09	.80
4th (ended June 30)	1.94	1.28	.95	.70

Common stock of NetSol Technologies, Inc. is also listed and traded on the NasdaqDubai Market under the ticker symbol "NTWK" since June 16, 2008.

RECORD HOLDERS - As of September 13, 2011, the number of holders of record of the Company's common stock was 211. As of September 13, 2011, there were 56,076,355 shares of common stock issued and outstanding and no shares of preferred stock issued and outstanding.

DIVIDENDS - The Company has not paid dividends on its Common Stock in the past two fiscal years.

## SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLAN

The table shows information related to our equity compensation plans as of June 30, 2011:

	Number of securities to be issued upon exercise of outstanding options, warrants and rights	Weighted-average exercise price of outstanding options, warrants and rights	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a))
Equity Compensation	7,097,547(1)	\$2.15(2)	5,571,013(3)

Plans approved by Security holders Equity Compensation	None	None	None
Plans not approved by Security holders			
Total	7,097,547	\$2.15	5,571,013

(1) Consists of 7,400 under the 2001 Incentive and Nonstatutory Stock Option Plan; 780,000 under the 2002 Incentive and Nonstatutory Stock Option Plan; 340,000 under the 2003 Incentive and Nonstatutory Stock Option Plan; 2,920,275 under the 2004 Incentive and Nonstatutory Stock Option Plan; and 2,871,642 under the 2005 Incentive and Nonstatutory Stock Option Plan.

(2) The weighted average of the options is \$2.19.

(3) Represents 51,259 available for issuance under the 2003 Incentive and Nonstatutory Stock Option Plan; 61,754 available for issuance under the 2004 Incentive and Nonstatutory Stock Option Plan; 375,000 available for issuance under the 2005 Incentive and Nonstatutory Stock Option Plan, 83,000 available for issuance under the 2008 Incentive and Nonstatutory Stock Option Plan and 5,000,000 available for issuance under the 2011 Incentive and Nonstatutory Stock Option Plan.

(b) RECENT SALES OF UNREGISTERED SECURITIES

In April 2011, the Company's employees exercised options to acquire 537,500 shares of common stock in exchange for a total exercise price of \$559,375. The shares were all part of the Company's Stock Option plans which have been previously registered under Regulation S-8 of the Securities Act of 1933, as amended.

In April 2011, the Company issued 1,097,142 shares rule 144 common stock as part of a Stock Purchase in exchange for \$1.5 million dollars. The Shares were issued in reliance on exemption from registration available under Regulation D of the Securities Act of 1933, as amended.

ITEM 6 – SELECTED FINANCIAL DATA

The Company, as a Smaller Reporting Company, is not required to provide the information required by this section.

## ITEM 7- MANAGEMENT'S DISCUSSION AND ANALYSIS AND PLAN OF OPERATIONS

The following discussion is intended to assist in an understanding of NetSol's financial position and results of operations for the year ended June 30, 2011. It should be read together with our consolidated financial statements and related notes included under Item 8 of this Annual Report on Form 10-K.

A few of NetSol's major successes achieved in 2010-2011 were:

- Executing a successful joint venture agreement with Atheeb Group
- Further expansion in the China market by adding new customers
- Certification of our smartOCI™ by SAP for integration into SAP applications
- Favorable renewal of the frame agreement with Daimler Financial Services AG
- Strategic understanding with SANY Auto Finance Company Limited for enhanced financial solutions and IT services
- Entry into partnerships with CIBER Netherlands and Excelerated Sourcing Limited, UK
- Relocation of NetSol Beijing offices to accommodate expanded operations
- Successfully implemented ISO 20000 at NetSol PK
- Signed memorandum of understanding with Brasilinvest Group to launch a joint venture in Brazil
- Fortune 500 IT Company selected NetSol's smartOCI™ Search Engine as their e-procurement solution •NetSol PK won Teradata National IT Excellence Award
- NetSol PK's Executive Vice President awarded CIO of the year from Teradata
- Successfully reassessed as CMMi Level 5 by SEI of Carnegie Mellon University
- Restructured global operational units by streamlining the regional delivery capabilities and sales organization Consolidated from three global regions to two regions with Region 1 the Americas and Europe and Region 2 Asia Pacific and the Middle East

The success of the Company, in the near term, will depend, in large part, on the Company's ability to: (a) continue to grow revenues and improve profits, (b) raise funds for continued operations and growth; (c) make a major entry in the US market and, (d) continue to streamline sales and marketing efforts in the Asia Pacific region, Europe, China and the Middle East, Japan and Australia. However, management's outlook for the continuing operations, which has been consolidated and has been streamlined, remains optimistic.

### Marketing and Business Development Activities

Management has developed, and the board of directors has ratified, an aggressive 3-5 year growth strategy aimed at increasing competitiveness and financial strength.

This plan is designed to:

- Achieve 15-25% annual revenue growth for next 5 years
- Result in enhanced organic growth
- Foster strategic and synergistic M&A and alliances
- Enhance delivery capabilities in USA and Thailand locations

The plan contemplates the following enhanced activities and initiatives will accomplish these goals:

- o The remarkable success and demand of NFS™ in China has led to long term planning to expand in the Chinese market. The overall steady economic growth in China and historic transformation of the auto sector (China outsold cars against the United States in number of units in 2009) combined with growing consumer spending, warrants

hiring additional local Chinese staff and infrastructure improvement. Management is poised to create a 'proximity development center' or PDC and clients support team to better serve our growing customers base. The Chinese market offers huge opportunities in the auto sectors in comparison with the US market, thus offers a very strong growth opportunities for NFS.

- o NetSol's Beijing office more than doubled its office space on March 1, 2011; new local Chinese staff has been added and additional hiring continues. The process of forming a new wholly owned subsidiary by the Company, as a Wholly Owned Foreign Enterprise under Chinese laws, is in progress and is expected to be completed in the current calendar year. NetSol is positioning China to become a dominant market for lending enterprise solutions for captive multinationals and local Chinese companies, including equipment finance, big ticket leasing markets and the banking industry. In the lease and finance domain NetSol can claim the de facto leadership position in the rapidly growing Chinese market.



- o Thailand has emerged as a new market for banking and auto finance. NetSol has formalized its presence in Bangkok by establishing a wholly owned subsidiary, NetSol Thai. The office space in Bangkok has been enhanced with new hires of local and international staff to address and support a very rapidly growing market. The pipeline of new customers is growing from the markets in Japan, South Korea, Australia, India and other regional markets. These markets will be serviced and supported from the Thailand office with strong sales and client support team. The Bangkok facility is intended to become the prime location for delivery and implementation for global customers and partners particularly in Asia Pacific.
- o To date, few US-based fortune 500 captive auto finance companies have shown serious interest in NFS™. We expect, however, to achieve stronger results through strengthening NetSol's North American operation by augmenting the service levels of the local technical team with effective integration of the NetSol PK center of excellence, resulting in a seamless integration of core project delivery and global support teams. The consolidation period of 2009-2010 is over and we expect this mature and giant industry to add new capital investment. NetSol is experiencing a growing interest in our next generation NFS solution which is poised to go to market by late 2012 to expand our revenue base.
- o The new and fast growing manifestations of Ecommerce, such as Cloud computing, are being utilized by some of our offerings and will be further explored by us for other offerings. Our new IP, AKA, smartOCI™ has been demonstrated and presented to major fortune 500 companies in the US as an on-demand, catalogue content management system. The demand of e-procurement search engine seems robust and attractive. Several new license sales activities are in the pipeline and we are analyzing the possibilities of spinning them out as a stand-alone Ecommerce new vertical for NetSol.
- o Europe recently experienced a severe recession. Despite this, NetSol Europe's operations have been steady. Further, the business outlook is positive and, if this continues, NTE is expected to expand its product line and hire stronger management personnel. Our relationship with existing clientele is very strong and we are cautiously expanding the sales and marketing efforts in the region.
- o The market of the Kingdom of Saudi Arabia is robust, rich and well capitalized, offering vast opportunities for NetSol through our joint venture. Recently, there have been a few new local IT contracts awarded but our vision is based on long term and high value projects in the defense, public, infrastructure and multinational auto captive markets. In order to be equal partners with a major conglomerate, Atheeb Group, a \$2 billion group in revenue, we need to have the serious financial wherewithal and resources to bid on major projects exceeding \$100 million each in value. Currently, the joint venture has 10 employees based in Riyadh with direct delivery and implementation support from NetSol PK. The long term plan is to expand staffing levels and provide financial capability to bid in major projects with Atheeb.
- o Our NFS™ suite of products is currently undergoing a major initiative towards developing the next generation of solutions. The Company believes that this would change the landscape for NetSol and increase both demand and the market. We are in the middle of developing a comprehensive sales and marketing plan requiring new personnel, markets and investment.
- o In order to maximize the market and product potential of our SAP and Ecommerce line, highlighted by our smartOCI™ product, we are spinning this line off into its own operational entity. We believe this will better enhance product and market development by providing a dedicated management and fulfillment staff.

#### Growth – New Alliances, Mergers & Acquisition

o Pursue new opportunities in emerging markets of Latin America - such as Brazil and Argentina - through local partners. These focused and niche markets for leasing and finance verticals represent new opportunities to introduce NFS™ and related service offerings.

o The markets in the US and UK offer a host of complementary companies with impressive client bases to expand the distribution channels for NFS™ and its new generation product line. There are established small sized Companies, with relatively low valuations, which can become part of NetSol on an affordable basis. It is important to seek out these companies in order to grow our customer base, revenue and net margins by leveraging our delivery and implementation model.

#### Funding and Investor Relations:

The fundamental challenge constantly facing the management is to achieve sustainable growth with a healthy balance sheet, without too much dilution. In light of global opportunities for organic growth and through alliances and M&A, there are certain opportunity costs for an inability to tap into these markets and areas. Therefore, management has the responsibility to broaden its horizon by prudently exploring all available vehicles to adequately capitalize the Company. Smart new capital may be needed to make NetSol a much healthier company with an impressive balance sheet and sufficient size to participate in and win major projects in key markets. To summarize, the following areas would need injections of new capital either from internal operations or external injections, dependent, in part, on market conditions.

- Expansion in China, Thailand and other emerging markets, including Latin America.
- Expanding the North American operation to roll out NetSol new generation solutions and enter Cloud Computing Solutions.
  - Diversify in Ecommerce space such as smartOCI™ search engine.
- Support of bigger IT related public and defense sectors projects in the Kingdom of Saudi Arabia with our joint venture partner.
  - Capital Expenditures for our next generation products, technology and infrastructure.
- Improve credit ratings for our new big customers and win the confidence of new and existing investors.
  - Hiring and training of programmers, engineers, sales and marketing.

Capital may be injected through: continued exercises of options by the officers in cash; new debt and stock offerings with “friends and family” investors who typically hold for long term investment and can be raised without the necessity of placement agent fees; and, such other capital raising methods that are both reasonable in terms and beneficial to the Company.

#### Investor Relations efforts will include:

- Working to grow our institutional investor base.
  - Sharing the NetSol story with sell side analysts, funds, portfolio managers and the financial media.
- Aggressively positioning NetSol in front of major investors’ conferences and road shows to be organized by RedChip and other major institutions.
  - Utilizing US mainstream media to highlight NetSol’s image and ‘niche’ business offering.
- Founding management’s anticipated continued investment in the Company displaying management’s belief in NetSol’s potential to new investors.
  - Dedicating and focusing efforts to improve shareholder value.

#### Improving the Bottom Line:

Management believes that these measures will improve the bottom line on an ongoing basis:

- Improve pricing, sales volume and fee structures.
  - Continue consolidation and reevaluating operating margins as ongoing activities.
- Streamline further cost of goods sold to improve gross margins to historical levels over 70%, as sales ramp up.

- Generate higher revenues per employee, enhance productivity and lower cost per employee.
- Optimize the utilization of NetSol PK resources, infrastructure, processes and disciplines to maximize the bottom-line and fully leverage the cost arbitrage.
- Grow process automation and leverage the best practices of CMMI level 5. Global delivery concept and integration will further improve both gross and net margins.
  - Cost efficient management of every operation and continue further consolidation to improve bottom line.
    - Implement SAAS model in mature markets to improve visibility and cash flow.
  - Retire Debt to reduce the interest cost significantly and to make every effort to avoid any one time charges.

Management continues to be focused on building its delivery capability and has achieved key milestones in that respect. Key projects are being delivered on time and on budget, quality initiatives are succeeding, especially in maturing internal processes. CMMI level companies are reassessed every three years by independent consultants

under the standards of the Carnegie Mellon University to maintain its CMMI Level 5 quality certification. As required, NetSol was reassessed in 2010 and was successfully recertified as CMMI Level 5. We believe that the CMMI standards are a key reason in NetSol's demand surge worldwide. We remain convinced that this trend will continue for all NetSol offerings promoting further beneficial alliances and increasing the number and quality of our global customers. The quest for quality standards is imperative to NetSol's overall sustainability and success. In 2008, NetSol became ISO 27001 certified, a global standard and a set of best practices for Information Security Management.

#### MATERIAL TRENDS AFFECTING NETSOL

Management has identified the following material trends affecting NetSol.

Positive trends:

- The global recession and consolidations have opened doors for low cost solution providers such as NetSol. The BestShoring® model of NetSol is a catalyst in today's environment.
- Global economic pressures and the recession have shifted users of IT processes and technology to utilize both offshore and onshore solutions providers, to control costs and improve ROIs.
- Serious interest in NetSol's next generation solution has been expressed by a few global companies. Demonstrations and workshops with key global clients and partners of have been very well received. Hence, the new generation solution appears to be gaining momentum.
- GMAC – China, the implementation of first R2 for Wholesale Finance (WFS) is on track setting a strong foundation for growth. Two other key modules (CMS / CAP) are in the development stage and are expected to be marketed in fiscal 2012.
- China has become the world's second largest economy, continuing to grow by over 9% a year while growth in other industrial nations has declined or grown only marginally.
- China's automobile and banking sectors have been unaffected by the global meltdown and their recent automobile sales statistics have outperformed all other economies.
- As reported by the Associated Press, China surpassed the US as the number one automobile market in auto sales. JD Powers & Associates anticipated further strong growth in future auto sales. It is anticipated that this market opportunity will result in further penetration by NetSol into China's burgeoning leasing and finance market.
- E-Commerce, new technologies, innovations and online activities are gaining momentum in many verticals. New areas for diversification are opening for NetSol.
- The surviving IT companies, such as NetSol, with price advantage and a global presence, will gain further momentum as economic indicators turn positive. The bigger customers and targeted verticals are much more cost conscious and are seeking a better rate of return on investments in IT services. NetSol has an edge due to its BestShoring® model and proven track record of delivery and implementations worldwide.
- The Kingdom of Saudi Arabia is investing billions in healthcare, education, IT, infrastructure and many other new sectors. This makes it a most promising market for the Atheeb NetSol joint venture.
  - Noticeable new interest emanating from the Latin America markets for NFS™.

- NetSol has never lost a product customer despite the recent severe recession. The dependency of our blue chip clients on NetSol solutions has further elevated new enhancements and services orders in the US.
- Improved outlook and earnings of bellwether technology companies in USA, reflecting the turnaround of this sector after recession.

- Global opportunities for NetSol to diversify its delivery capabilities to Bangkok, Thailand and such other new emerging economies that offer geopolitical stability and low cost IT resources, thereby reducing dependency upon the Lahore technology campus.
- Our global multi-national clients have continued to pursue deeper relationships in newer regions and countries. This reflects our customers' dependencies and satisfaction with our NetSol Financial Suite of products.
- The levy of Indian IT sector excise tax of 35% (NASSCOM) on software exports is very positive for NetSol. In Pakistan there is a 15 year tax holiday on IT exports of services. There are 5 more years remaining on this tax incentive.

Negative trends:

- Geopolitical unrest due to extremism in the regions of Pakistan and Afghanistan.
  - Significant strains in US-Pakistan relations.
- Recent turbulent political developments in the Arab world might delay activities and plans.
- Natural disasters in Japan and floods disaster in Pakistan have damaged their economies.
- The emergence of many smaller players offering IT solutions in China has resulted in greater price competition.
- The fear of renewed recession in light of U.S debt down-grade and the continued sluggish European market, could lead to our business in North America and Europe suffering.
- Dramatic and deep global recession has created a serious decline in business spending causing significant budget cuts for many of the Company's target verticals.
  - Tighter internal processes and budgets will cause delays in the receivables from a few clients.
- Tightened liquidity and credit restrictions in consumer spending has either delayed or reduced spending on business solutions and systems, squeezing IT budgets and extending decision making cycles.
- Anticipated worsening US deficit and a rise in inflation in coming years would put further stress on consumers and business spending.
  - Higher oil prices in the US could deter the growth of GDP.
- Unrest and growing war in Afghanistan could increase the migration of both refugees and extremists to Pakistan, thus creating domestic and regional challenges.
- Management believes that the Pakistan rupee is overvalued and that once adjustments are made there might be both positive and negative impacts on the financial statements of the Company. Positive impact could be in terms of the price of our services while translating Pakistan revenues at a higher exchange rate in the consolidated revenue statement might result in negative impact on the financial statements in future.

CRITICAL ACCOUNTING POLICIES

Our financial statements and accompanying notes are prepared in accordance with accounting principles generally accepted in the United States (“U.S. GAAP”). Preparing financial statements requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities, revenue, and expenses. These estimates and assumptions are affected by management’s application of accounting policies. Critical accounting policies for us include revenue recognition and multiple element arrangements, intangible assets, software development costs, and goodwill.



## REVENUE RECOGNITION

The Company recognizes revenue from license contracts without major customization when a non-cancelable, non-contingent license agreement has been signed, delivery of the software has occurred, the fee is fixed or determinable, and collectability is probable. Revenue from the sale of licenses with major customization, modification, and development is recognized on a percentage of completion method. Revenue from the implementation of software is recognized on a percentage of completion method.

Revenue from consulting services is recognized as the services are performed for time-and-materials contracts. Revenue from training and development services is recognized as the services are performed. Revenue from maintenance agreements is recognized ratably over the term of the maintenance agreement, which in most instances is one year.

## MULTIPLE ELEMENT ARRANGEMENTS

We may enter into multiple element revenue arrangements in which a customer may purchase a number of different combinations of software licenses, consulting services, maintenance and support, as well as training and development (multiple-element arrangements).

VSOE of fair value for each element is based on the price for which the element is sold separately. We determine the VSOE of fair value of each element based on historical evidence of our stand-alone sales of these elements to third-parties or from the stated renewal rate for the elements contained in the initial software license arrangement. When VSOE of fair value does not exist for any undelivered element, revenue is deferred until the earlier of the point at which such VSOE of fair value exists or until all elements of the arrangement have been delivered. The only exception to this guidance is when the only undelivered element is maintenance and support or other services, then the entire arrangement fee is recognized ratably over the performance period.

## INTANGIBLE ASSETS

Intangible assets consist of product licenses, renewals, enhancements, copyrights, trademarks, trade names, and customer lists. Intangible assets with finite lives are amortized over the estimated useful life and are evaluated for impairment at least on an annual basis and whenever events or changes in circumstances indicate that the carrying value may not be recoverable. We assess recoverability by determining whether the carrying value of such assets will be recovered through the undiscounted expected future cash flows. If the future undiscounted cash flows are less than the carrying amount of these assets, we recognize an impairment loss based on the excess of the carrying amount over the fair value of the assets.

## SOFTWARE DEVELOPMENT COSTS

Costs incurred to internally develop computer software products or to enhance an existing product are recorded as research and development costs and expensed when incurred until technological feasibility for the respective product is established. Thereafter, all software development costs are capitalized and reported at the lower of unamortized cost or net realizable value. Capitalization ceases when the product or enhancement is available for general release to customers.

The Company makes on-going evaluations of the recoverability of its capitalized software projects by comparing the amount capitalized for each product to the estimated net realizable value of the product. If such evaluations indicate that the unamortized software development costs exceed the net realizable value, the Company writes off the amount which the unamortized software development costs exceed net realizable value. Capitalized and purchased computer software development costs are being amortized ratably based on the projected revenue associated with the related

software or on a straight-line basis, whichever method results in a higher level of amortization.

## GOODWILL

Goodwill represents the excess of the aggregate purchase price over the fair value of the net assets acquired in a purchase businesses combination. Goodwill is reviewed for impairment on an annual basis, or more frequently if events or changes in circumstances indicate that the carrying amount of goodwill may be impaired. The goodwill impairment test is a two-step test. Under the first step, the fair value of the reporting unit is compared with its carrying value (including goodwill). If the fair value of the reporting unit is less than its carrying value, an indication of goodwill impairment exists for the reporting unit and the enterprise must perform step two of the impairment test (measurement). Under step two, an impairment loss is recognized for any excess of the carrying amount of the

reporting unit's goodwill over the implied fair value of that goodwill. The implied fair value of goodwill is determined by allocating the fair value of the reporting unit in a manner similar to a purchase price allocation. The residual fair value after this allocation is the implied fair value of the reporting unit goodwill. Fair value of the reporting unit is determined using a discounted cash flow analysis. If the fair value of the reporting unit exceeds its carrying value, step two does not need to be performed.

The company does impairment testing of the goodwill on an annual basis at the balance sheet date i.e., June 30th. In addition to our annual internal impairment testing, the Company retains the services of an independent valuation specialist to validate our findings.

The source of the Company's goodwill relates to the acquisition of three companies namely NetSol PK Tech, CQ Systems, UK and McCue Systems, USA. NetSol PK Tech operates in the Asia Pacific region; CQ Systems (currently NetSol Technologies Europe Limited) operates in Europe; and McCue Systems (currently NetSol Technologies North America, Inc.) operates in the North American region. All these geographies are considered as different reporting units (segments). Goodwill arising from the acquisition of these companies has been allocated to their respective geographical segments to which they relate. While identifying reporting units/ segments, the Company takes into consideration the reports reviewed by the CEO (chief operating decision maker). As our financial reports are analyzed on this regional basis, we have defined this as segment reporting for purposes of goodwill impairment testing. Reporting unit detail of goodwill as of June 30, 2011 and 2010 is given below:

Reporting Units	2010	2009
Asia Pacific	\$1,303,372	\$1,303,372
Europe	3,471,813	3,471,813
North America	4,664,100	4,664,100
Total	\$9,439,285	\$9,439,285

There was no impairment of goodwill for the years ended June 30, 2011 and 2010. A number of factors are taken into consideration while calculating the fair value of the reporting units. These factors include the projected after tax earnings of the reporting unit, industry price earnings ratio and a reasonable discount rate to arrive at the actual fair value of the reporting unit.

As the fair value of all reporting units substantially exceeded the carrying values, no impairment was identified in the consolidated financial statements. The following table sets forth the percentage by which the fair value exceeds the carrying value for all reporting units as on June 30, 2011:

Reporting Units	Percentage by which fair value exceeds carrying value
	108.42%

A s i a Pacific	
Europe	29.61%
N o r t h America	99.66%

#### CASH RESOURCES

We were successful in maintaining our cash position by the end of our fiscal year, June 30, 2011 with \$4.17 million in cash worldwide. In addition, \$5,714,300 was injected by the exercise of options and sale of equity during 2011.

## RESULTS OF OPERATIONS

## THE YEAR ENDED JUNE 30, 2011 COMPARED TO THE YEAR ENDED JUNE 30, 2010

Net revenues for the year ended June 30, 2011 were \$36,547,575 as compared to \$36,779,897 for the year ended June 30, 2010. Net revenues are broken out among the subsidiaries as follows:

	2011		2010	
	Revenue	%	Revenue	%
Corporate headquarters	\$-	0.00 %	\$-	0.00 %
North America:				
Netsol Tech NA	4,223,863	11.56 %	5,627,277	15.30 %
	4,223,863	11.56 %	5,627,277	15.30 %
Europe:				
Netsol UK	-	0.00 %	-	0.00 %
Netsol Tech Europe	7,158,145	19.59 %	5,105,434	13.88 %
	7,158,145	19.59 %	5,105,434	13.88 %
Asia-Pacific:				
Netsol Tech (PK)	19,432,468	53.17 %	21,397,724	58.18 %
Netsol-Innovation	2,864,942	7.84 %	2,210,357	6.01 %
Netsol Connect	612,789	1.68 %	542,521	1.48 %
Netsol-Abraxas Australia	44,540	0.12 %	96,583	0.26 %
Netsol-Thailand	2,210,827	6.05 %	1,800,000	4.89 %
	25,165,566	68.86 %	26,047,185	70.82 %
Total	\$36,547,575	100.00 %	\$36,779,897	100.00 %

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The following table sets forth the items in our consolidated statement of operations for the years ended June 30, 2011 and 2010 as a percentage of revenues.

	For the Year Ended June 30,					
	2011		2010			
		%	%		%	%
Net Revenues:						
License fees	\$11,284,472	30.88	%	\$14,157,107	38.49	%
Maintenance fees	7,488,387	20.49	%	7,047,936	19.16	%
Services	17,774,715	48.63	%	15,574,853	42.35	%
Total revenues	36,547,575	100.00	%	36,779,897	100.00	%
Cost of revenues:						
Salaries and consultants	8,716,495	23.85	%	8,164,147	22.20	%
Travel	1,044,767	2.86	%	843,626	2.29	%
Repairs and maintenance	307,115	0.84	%	256,997	0.70	%
Insurance	126,584	0.35	%	140,496	0.38	%
Depreciation and amortization	3,108,286	8.50	%	2,298,092	6.25	%
Other	1,500,880	4.11	%	2,163,689	5.88	%
Total cost of revenues	14,804,127	40.51	%	13,867,048	37.70	%
Gross profit	21,743,448	59.49	%	22,912,849	62.30	%
Operating expenses:						
Selling and marketing	3,016,402	8.25	%	2,222,841	6.04	%
Depreciation and amortization	1,180,226	3.23	%	1,609,854	4.38	%
Bad debt expense	367,064	1.00	%	442,804	1.20	%
Salaries and wages	3,347,896	9.16	%	3,026,275	8.23	%
Professional services, including non-cash compensation	806,212	2.21	%	900,125	2.45	%
Lease abandonment charges	(858,969 )	-2.35	%	867,583	2.36	%
General and administrative	3,719,797	10.18	%	4,115,658	11.19	%
Total operating expenses	11,578,627	31.68	%	13,185,141	35.85	%
Income from operations	10,164,821	27.81	%	9,727,709	26.45	%
Other income and (expenses)						
Loss on sale of assets	(21,461 )	-0.06	%	(224,741 )	-0.61	%
Interest expense	(863,707 )	-2.36	%	(1,478,474 )	-4.02	%
Interest income	154,856	0.42	%	261,296	0.71	%
Gain (loss) on foreign currency exchange transactions	1,115,647	3.05	%	(66,919 )	-0.18	%
Share of net loss from equity investment	(220,506 )	-0.60	%	(67,494 )	-0.18	%
Beneficial conversion feature	(453,989 )	-1.24	%	(1,867,787 )	-5.08	%
Other income (expense)	(52,149 )	-0.14	%	56,571	0.15	%
Total other income (expenses)	(341,309 )	-0.93	%	(3,387,548 )	-9.21	%
Net income before income taxes	9,823,512	26.88	%	6,340,160	17.24	%
Income taxes	(120,542 )	-0.33	%	(53,943 )	-0.15	%
Net income after tax	9,702,970	26.55	%	6,286,217	17.09	%
Non-controlling interest	(3,974,882 )	-10.88	%	(4,892,097 )	-13.30	%
Net income attributable to NetSol	5,728,087	15.67	%	1,394,120	3.79	%

The Company has maintained its estimated revenue projections despite severe global economic challenges. Total consolidated net revenue for fiscal year 2011, slightly decreased 0.63% from \$36,779,897 in fiscal year 2010 to \$36,547,575 in fiscal year 2011. This decrease included a 6.25% growth in maintenance fee revenue, from \$7,047,936 to \$7,488,387 and a 14.12% growth in service revenue from \$15,574,853 to \$17,774,715, including consulting and implementation services. The decrease in consolidated net revenue is attributed to approximately a 20.29% decline in

license revenue from \$14,157,107 in 2010 to \$11,284,472 in 2011. This decrease is mainly attributable to delay in signing new contracts by some prospective customers owing to worldwide recession and deteriorating geo-political condition of the sub-continent. However, none of the deals in pipe have been lost by the Company and the management anticipates getting the deals signed in the coming quarters.

The Company is well-positioned for revenue growth and has invested heavily in the development of its next generation product, which is expected to be completed during the calendar year 2012. Globally, our target customers are still using old systems for maintaining their lease and finance portfolios and are now planning to replace their legacy systems. NetSol, being a trusted name in this field, is in a good position to tap new business from these companies. The completion of this next generation software will provide the Company the capability to enter into a much larger market. We note that this product-conversion may negatively impact our license fee revenue until which point the new product gains traction in the marketplace.

The gross profit was \$21,743,448 for year ended June 30, 2011, as compared with \$22,912,849 for the same period of the previous year. This is a 5.10% decrease. The gross profit percentage was 59.49% for the current fiscal year and 62.30% in the prior year. The cost of sales was \$14,804,127 in the current year compared to \$13,867,048 in the prior year. The increase in cost of sales is mainly due to increase in salaries of the staff, increase in depreciation and amortization expense and some inflationary factors affecting global economy.

Operating expenses were \$11,578,627 for the year ended June 30, 2011, as compared to, \$13,185,141 for the year ended June 30, 2010, a decrease of 12.18% from the prior year. The decrease is mainly attributable to reversal of lease abandonment charges upon final settlement with the lessor. Depreciation and amortization expense amounted to \$1,180,226 and \$1,609,854 for the year ended June 30, 2011 and 2010, respectively. Combined salaries and wage costs were \$3,347,896 and \$3,026,275 for the comparable periods, respectively, or an increase of \$321,621 from the corresponding period last year. General and administrative expenses were \$3,719,797 and \$4,115,658 for the years ended June 30, 2011 and 2010, respectively, a decrease of \$395,862 or 9.62%. As a percentage of sales, these expenses were 10.18% in the current year compared to 11.19% in the prior year. The decrease in costs is due to the cost rationalization measures taken by the company.

Selling and marketing expenses increased to \$3,016,402 for the year ended June 30, 2011 as compared to \$2,222,841 for the year ended June 30, 2010. As a percentage of sales, these expenses were 8.25% in the current year compared to 6.04% in the prior year. The Company provided for certain doubtful debts of \$367,064 and \$442,804, during the years ended June 30, 2011 and 2010, respectively.

Income from operations in fiscal year 2011 was \$10,164,821 as compared to \$9,727,709 in fiscal year 2010. As a percentage of sales, net income from operations was 27.81% in the current year as compared to 26.45% in the prior period.

Net income in fiscal year 2011 was \$5,728,087 as compared to \$1,394,120 in fiscal year 2010. The current fiscal year amount includes a net reduction for the minority interest in earnings of \$3,974,882 compared to a reduction of \$4,892,097 in the prior year for the 49.9% minority interest in NetSol Innovation, and the 39.48% minority interest in NetSol PK. The net earnings per share, basic and diluted, were \$0.12 in 2011 as compared to \$0.04 in 2010.

The net EBITDA income was \$10,845,991 as compared to \$6,573,187 after amortization and depreciation charges of \$4,288,512 and \$3,907,946, income taxes of \$120,542 and \$53,943, interest expense of \$863,707 and \$1,478,474 and interest income of \$154,856 and \$261,296 respectively. The EBITDA income per share, basic & diluted was \$0.22 as compared to \$.19 and \$0.17 in the year ago period. Although the net EBITDA income is a non-GAAP measure of income, we are providing it because we believe it to be an important supplemental measure of our performance that is commonly used by securities analysts, investors, and other interested parties in the evaluation of companies in our industry. It should not be considered as an alternative to net income, operating income or any other financial measures calculated and presented, nor as an alternative to cash flow from operating activities as a measure of our liquidity. It may not be indicative of the Company's historical operating results nor is it intended to be predictive of potential future results.





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Quarterly Results of Operations for the quarter ended June 30, 2011 and June 30, 2010

Net revenues for the quarter ended June 30, 2011 and 2010 are broken out among the subsidiaries as follows:

	2011			2010		
	Revenue	%		Revenue	%	
Corporate headquarters	\$-	0.00	%	\$-	0.00	%
North America:						
Netsol Tech NA	1,045,137	15.16	%	1,270,200	11.87	%
	1,045,137	15.16	%	1,270,200	11.87	%
Europe:						
Netsol UK	-	0.00	%	-	0.00	%
Netsol Tech Europe	874,025	12.68	%	799,402	7.47	%
	874,025	12.68	%	799,402	7.47	%
Asia-Pacific:						
Netsol Tech (PK)	3,700,178	53.69	%	7,172,319	67.00	%
Netsol-Innovation	757,304	10.99	%	511,288	4.78	%
Netsol Connect	142,385	2.07	%	126,106	1.18	%
Netsol-Abraxas Australia	19,978	0.29	%	20,745	0.19	%
Netsol-Thailand	352,800	5.12	%	805,000	7.52	%
	4,972,645	72.15	%	8,635,458	80.67	%
Total	\$6,891,807	100.00	%	\$10,705,060	100.00	%

The following table presents our unaudited quarterly results of operations for the quarters ended June 30, 2011 and 2010. You should read the following table together with the consolidated financial statements and related notes contained elsewhere in this report. We have prepared the unaudited information on the same basis as our audited consolidated financial statements. This table includes normal recurring adjustments that we consider necessary for the fair presentation of our financial position and operating results for the quarters presented. Operating results for any quarter are not necessarily indicative of results for any future quarters or for a full year.

	For the Three Months Ended June 30,					
	2011	%		2010	%	
Net Revenues:		%			%	
License fees	\$ 1,025,446	14.88	%	\$ 4,641,770	43.36	%
Maintenance fees	1,898,641	27.55	%	1,720,084	16.07	%
Services	3,967,720	57.57	%	4,343,206	40.57	%
Total revenues	6,891,807	100.00	%	10,705,060	100.00	%
Cost of revenues:						
Salaries and consultants	2,153,809	31.25	%	1,990,180	18.59	%
Travel	336,685	4.89	%	232,283	2.17	%
Repairs and maintenance	99,530	1.44	%	76,911	0.72	%
Insurance	31,581	0.46	%	27,553	0.26	%
Depreciation and amortization	958,011	13.90	%	647,415	6.05	%
Other	496,190	7.20	%	279,263	2.61	%
Total cost of revenues	4,075,807	59.14	%	3,253,605	30.39	%
Gross profit	2,816,000	40.86	%	7,451,454	69.61	%
Operating expenses:						
Selling and marketing	968,677	14.06	%	550,307	5.14	%
Depreciation and amortization	332,058	4.82	%	267,907	2.50	%
Bad debt expense	112,068	1.63	%	233,200	2.18	%
Salaries and wages	734,269	10.65	%	811,515	7.58	%
Professional services, including non-cash compensation	350,841	5.09	%	350,647	3.28	%
General and administrative	882,578	12.81	%	849,398	7.93	%
Total operating expenses	3,380,490	49.05	%	3,062,974	28.61	%
Income (loss) from operations	(564,490 )	-8.19	%	4,388,481	40.99	%
Other income and (expenses)						
(Loss) on sale of assets	(8,159 )	-0.12	%	(10,221 )	-0.10	%
Interest expense	(107,927 )	-1.57	%	(314,981 )	-2.94	%
Interest income	11,587	0.17	%	27,096	0.25	%
Gain (loss) on foreign currency exchange transactions	217,880	3.16	%	(257,414 )	-2.40	%
Share of net loss from equity investment	-	0.00	%	(43,510 )	-0.41	%
Beneficial conversion feature	(52,970 )	-0.77	%	(515,815 )	-4.82	%
Other income (expense)	10,257	0.15	%	(94,426 )	-0.88	%
Total other income (expenses)	70,668	1.03	%	(1,209,271 )	-11.30	%
Net income before and income taxes	(493,822 )	-7.17	%	3,179,209	29.70	%
Income taxes	(95,083 )	-1.38	%	(5,337 )	-0.05	%
Net income (loss) after tax	(588,905 )	-8.55	%	3,173,872	29.65	%
Non-controlling interest	(504,154 )	-7.32	%	(1,657,004 )	-15.48	%
Net income (loss) attributable to NetSol	(1,093,059 )	-15.86	%	1,516,869	14.17	%



## Liquidity and Capital Resources

We note that the Company's cash position was \$4,172,802 at June 30, 2011 compared to \$4,075,546 at June 30, 2010. Further, we note that the Company's current assets, as of June 30, 2011, totaled \$34,590,439 and were 40.39% of total assets, an increase of 3.70% from \$33,354,816, or 46.24% of total assets as of June 30, 2010. As of June 30, 2011, the Company's working capital (current assets less current liabilities) totaled \$14,575,589 compared to \$12,887,508 as of June 30, 2010, an increase of \$1,688,081. As of June 30, 2011, the Company had \$15,062,503 million in accounts receivable and \$7,601,230 million in revenues in excess of billings. Net cash provided by operating activities amounted to \$13,922,189 for the year ended June 30, 2011, as compared to \$8,669,710 for the year ended June 30, 2010.

The increase is mainly due to an increase in accounts receivable and net profits of the company, accounts receivable. The average collection cycle for accounts receivables ranges between three to six months from the date of invoicing. Payments are usually received within the due dates. The average days sales outstanding for the year ended June 30, 2011, were 152 days as compared with 122 days in fiscal year 2010.

We note that net cash used in investing activities amounted to \$17,795,596 for the year ended June 30, 2011, as compared to \$10,216,790 for the year ended June 30, 2010. The difference is primarily a result of the capitalization of intangible assets and an increase in purchases of fixed assets. Please note that the Company had purchases of property and equipment of \$9,085,148 compared to \$2,986,495 for the comparable period last fiscal year.

We note that net cash provided by financing activities amounted to \$4,266,782 and \$1,708,837 for years ended June 30, 2011, and 2010, respectively. The current fiscal year included the cash inflow of \$4,099,250 from the sale of common stock and \$1,615,050 from the exercising of stock options and warrants, compared to \$854,509 and \$71,250 in the prior year, respectively. As of June 30, 2011 the convertible notes payable, net of the associated beneficial conversion feature amounted to \$2,745,524 which will be payable in fiscal 2011.

In the current fiscal year, the Company had \$2,969,146 in proceeds from bank loans, and net capital leases payments of \$3,118,344 as compared to \$4,540,971 in proceeds from bank loans, and net capital leases payments of \$4,328,700 in the comparable period last year. The Company operates in a range of geographical regions of the world through its various subsidiaries. These subsidiaries have financial arrangements from various financial institutions to meet both their short and long term funding requirements. These loans will become due at different maturity dates the detail of which is given in Note No. 12 of the annexed financial statements. The Company and all of its subsidiaries are in compliance with our financial covenant arrangements. The Company's subsidiary, NetSol PK, has a term finance facility from Askari Bank to finance the construction of a new building. The total amount of the facility is Rs. 200,000,000 or approximately \$2,319,378 which is secured by the first of Rs. 580 million of land, building, and equipment of the Company. The Company has used only Rs. 75 million (\$869,767 approximately) of this facility as on June 30, 2011 and the balance of Rs. 125 million is available depending upon the financial requirements of the Company.

The Company plans on pursuing various and feasible means of raising new funding to: expand its infrastructure, enhance product offerings and strengthen marketing and sales activities in strategic markets. A strong growth in earnings and the signing of larger contracts with Fortune 500 customers largely depends on the financial strength of NetSol. Generally, the bigger name clients and new prospects diligently analyze and take into consideration a stronger balance sheet before awarding big projects to vendors. Therefore, NetSol would continue its effort to further enhance its financial resources in order to continue to attract large name customers and big value contracts.

As a growing and dynamic company, we will continue our organic growth strategy in selective markets. While we have scaled down any major capital expenditures, there will be on-going capital expenditure needs based on our short term and long term business plans. Although our requirements for capital expenses vary from time to time, for the next 12 months, we anticipate having the need for working capital of \$4.0 to \$6.0 million for overall expansion plans

that would involve continued R&D, new product development, business development activities and infrastructure enhancements.

Management intends to further improve the accounts receivable collections process from our customers. In addition, we expect that significant executive and employee stock options exercises as a substantial amount of these options are in the money. The Company will explore injections of new capital from strategic investors, as the most feasible and viable source of new capital. Some of the joint ventures partners could be amongst the strategic investors to strengthen our balance sheet. Management is very aware of the need to continue to reduce both short term and long term liabilities while continuously improving cash flow and net cash position. Management remains very committed and focused to strengthening overall assets and will employ all of the above mentioned tools and such others as may become available to achieve these goals.

## Financial Covenants

Our UK based subsidiary, NetSol Technologies Europe Limited (NTE) has an approved overdraft facility of £200,000 which requires that the aggregate amount of invoiced trade debtors (net of provisions for bad and doubtful debts and excluding intra-group debtors) of NTE, not exceeding 90 days old, will not be less than an amount equal to 200% of the facility. The Pakistani subsidiary, NetSol Technologies Limited (NTPK) has an approved facility for both export refinance and term finance from Askari Bank Limited amounting to Rupees 400 million (\$4,638,757) which requires NTPK to maintain a long term debt equity ratio of 60:40 and the current ratio of 1:1.

As of the date of this report, the Company and all its subsidiaries are in compliance with the financial covenants associated with its borrowings. The maturity dates of the borrowings of respective subsidiaries may accelerate if they do not comply with these covenants. In case of any change in control in subsidiaries, they may have to repay their respective credit facilities.

## Dividends and Redemption

It has been the Company's policy to invest earnings in the growth of the Company rather than distribute earnings as common stock dividends. This policy, under which common stock dividends have not been paid since the Company's inception and is expected to continue, but is subject to regular review by the Board of Directors.

## ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

As a small business issuer, the Company is not required to provide the disclosures set forth in this item.

## ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

The Consolidated Financial Statements that constitute Item 8 are included at the end of this report on page F-1.

## ITEM 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE

Kabani & Company, Inc.'s report on NetSol's financial statements for the fiscal years ended June 30, 2011 and June 30, 2010, did not contain an adverse opinion or disclaimer of opinion, and was not qualified or modified as to uncertainty, audit scope, or accounting principles.

In connection with the audit of NetSol's financial statements for the fiscal years ended June 30, 2011 and June 30, 2010 there were no disagreements, disputes, or differences of opinion with Kabani & Company on any matters of accounting principles or practices, financial statement disclosure, or auditing scope and procedures, which, if not resolved to the satisfaction of Kabani & Company would have caused Kabani & Company to make reference to the matter in its report.

## ITEM 9A. CONTROLS AND PROCEDURES

### Evaluation of Disclosure Controls and Procedures

Our management, with the participation of our chief executive officer and chief financial officer, evaluated the effectiveness of our disclosure controls and procedures pursuant to Rule 13a-15 under the Exchange Act, as of the end of the period covered by this Annual Report on Form 10-K. Based upon that evaluation, the Chief Financial Officer and Chief Executive Officer concluded that our disclosure controls and procedures were not effective.

### Management's Report on Internal Control over Financial Reporting

Our management has the responsibility to establish and maintain adequate internal controls over our financial reporting, as defined in Rule 13a-15(f) under the Securities and Exchange Act of 1934. Our internal controls are designed to provide reasonable assurance regarding the reliability of our financial reporting and the preparation of our external financial statements in accordance with generally accepted accounting principles (GAAP).

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Due to inherent limitations of any internal control system, management acknowledges that there are limitations as to the effectiveness of internal controls over financial reporting and therefore recognize that only reasonable assurance can be gained from any internal control system. Accordingly, our internal control system may not detect or prevent material misstatements in our financial statements and projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Under the supervision and participation of management, including the Chief Executive Officer and Chief Financial Officer, we have performed an assessment of the effectiveness of our internal controls over financial reporting as of June 30, 2011. This assessment was based on the criteria established in Internal Control-Integrated Framework, issued by the Committee of Sponsoring Organizations of the Treadway Commission. Based on the results of our assessment, the Company has determined that as of June 30, 2011, there was a material weakness in the Company's internal control over financial reporting. Specifically, while in the performance of this assessment, management identified that its accounting staff do not have sufficient technical accounting knowledge relating to accounting for complex U.S. GAAP matters. In particular, although our CFO is a Chartered Accountant (CA) in Pakistan neither he, nor our controllers, holds a Certified Public Accounting (CPA) license in the United States. While the CA certification is recognized in several key countries relative to the Company's operations, including Pakistan, the United Kingdom, and other British Commonwealth countries, the Company has determined that a deficiency exists with respect to required financial reporting expertise in the United States. Based on this evaluation, management concluded that our internal control over financial reporting was not effective as of June 30, 2011. Notwithstanding the existence of such material weakness in our internal controls over financial reporting, our management, including our Chief Executive Officer, believes that the financial statements included in this report fairly present in all material respects our financial condition, results of operations and cash flows for the periods presented.

Management is committed to remediating the material weakness as quickly as possible and we will continue to encourage our current accounting staff to both further their continuing education and to sit for the Certified Public Accountant exam in the United States. Additionally, and in recognition of immediate financial reporting needs, the Company intends to implement additional controls and procedures during the current fiscal year to continue to ensure timely and accurate financial reporting objectives. Such additional controls and procedures may include: The retention of a U.S. based CPA as Chief Financial Officer with U.S. GAAP experience and appropriate knowledge of internal controls over financial reporting, for purposes of appropriate oversight of the financial reporting process and continued training of the accounting staff; recruitment of additional personnel with relevant U.S. GAAP experience to enhance our financial reporting and internal control function; retention of the services of a consultant for advisory services with respect to SOX 404 compliance.

This annual report does not include an attestation report of our registered public accounting firm regarding internal control over financial reporting. Management's report was not subject to attestation by our registered public accounting firm pursuant to rules of the SEC that permit us to provide only management's report in this annual report.

#### Changes in Internal Control over Financial Reporting

There have been no changes in our internal controls over financial reporting during our fourth fiscal quarter ended June 30, 2011, that have materially affected, or are reasonable likely to materially affect, the Company's internal control over financial reporting (as defined in Exchange Act Rules 13a – 15(f) and 15d – 15(f)).

#### ITEM 9B. OTHER INFORMATION

On September 13, 2011, NetSol Technologies, Inc. entered into a purchase agreement to sell convertible notes with a total principal value of \$4,000,000 and warrants to purchase shares of common stock to an investment fund managed by CIM Investment Management Limited and another accredited investor. The notes have a 2 year maturity date and are convertible into shares of common stock at the initial conversion price of \$0.895 per share, which conversion price

was determined as of September 13, 2011, the date of the purchase agreement. The warrants have a 5 year term and have an initial exercise price of \$0.895 per share. The issuance of the notes and warrants was made in reliance on an exemption from registration available under Regulation D of the Securities Act of 1933, as amended.

## PART III

## ITEM 10. DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE

## Section 16(a) Beneficial Ownership Reporting Compliance

Section 16(a) of the Securities Exchange Act of 1934, as amended, requires that the Company's directors and executive officers and persons owning more than 10% of the outstanding Common Stock, file reports of ownership and changes in ownership with the Securities and Exchange Commission ("SEC"). Executive officers, directors and beneficial owners of more than 10% of the Company's Common Stock are required by SEC regulation to furnish the Company with copies of all Section 16(a) forms they file.

Based solely on copies of such forms furnished as provided above, or written representations that no such forms were required, the Company believes that during the fiscal year ended June 30, 2011, all Section 16(a) filing requirements applicable to its executive officers, directors and beneficial owners of more than 10% of its Common Stock were complied with.

## CHANGE IN MANAGEMENT AND BOARD OF DIRECTORS

## Board of Directors

At the 2011 Annual Shareholders Meeting the Company's current seven member board stood for election. The seven member board was re-elected and, according to the bylaws of the company shall retain their position as directors until the next meeting. The board of directors is made up of: Mr. Najeeb U. Ghauri, Mr. Salim Ghauri, Mr. Eugen Beckert, Mr. Naeem U. Ghauri, Mr. Shahid Burki, Mr. Mark Caton and Mr. Alexander Shakow.

## Committees

The Audit committee is made up of Mr. Burki as Chairman, Mr. Caton, Mr. Beckert and Mr. Shakow as members. The Compensation committee consists of Mr. Caton as its Chairman and Mr. Beckert, Mr. Burki, and Mr. Shakow as its members. The Nominating and Corporate Governance Committee consists of Mr. Beckert as chairman and Mr. Burki, Mr. Caton and Mr. Shakow as members.

The table below provides the current membership for each of the committees during Fiscal Year 2011.

Director	Audit Committee	Compensation Committee	Nominating and Corporate Governance Committee
Najeeb Ghauri			
Naeem Ghauri			
Salim Ghauri			
Shahid J. Burki (I)	X (C)	X	X
Eugen Beckert (I)	X	X	X (C)
Mark Caton (I)	X	X (C)	X
Alex Shakow (I)	X	X	X

(I) Denotes an independent director.

(C) Denotes the Chairperson of the committee.

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## DIRECTORS AND EXECUTIVE OFFICERS

The following table sets forth the names and ages of the current directors and executive officers of the Company, the principal offices and positions with the Company held by each person and the date such person became a director or executive officer of the Company. The Board of Directors elects the executive officers of the Company annually. Each year the stockholders elect the Board of Directors. The executive officers serve terms of one year or until their death, resignation or removal by the Board of Directors. In addition, there was no arrangement or understanding between any executive officer and any other person pursuant to which any person was selected as an executive officer.

The directors and executive officers of the Company are as follows:

Name	Year First Elected As an Officer or Director	Age	Position Held with the Registrant	Family Relationship
Najeeb Ghauri	1997	56	Director and Chairman	Brother to Naeem and Salim Ghauri
Salim Ghauri	1999	55	President and Director	Brother to Naeem and Najeeb Ghauri
Naeem Ghauri	1999	53	Chief Executive Officer, Director	Brother to Najeeb and Salim Ghauri
Boo-Ali Siddiqui	2009	37	Chief Financial Officer	None
Patti L. W. McGlasson	2004	46	Secretary, General Counsel	None
Shahid Javed Burki	2000	72	Director	None
Eugen Beckert	2001	64	Director	None
Mark Caton	2002	61	Director	None
Alexander Shakow	2007	74	Director	None

## Business Experience of Officers and Directors:

NAJEEB U. GHAURI is the Chief Executive Officer and Chairman of NetSol. He has been a Director of the Company since 1997, Chairman since 2003 and Chief Executive Officer since October 2006. Mr. Ghauri is the founder of NetSol Technologies, Inc. He was responsible for NetSol listing on NASDAQ in 1999, the NetSol subsidiary listing on KSE (Karachi Stock Exchange) in 2005, and the NetSol listing on the NASDAQ Dubai exchange in 2008. Mr. Ghauri served as the Company's Chief Executive Officer from 1999 to 2001 and as the Chief Financial Officer from 2001 to 2005. As CEO, Mr. Ghauri is responsible for managing the day-to-day operations of the Company, as well as the Company's overall growth and expansion plan. Prior to joining the Company, Mr. Ghauri was part of the marketing team of Atlantic Richfield Company (ARCO) (now acquired by BP), a Fortune 500 company, from 1987-1997. Prior to ARCO, he spent nearly five years with Unilever as brand and sales managers. Mr. Ghauri received his Bachelor of Science degree in Management/Economics from Eastern Illinois University in 1979, and his M.B.A. in Marketing Management from Claremont Graduate School in California in 1981. Mr. Ghauri was elected Vice Chairman of US Pakistan Business Council in 2006, a Washington D.C. based council of US Chamber of Commerce. He is also very active in several philanthropic activities in emerging markets and is a

founding director of Pakistan Human Development Fund, a non-profit organization, a partnership with UNDP to promote literacy, health services and poverty alleviation in Pakistan. Mr. Ghauri has participated in NASDAQ opening and/or closing bell ceremonies in 2006, 2008 and 2009. The Nominating Committee determined that Mr. Ghauri's long term experience with the Company and his direct experience with capital markets and investment community makes him qualified to serve on our Board of Directors. Recently joined as a director in new start up healthcare business in the US aka as DNA Health corporation.

SALIM GHAURI has been with the Company since 1999 as the President and Director of the Company. Mr. Ghauri is currently the Chairman and CEO of NetSol Technologies Limited and President of the Asia Pacific Region and CEO of Global Services Group. Mr. Ghauri was the founder of Network Solutions (Pvt.) Ltd. in 1995, Later NetSol Technologies (Pvt.) Limited. Under his leadership, NetSol gradually built a strong team of IT professionals and infrastructure in Pakistan and became the first software house in Pakistan certified as ISO 9001 and CMMi Level 5 assessed. Under his leadership, NetSol PK has become the leading IT company and is known as an IT Icon in the region. Mr. Ghauri received his Bachelor of Science degree in Computer Science from University of Punjab in Lahore, Pakistan. Before NetSol Technologies Ltd., Mr. Ghauri was employed with BHP in Sydney, Australia from 1987-1995, where he commenced his employment as a consultant. Mr. Ghauri was appointed in 2007 as an Honorary Consul for Australia-Punjab Region. The Nominating Committee determined that Mr. Ghauri's capacity as Chief Executive of our largest subsidiary, his knowledge of our products, as well as his unique knowledge of the

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Asia Pacific and Pakistan markets makes him qualified to serve as a member of our Board of Directors.

NAEEM GHAURI has been a Director of the Company since 1999 and was the Company's Chief Executive Officer from August 2001 to October 2006. Mr. Ghauri serves as the Managing Director of NetSol (UK) Ltd., a wholly owned subsidiary of the Company located in London, England. He is also the director of the Global Sales group. While instrumental in numerous transactions, his most significant contribution to the revenue of the Company was his role in closing the TiG NetSol Joint Venture in 2005. Prior to joining the Company, Mr. Ghauri was Project Director for Mercedes-Benz Finance Ltd., from 1994-1999. Mr. Ghauri supervised over 200 project managers, developers, analysts and users in nine European Countries. Mr. Ghauri earned his degree in Computer Science from Brighton University, England. Mr. Ghauri serves on the board of NetSol Technologies Europe, Ltd., a subsidiary of the Company. The Nominating Committee determined that Mr. Ghauri's experience in auto finance, a significant portion of our revenues, and his experience in developing new business opportunities and relationships for the Company makes him qualified to serve on our Board of Directors.

BOO-ALI SIDDIQUI Mr. Siddiqui has served as NetSol's Chief Financial Officer since April 2009. He also serves as the Chief Financial Officer and Company Secretary of NetSol Technologies Ltd. managing the finances of all companies in the Asia group since 2005. Prior to joining NetSol, he served as Deputy Registrar of Companies for the Securities & Exchange Commission of Pakistan (SECP) and as Senior Manager, Audit and Tax, for Ehtisham & Co., Chartered Accountants. Mr. Siddiqui holds a Bachelor of Commerce from Hailey College of Commerce, Lahore, University of The Punjab, Pakistan, is a Fellow Member of both the Institute of Chartered Secretaries & Managers (FICS) and the Pakistan Institute of Public Finance Accountants (FPA), and is a Fellow Member of the Institute of Chartered Accountants of Pakistan (FCA) as well. He completed his four years articleship from Ford Rhodes Sidat Hyder & Company a renowned accounting firm in Pakistan representing Ernest Young International,

PATTI L. W. MCGLASSON joined NetSol as General Counsel in January 2004 and was elected to the position of Secretary in March 2004. Prior to joining NetSol, Ms. McGlasson practiced at Vogt & Resnick, law corporation, where her practice focused on corporate, securities, business and cross-border transactions. As part of her Masters in Law in Transnational Business, she interned at the law firm of Loeff Claey's Verbeke in Rotterdam, the Netherlands in 1991. Ms. McGlasson was admitted to practice in California in 1991. She received her Bachelor of Arts in Political Science in 1987 from the University of California, San Diego and, her Juris Doctor and Masters in Law in Transnational Business from the University of the Pacific, McGeorge School of Law, in 1991 and 1993, respectively.

EUGEN BECKERT was appointed to the Board of Directors in August 2001. A native of Germany, Mr. Beckert received his masters in Engineering and Economics from the University of Karlsruhe, Germany. Mr. Beckert was with Mercedes-Benz AG/Daimler Benz AG from 1973, working in technology and systems development. In 1992, he was appointed director of Global IT (CIO) for Debis Financial Services, the services division of Daimler Benz. From 1996 to 2000, he acted as director of Processes and Systems (CIO) for Financial Services of DaimlerChrysler Asia Pacific Services. During this period he was instrumental to having the LeaseSoft products of NetSol developed and introduced in several countries as a pilot customer. From 2001 to 2004, he served as Vice President in the Japanese company of DCS. Mr. Beckert retired from DaimlerChrysler in November 2006. Mr. Beckert is chairman of the Nominating and Corporate Governance Committee and a member of the Audit and Compensation Committees. The Nominating Committee determined that Mr. Beckert's experience in auto finance related IT, specifically as CIO for Debis Financial Services, together with his status as an independent director under Nasdaq rules makes him qualified to serve on our Board of Directors.

SHAHID JAVED BURKI was appointed to the Board of Directors in February 2003. Before joining the World Bank in 1974 he was a member of the Civil Service of Pakistan. He had a distinguished career with the World Bank from 1974 to 1999 where he held a number of senior positions including Chief of Policy Planning (1974-1981); Director of International Relations Department (1981-87); Director of China Department (1987-94); and Vice President of Latin America and the Caribbean Region (1994-99). Upon taking early retirement from the Bank, he took up the position of Chief Executive Officer of EMP Financial Advisors, a consulting company linked with the Washington based EMP

Global, a private equity firm and worked there until 2005. He is currently Chairman the Institute of Public Policy, a think tank associated with the Beacon house National University, Lahore, Pakistan. He also spends some time each year as Senior Visiting Research Fellow at the Institute of South Asian Studies, National Singapore University. In 1996-97 he took leave of absence from the World Bank to take up the position of Finance Minister of Pakistan. Mr. Burki was educated at Government College, Lahore from where he received M.Sc. in Physics; at Oxford University as a Rhodes Scholar from where he received M.A. (Hons) in Economics; at Harvard University as a Mason Fellow from where he received M.P.A. and also studied for Ph.D. in Economics (not completed). In 1997, he received a Diploma in Advanced Management from Harvard University's Business School. Mr. Burki has authored several books and articles on development issues including Study of Chinese Communes



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(Harvard University Press, 1969); Pakistan Under Bhutto (Macmillan, 1990); Changing Perceptions, Altered Reality: Pakistan's Economy Under Musharraf, 1999-2006 (Oxford University Press, 2007). He is currently working on a book, Changing Asia to be published later this year by Routledge, London. Mr. Burki is a chairman of the Audit Committee and a member of the Compensation and Nominating and Corporate Governance Committees. Mr. Burki is the Company's Financial Expert on the Audit Committee. The Nominating Committee believes that Mr. Burki's vast experience as an economist and entrepreneur with specialization on the Asia Pacific markets, his status as our financial expert and, finally, his status as an independent director under Nasdaq rules makes him qualified to serve on our Board of Directors.

MARK CATON joined the board of directors in 2007. Mr. Caton is currently President of Centela Systems, Inc. a distributor of computer peripheral solutions in the multimedia and digital electronic market segment, a position he has held since 2003. Prior to joining Centela, Mr. Caton was President of NetSol Technologies USA, responsible for US sales, from June 2002 to December 2003. Mr. Caton was employed by ePlus from 1997 to 2002 as Senior Account Representative. He was a member of the UCLA Alumni Association Board of Directors and served on the Board of Directors of NetSol from 2002-2003. Mr. Caton is a Chairman of the Compensation Committee and a member of the Audit and Nominating Committees. Mr. Caton received his BA from UCLA in psychology in 1971. The Nominating Committee believes that Mr. Caton's understanding of the US IT market, his experience in human resources related issues and his status as an independent director under Nasdaq rules qualifies him to serve on our Board of Directors.

ALEXANDER SHAKOW was elected to the board on June 4, 2007. Mr. Shakow had a distinguished career with the World Bank where he held various high level positions from 1981-2002. Since 2002, he has been an independent consultant for various international organizations. From 1968-1981 Mr. Shakow held many senior positions at the United States Agency for International Development, including Assistant Administrator for Program and Policy; Director -Office of Development Planning, Bureau for Asia; and, Director-Indonesia, Malaysia and Singapore Affairs. Mr. Shakow was also a staff member of the United States Peace Corps from 1963-1968, including Director for Indonesia. Mr. Shakow received his PhD from the London School of Economics and Political Science in 1962. He earned his undergraduate degree with honors from Swarthmore College in 1958. Mr. Shakow is listed in Who's Who in America, Who's Who in the World and Who's Who in Finance and Business. Mr. Shakow is a member of the Audit, Compensation and Nominating and Corporate Governance Committees. The Nominating Committee believes that Mr. Shakow's extensive experience as an economist with focus on the Asia Pacific region as well as his status as an independent director under Nasdaq rules makes him qualified to serve on our Board of Directors.

### CORPORATE GOVERNANCE

#### Code of Ethics.

The Company adopted on July 2, 2004, as amended and restated on July 22, 2007, a Code of Ethics applicable to every officer, director and employee of the Company, including, but not limited to the Company's principal executive officer, principal financial officer, principal accounting officer or controller, or persons performing similar functions. Our Code of Ethics has been posted on our website and may be viewed at [www.netsoltech.com/IR/corporate-governance](http://www.netsoltech.com/IR/corporate-governance).

#### Audit Committee

The Company has an audit committee whose members are the independent directors of the Company, specifically, Mr. Beckert, Mr. Burki, Mr. Caton and Mr. Shakow. Mr. Burki is the current chairman of the audit committee.

#### Audit Committee Financial Expert.

The Company has identified its audit chairperson, Mr. Shahid Javed Burki as its audit committee financial expert. Mr. Burki is an independent board member as the term is defined in the Nasdaq Listing Rules. Mr. Burki's experience as Finance Minister of Pakistan, Chief Executive Officer of EMP Financial Advisors, his various roles at the World Bank, and his tenure as both an audit committee member and chair for the Company, provides him with an understanding of generally accepted accounting principles and financial reporting. Additionally, this experience

provides an ability to assess the general application of accounting principles in connection with the accounting for estimates, accruals and reserves; experience analyzing financial statements that were comparable in the breadth and complexity of issues that can be reasonably expected to be raised by the Company's financial statements; an understanding of internal control over financial reporting; and an understanding of audit committee functions.

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## ITEM 11-EXECUTIVE COMPENSATION

### Compensation Discussion and Analysis

NetSol Technologies' Named Executive Officers, a group comprised of the Chief Executive Officer, the Chief Financial Officer, and three other executive officers in the 2010-2011 fiscal year, are the following individuals:

Najeeb Ghauri	Chief Executive Officer
Salim Ghauri	President of Asia Pacific and Middle East Operations
Naeem Ghauri	President of European Operations
Boo Ali	Chief Financial Officer
Patti L. W. McGlasson	Secretary and General Counsel

### Compensation Philosophy and Objectives

The Compensation Committee believes that the most effective executive compensation program is one that is designed to reward the achievement of specific annual, long-term and strategic goals by the Company, and which aligns executives' interests with those of the stockholders by rewarding performance at or above established goals, with the ultimate objective of increasing stockholder value. The philosophy of the Compensation Committee is to evaluate both performance and compensation to ensure that we maintain our ability to attract and retain superior employees in key positions and that compensation provided to key employees remains competitive relative to the compensation paid to similarly situated executives of our peer companies. To that end, the Compensation Committee believes executive compensation packages should include both cash and equity-based compensation that reward performance as measured against established goals.

### Setting Executive Compensation

Management develops our compensation plans by utilizing publicly available compensation data in the media services and technology industries. We believe that the practices of these groups of companies provide us with appropriate compensation benchmarks, because these groups of companies are in similar businesses and tend to compete with us for executives and other employees. For benchmarking executive compensation, we typically review the compensation data we have collected from these groups of companies, as well as a subset of the data from those companies that have a similar number of employees as the Company. For purposes of determining executive compensation, as of the period covered by this report, we have not engaged consultants to help us analyze this data or to compare our compensation programs with the practices of the companies represented in the compensation data we review. However, the compensation committee has determined to utilize the services of a consultant for purposes of comparing our compensation program with similarly situated companies in like industries. The recommendations of these consultants will be utilized by the Committee in determining the appropriate compensation packages. While these consultants may make general recommendations about the size and components of compensation, we anticipate our philosophy to continue on the basis of a pay-for-performance philosophy.

Based on management's analyses and recommendations, the Compensation Committee has approved a pay-for-performance compensation philosophy, which is intended to establish base salaries and total executive compensation (taking into consideration the executive's experience and abilities) that are competitive with those companies with a similar number of employees represented in the compensation data we review.

We work within the framework of this pay-for-performance compensation philosophy to determine each component of an executive's initial compensation package based on numerous factors, including:

- The individual's particular background, track record and circumstances, including training and prior relevant work experience;

- The individual's role with us and the compensation paid to similar persons in the companies represented in the compensation data that we review;
- The demand for individuals with the individual's specific expertise and experience;
- Performance goals and other expectations for the position; and,

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- Uniqueness of industry skills.

The terms of each executive officer's compensation are derived from employment agreements negotiated between the Company and the executive. Each executive's employment agreement is generally negotiated to cover a one to three-year period, and prescribes the base salary and other annual payments, if any, to the executive. Employment agreements for all executive officers are approved by the Board of Directors and the Compensation Committee. Employment agreements for other executives are approved by the Company's Chief Executive Officer.

#### 2011 Executive Compensation Components

For the fiscal year ended June 30, 2011, the principal components of compensation that our named executive officers were eligible to receive were:

- Base salary;
- Long Term Equity Incentive Compensation;
- Performance-based incentive compensation (discretionary bonus); and,
- Perquisites and other personal benefits.

#### Base Salary

An executive's base salary is evaluated together with components of the executive's other compensation to ensure that the executive's total compensation is consistent with our overall compensation philosophy.

The base salaries were established in arms-length negotiations between the executive and the Company, taking into account their extensive experience, knowledge of the industry, track record, and achievements on behalf of the Company.

Base salaries are adjusted annually by the Compensation Committee. As of June 30, 2011, the annual review had not been completed and annual adjustments had not occurred.

#### Annual Bonus

Our compensation program includes eligibility for bonuses as rewarded by the Compensation Committee. All executives are eligible for annual performance-based cash bonuses in accordance with Company policies. The compensation committee takes into consideration the executive's performance during the previous year to determine eligibility for discretionary bonuses. Further, the compensation committee will review, if applicable, the performance criteria set forth in an executive's previous year's agreement and will determine if the executive has met such criteria in order to achieve the bonus. The Company's bonus criteria at the executive management level, is typically based on a gross revenue and per share profit targets.

During our fiscal year ended 2010, none of the named executives were awarded cash bonuses. The Compensation Committee determined to forgo the grant of cash bonuses during the fiscal year ended June 2010 because, while the Company was experiencing an easing of the effects of the recession, cash bonuses could have a negative impact on the Company's desire to maintain cash reserves.

#### Long-Term Equity Incentive Compensation

We believe that long-term performance is achieved through an ownership culture that encourages long-term participation by our executives in equity-based awards. Our various Employee Stock Option Plans allow us to grant stock options to employees. We currently make initial equity awards of stock options to new executives and certain

non-executive employees in connection with their employment with the Company. Annual grants of options, if any, are approved by the Compensation Committee.

Equity Incentives. Executives, certain non-executive employees, and directors who join us may be awarded stock awards and/or stock option grants after they join the Company. These grants have an exercise price equal to the fair market value of our common stock on the grant date. Such awards are intended to provide the executive with incentive to build value in the organization over an extended period of time. The size of the stock option award is also reviewed in light of the executive's track record, base salary, other compensation and other factors to ensure that

the executive's total compensation is in line with our overall compensation philosophy. A review of all components of compensation is conducted when determining equity awards to ensure that total compensation conforms to our overall philosophy and objectives.

Equity incentives provided to executives are determined by the Fair Market Value of our common stock on the grant date were provided to the executives as an adjustment of their overall compensation while taking in to account the need to continue to incentivize the executive to build value in the organization. Each executive's stock award was based on an analysis of the Compensation Committee of an appropriate overall cash compensation for each individual taking into account their position and compensation at similarly situated companies. Each executive's stock award was based on a desired overall compensation cash value less the base salary as approved by the Compensation Committee.

#### Perquisites and Other Personal Benefits

We provide named executive officers with perquisites and other personal benefits that we believe are reasonable and consistent with our overall compensation program to better enable the Company to attract and retain superior employees for key positions. The Compensation Committee periodically reviews the levels of perquisites and other personal benefits provided to executive officers.

We maintain benefits and perquisites that are offered to all employees, including health insurance and dental insurance. Benefits and perquisites may vary in different country locations and are consistent with local practices and regulations.

#### Termination Based Compensation

Upon termination of employment, all executive officers with a written employment agreement are entitled to receive severance payments under their employment agreements. In determining whether to approve, and as part of the process of setting the terms of, such severance arrangements, the Compensation Committee recognizes that executives and officers often face challenges securing new employment following termination. Further, the Committee recognizes that many of the named executives and officers have participated in the Company since its founding and that this participation has not resulted in a return on their investments. Termination and Change in Control Payments considered both the risk and the dedication of these executives' service to the Company.

Our Chief Executive Officer, CEO of NetSol Technologies, Ltd. and CEO of NetSol Technologies Europe, Ltd. have employment agreements that provide, if his employment is terminated without cause or if the executive terminates the agreement with Good Reason, he is entitled to (a) all remaining salary to the end of the date of termination, plus salary from the end of the employment term through the end of the third anniversary of the date of termination, and (b) the continuation by the Company of medical and dental insurance coverage for him and his family until the end of the employment term and through the end of the third anniversary of the date of termination. Provided, however, if such benefits cannot be continued for this extended period, the Executive shall receive cash (including a tax-equivalency payment for Federal, state and local income and payroll taxes assuming Executive is in the maximum tax bracket for all such purposes) where such benefits may not be continued. These agreements further provide for vesting of all options and restrictive stock grants, if any.

Our Chief Financial Officer has an employment agreement that provides, if his employment is terminated without cause or if the executive terminates the agreement with Good Reason, he is entitled to (a) all remaining salary to the end of the date of termination, plus salary from the end of the employment term through the end of the second month of the date of termination, and (b) the continuation by the Company of medical and dental insurance coverage for him and his family until the end of the employment term and through the end of the two months from the date of termination. Provided, however, if such benefits cannot be continued for this extended period, the Executive shall receive cash (including a tax-equivalency payment for Federal, state and local income and payroll taxes assuming Executive is in the maximum tax bracket for all such purposes) where such benefits may not be continued. These agreements further provide for vesting of all options and restrictive stock grants, if any.

The Secretary of the Company has an employment agreement that provides, if she is terminated without cause or if the executive terminates the agreement with Good Reason, she is entitled to (a) all remaining salary to the end of the date of termination, plus salary from the end of the employment term through the end of the first anniversary of the date of termination, and (b) the continuation by the Company of medical and dental insurance coverage for her and her family until the end of the employment term and through the end of the first anniversary of the date of

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termination. Provided, however, if such benefits cannot be continued for this extended period, the Executive shall receive cash (including a tax-equivalency payment for Federal, state and local income and payroll taxes assuming Executive is in the maximum tax bracket for all such purposes) where such benefits may not be continued. These agreements further provide for vesting of all options and restrictive stock grants, if any.

### Tax and Accounting Implications

#### Deductibility of Executive Compensation

As part of its role, the Compensation Committee reviews and considers the deductibility of executive compensation under Section 162(m) of the Internal Revenue Code, which provides that we may not deduct compensation of more than \$1,000,000 that is paid to certain individuals. We believe that compensation paid under the management incentive plans is generally fully deductible for federal income tax purposes.

#### Accounting for Stock-Based Compensation

Commencing on July 1, 2006, we began accounting for stock-based payments, including awards under our Employee Stock Option Plans, in accordance with the requirements of Statement of Financial Accounting Standards No. 123 (revised 2004), Share-Based Payment, or SFAS 123(R).

#### Summary Compensation

The following table shows the compensation for the fiscal year ended June 30, 2011 and June 30, 2010, earned by our Chairman and Chief Executive Officer, our Chief Financial Officer who is our Principal Financial and Accounting Officer, and others considered to be executive officers of the Company.

Name and Principle Position	Fiscal Year Ended	Salary (\$)	Bonus (\$)	Stock Awards (\$) (1)	Option Awards (\$)	All Other Compensation (\$)	Total (\$)
Najeeb Ghauri CEO & Chairman	2011	\$ 375,000	\$ -	\$ 96,875	\$ -	(2) \$ 81,603	(3) \$ 553,478
	2010	\$ 315,000	\$ -	\$ 99,375	\$ -	(2) \$ 70,981	(3) \$ 485,356
Naeem Ghauri President EMEA Region	2011	\$ 250,000	\$ -	\$ 96,875	\$ -	(2) \$ 26,698	(4) \$ 373,573
	2010	\$ 225,000	\$ -	\$ 99,375	\$ -	(2) \$ 27,000	(4) \$ 351,375
Salim Ghauri President APAC Region	2011	\$ 250,000	\$ -	\$ 96,875	\$ -	(2) \$ 42,014	(5) \$ 388,889
	2010	\$ 212,500	\$ -	\$ 99,375	\$ -	(2) \$ 9,918	(5) \$ 321,793
Boo-Ali Siddiqui Chief Financial Officer	2011	\$ 84,000	\$ -	\$ 69,250	\$ -	\$ -	(6) \$ 153,250
	2010	\$ 75,000	\$ -	\$ 9,000	\$ -	\$ -	(6) \$ 84,000
Patti L. W. McGlasson Secretary, General Counsel	2011	\$ 130,500	\$ -	\$ 55,400	\$ -	(2) \$ 21,281	(7) \$ 207,181
	2010	\$ 122,747	\$ -	\$ 7,200	\$ -	(2) \$ 23,594	(7) \$ 153,541

(1) The stock was awarded as compensation to the officers and related expense was recognized in the consolidated financial statements.

(2) No options were granted to officers during the period.

(3) Consists of \$36,000 and \$36,000 paid for automobile and travel allowance, \$16,758 and \$8,379 on account of life insurance and \$28,845 and \$26,602 paid for medical and dental insurance premiums paid by the Company for participation in the health insurance program for the fiscal years ended June 30, 2011 and 2010, respectively.

(4) Consists of \$24,000 and \$24,000 paid for automobile and travel allowance and \$2,698 and \$3,000 paid for private medical insurance premiums paid by the Company for the fiscal years ended June 30, 2011 and 2010, respectively.

(5) Consists of \$38,526 paid for automobile and travel allowance and \$3,489 paid for private medical insurance premiums paid by the Company for the fiscal years ended June 30, 2011. The amount paid to the officer was in aggregate less than \$10,000 for the fiscal years ended June 30, 2010.

(6) The amount paid to the officer was in aggregate less than \$10,000 for the fiscal years ended June 30, 2011 and 2010, respectively.

(7) Consists of \$9,000 and \$8,500 paid for automobile allowance and \$12,281 and \$15,094 paid for medical and dental insurance premiums for participation in the health insurance program for the fiscal year ended June 30, 2011 and 2010 respectively.

#### Grants of Plan-Based Awards

Mr. Najeeb Ghauri, Mr. Naeem Ghauri and Mr. Salim Ghauri pursuant to the terms of their employment agreement were entitled for bonus based on the performance of the Company for the fiscal year ended June 30, 2008. Messrs. Ghauri waived all rights to bonuses and options pursuant to the terms of their employment agreements in response to the economic downturn of late 2008.

Mr. Najeeb Ghauri, Mr. Naeem Ghauri and Mr. Salim Ghauri were granted, in February 2009, 750,000, 525,000 and 525,000 options, respectively, to acquire shares of common stock of the Company. The options vest quarterly and were approved by the Compensation Committee as an incentive for Messrs. Ghauri in light of the agreed reduction of salary in early 2009. Ms. McGlasson was granted 20,000 shares of common stock of the Company in early 2009 as an incentive for Ms. McGlasson in light of the agreed reduction of salary.

#### Discussion of Summary Compensation Table

The terms of our executive officers' compensation are derived from our employment agreements with them and the annual performance review by our Compensation Committee. The terms of Mr. Najeeb Ghauri, Mr. Naeem Ghauri and Mr. Salim Ghauri's employment agreements with the Company were the result of negotiations between the Company and the executives and were approved by our Compensation Committee and Board of Directors. The terms of Ms. McGlasson's and Mr. Siddiqui's employment agreement with the Company were the result of negotiations between our Chief Executive Officer and the employees and were approved by our Compensation Committee and Board of Directors.

#### Employment Agreement with Najeeb Ghauri

Effective January 1, 2007, the Company entered into an Employment Agreement with our Chief Executive Officer, Najeeb Ghauri (the "CEO Agreement"). The CEO Agreement was amended effective January 1, 2008 and again January 1, 2010. Pursuant to the CEO Agreement, as amended, between Mr. Ghauri and the Company (the "CEO Agreement"), the Company agreed to employ Mr. Ghauri as its Chief Executive Officer from the date of the CEO Agreement through December 31, 2012. The term of employment automatically renews for 36 additional months unless notice of intent to terminate is received by either party at least 6 months prior to the end of the term. Under the CEO Agreement, Mr. Ghauri is entitled to an annualized base salary of \$375,000 and 250,000 shares of common stock which are granted 25% on a quarterly basis following each 3 months of service, and is eligible for annual bonuses at the discretion of the Compensation Committee. Pursuant to the terms of the amendment, Mr. Ghauri was entitled to the following bonuses. A bonus of One Hundred Thirty Three Thousand Dollars (\$133,000) is payable upon achieving the minimum bonus benchmark of: company-wide revenue of \$30,000,000 for the fiscal year 2009-2010; and, earnings per share of \$0.05 (the "Minimum Bonus Benchmark"). An additional bonus may be earned if an "accelerator goal" is achieved. The bonus is accelerated to a total of Two Hundred Thousand Dollars (\$200,000) if revenue of \$33,000,000 is attained together with earnings per share of \$0.10.

Mr. Ghauri is entitled to participate in the Company's stock option plans, is entitled to three weeks of paid vacation per calendar year, is to receive a car allowance totaling \$3,000 per month for the term of the CEO Agreement, and the Company shall pay premiums not to exceed \$16,600 (or \$4,150 quarterly) for life insurance for the Executive.

The CEO Agreement also includes provisions respecting severance, non-solicitation, non-competition, and confidentiality obligations. Pursuant to the CEO Agreement, if he terminates his employment for Good Reason (as described below), or, is terminated prior to the end of the employment term by the Company other than for Cause (as

described below) or death, he shall be entitled to all remaining salary from the termination date until 36 months thereafter, at the rate of salary in effect on the date of termination, immediate vesting of all options and, continuation of all health related plan benefits for a period of 36 months. He shall have no obligation to seek other employment and any income so earned shall not reduce the foregoing amounts. If he is terminated by the Company for Cause (as described below), or at the end of the employment term, he shall not be entitled to further compensation. Under the CEO Agreement, Good Reason includes the assignment of duties inconsistent with his title, a material reduction in salary and perquisites, the relocation of the Company's principal office by 30 miles, if the Company asks him to perform any act which is illegal, including the commission of a crime or act of moral turpitude, or a material breach

of the CEO Agreement by the Company. Under the CEO Agreement, Cause includes conviction of crime involving moral turpitude, failure to perform his duties to the Company, engaging in activities which are directly competitive to or intentionally injurious to the Company, or any material breach of the CEO Agreement by Mr. Ghauri.

The above summary of the CEO Agreement is qualified in its entirety by reference to the full text of the CEO Agreement, a copy of which was filed as an exhibit to the Company's 10-KSB for the fiscal year ended June 30, 2007. The above summary of the First Amendment is qualified in its entirety by reference to the full text of the Amendment, a copy of which was filed as an exhibit to the Company's 10-KSB for the fiscal year ended June 30, 2008. The above summary of the Second Amendment is qualified in its entirety by reference to the full text of the Amendment, a copy of which was filed as an exhibit to the Company's 10-Q for the fiscal year ended December 31, 2009.

#### Employment Agreement with Naeem Ghauri

Effective January 1, 2007, the Company entered into an Employment Agreement with our President of NetSol Technologies Europe, Ltd. and Chief Executive Officer of EMEA, Naeem Ghauri (the "President EMEA Agreement"). The President EMEA Agreement was amended effective January 1, 2008 and again effective January 1, 2010. Pursuant to the Employment Agreement, as amended, the Company agreed to employ Mr. Ghauri as its President of the EMEA region from the date of the President EMEA Agreement through December 31, 2012. The term of employment automatically renews for 36 additional months unless notice of intent to terminate is received by either party at least 6 months prior to the end of the term. Under the President EMEA Agreement, Mr. Ghauri is entitled to an annualized base salary of \$250,000, 250,000 shares of common stock which are granted 25% on a quarterly basis following each 3 months of service, and is eligible for annual bonuses at the discretion of the Compensation Committee. A bonus of One Hundred Thirty Three Thousand Dollars (\$133,000) is payable upon achieving the minimum bonus benchmark of: company-wide revenue of \$30,000,000 for the fiscal year 2009-2010; and, earnings per share of \$0.05 (the "Minimum Bonus Benchmark"). An additional bonus may be earned if an "accelerator goal" is achieved. The bonus is accelerated to a total of Two Hundred Thousand Dollars (\$200,000) if revenue of \$33,000,000 is attained together with earnings per share of \$0.10.

In addition, Mr. Ghauri is entitled to participate in the Company's stock option plans, is entitled to two weeks of paid vacation per calendar year and is to receive a car allowance totaling \$2,000 per month for the term of the President EMEA Agreement. Finally, during the term of the President EMEA Agreement, the Company shall pay the amount of premiums or other costs incurred for the coverage of Mr. Ghauri, his spouse and dependent family members under the Company's health and related benefit plans.

The President EMEA Agreement also includes provisions respecting severance, non-solicitation, non-competition, and confidentiality obligations. Pursuant to the President EMEA Agreement, if he terminates his employment for Good Reason (as described below), or, is terminated prior to the end of the employment term by the Company other than for Cause (as described below) or death, he shall be entitled to all remaining salary from the termination date until 36 months thereafter, at the rate of salary in effect on the date of termination, immediate vesting of all options and, continuation of all health related plan benefits for a period of 36 months. He shall have no obligation to seek other employment and any income so earned shall not reduce the foregoing amounts. If he is terminated by the Company for Cause (as described below), or at the end of the employment term, he shall not be entitled to further compensation. Under the President EMEA Agreement, Good Reason includes the assignment of duties inconsistent with his title, a material reduction in salary and perquisites, the relocation of the Company's principal office by 30 miles, if the Company asks him to perform any act which is illegal, including the commission of a crime or act of moral turpitude, or a material breach of the President EMEA Agreement by the Company. Under the President EMEA Agreement, Cause includes conviction of crime involving moral turpitude, failure to perform his duties to the Company, engaging in activities which are directly competitive to or intentionally injurious to the Company, or any material breach of the President EMEA Agreement by Mr. Ghauri.

The above summary of the President EMEA Agreement is qualified in its entirety by reference to the full text of the President EMEA Agreement, a copy of which was filed as an exhibit to the Company's 10-KSB for the fiscal year ended June 30, 2007. The above summary of the Amendment is qualified in its entirety by reference to the full text of the Amendment, a copy of which was filed as an exhibit to the Company's 10-KSB for the fiscal year ended June 30, 2008. The above summary of the Second Amendment is qualified in its entirety by reference to the full text of the Amendment, a copy of which was filed as an exhibit to the Company's 10-Q for the fiscal year ended December 31, 2009.

Employment Agreement with Salim Ghauri

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Effective January 1, 2007, the Company entered into an Employment Agreement with our President of NetSol Technologies, Ltd., our wholly owned subsidiary in Lahore, Pakistan and Chief Executive Officer of the APAC Region, Mr. Salim Ghauri (the "President APAC Agreement"). The President APAC Agreement was amended effective January 1, 2008 and again January 1, 2010. Pursuant to the President APAC Agreement, as amended, the Company agreed to employ Mr. Ghauri as its President APAC and Chief Executive Officer of the Global Services Division from the date of the President APAC Agreement through December 31, 2012. The term of employment automatically renews for 36 additional months unless notice of intent to terminate is received by either party at least 6 months prior to the end of the term.

Under the President APAC Agreement, Mr. Ghauri is entitled to an annualized base salary of \$250,000 and is eligible for annual bonuses at the discretion of the Compensation Committee, 250,000 shares of common stock which are granted 25% on a quarterly basis following each 3 months of service, and is eligible for annual bonuses at the discretion of the Compensation Committee. A bonus of One Hundred Thirty Three Thousand Dollars (\$133,000) is payable upon achieving the minimum bonus benchmark of: company-wide revenue of \$30,000,000 for the fiscal year 2009-2010; and, earnings per share of \$0.05 (the "Minimum Bonus Benchmark"). An additional bonus may be earned if an "accelerator goal" is achieved. The bonus is accelerated to a total of Two Hundred Thousand Dollars (\$200,000) if revenue of \$33,000,000 is attained together with earnings per share of \$0.10.

The Company retained the right to increase the base compensation as it deems necessary. Mr. Ghauri agreed to a 20% decrease in his salary from April 1 to June 30, 2009. In addition, Mr. Ghauri is entitled to participate in the Company's stock option plans, is entitled to two weeks of paid vacation per calendar year. Finally, during the term of the President APAC Agreement, the Company shall pay the amount of premiums or other costs incurred for the coverage of Mr. Ghauri, his spouse and dependent family members under the Company's health and related benefit plans.

The President APAC Agreement also includes provisions respecting severance, non-solicitation, non-competition, and confidentiality obligations. Pursuant to the President APAC Agreement, if he terminates his employment for Good Reason (as described below), or, is terminated prior to the end of the employment term by the Company other than for Cause (as described below) or death, he shall be entitled to all remaining salary from the termination date until 36 months thereafter, at the rate of salary in effect on the date of termination, immediate vesting of all options and, continuation of all health related plan benefits for a period of 36 months. He shall have no obligation to seek other employment and any income so earned shall not reduce the foregoing amounts. If he is terminated by the Company for Cause (as described below), or at the end of the employment term, he shall not be entitled to further compensation. Under the President APAC Agreement, Good Reason includes the assignment of duties inconsistent with his title, a material reduction in salary and perquisites, the relocation of the Company's principal office by 30 miles, if the Company asks him to perform any act which is illegal, including the commission of a crime or act of moral turpitude, or a material breach of the President APAC Agreement by the Company. Under the President APAC Agreement, Cause includes conviction of crime involving moral turpitude, failure to perform his duties to the Company, engaging in activities which are directly competitive to or intentionally injurious to the Company, or any material breach of the President APAC Agreement by Mr. Ghauri.

The above summary of the President APAC Agreement is qualified in its entirety by reference to the full text of the President APAC Agreement, a copy of which was filed as an exhibit to the Company's 10-KSB for the fiscal year ended June 30, 2007. The above summary of the Amendment is qualified in its entirety by reference to the full text of the Amendment, a copy of which was filed as an exhibit hereto. The above summary of the Second Amendment is qualified in its entirety by reference to the full text of the Amendment, a copy of which was filed as an exhibit to the Company's 10-Q for the fiscal year ended December 31, 2009.

Employment Agreement with Boo-Ali Siddiqui

Effective April 1, 2010, the Company entered into an Employment Agreement with our Chief Financial Officer, Mr. Boo-Ali Siddiqui. Pursuant to the Employment Agreement between Ms. Siddiqui and the Company (the "CFO Agreement"), the Company agreed to employ Mr. Siddiqui as its CFO from the date of the CFO Agreement through March 31, 2011. According to the terms of the CFO Agreement, the term of the agreement automatically extends for an additional thirty day periods unless notice of intent to terminate is received by either party at least two weeks prior to the end of the term. Under the CFO Agreement, Mr. Siddiqui is entitled to an annualized base salary of \$84,000 and is eligible for annual bonuses at the discretion of the Chief Executive Officer. Mr. Siddiqui shall also receive a total of 50,000 shares of common stock to be granted in 25% tranches upon each completion of a quarter of service during the term of his CFO Agreement.



The CFO Agreement also includes provisions respecting severance, non-solicitation, non-competition, and confidentiality obligations. Pursuant to the CFO Agreement, if she terminates her employment for Good Reason (as described below), or, is terminated prior to the end of the employment term by the Company other than for Cause (as described below) or death, she shall be entitled to all remaining salary from the termination date until 2 months thereafter, at the rate of salary in effect on the date of termination, immediate vesting of all options and, continuation of all health related plan benefits for a period of 2 months. He shall have no obligation to seek other employment and any income so earned shall not reduce the foregoing amounts. If he is terminated by the Company for Cause (as described below), or at the end of the employment term, he shall not be entitled to further compensation. Under the CFO Agreement, Good Reason includes the assignment of duties inconsistent with his title, a material reduction in salary and perquisites, the relocation of the Company's principal office by 60 miles, if the Company asks him to perform any act which is illegal, including the commission of a crime or act of moral turpitude, or a material breach of the CFO Agreement by the Company. Under the CFO Agreement, Cause includes conviction of crime involving moral turpitude, failure to perform his duties to the Company, engaging in activities which are directly competitive to or intentionally injurious to the Company, or any material breach of the CFO Agreement by Mr. Siddiqui.

The above summary of the CFO Agreement is qualified in its entirety by reference to the full text of the CFO Agreement, a copy of which was filed as an exhibit to the Company's 10-Q for the quarter ended December 31, 2009.

#### Employment Agreement with Patti L. W. McGlasson

Effective May 1, 2006, the Company entered into an Employment Agreement with our Secretary and General Counsel, Ms. Patti L. W. McGlasson. Pursuant to the Employment Agreement between Ms. McGlasson and the Company (the "General Counsel Agreement"), the Company agreed to employ Ms. McGlasson as its Secretary and General Counsel from the date of the General Counsel Agreement through March 31, 2012. According to the terms of the General Counsel Agreement, the term of the agreement automatically extends for an additional one year periods unless notice of intent to terminate is received by either party at least 6 months prior to the end of the term. Under the General Counsel Agreement, Ms. McGlasson was entitled to an annualized base salary of \$130,000, 40,000 shares of common stock to be granted in 25% tranches after each quarter of service, and is eligible for annual bonuses at the discretion of the Chief Executive Officer. In addition, Ms. McGlasson is entitled to participate in the Company's stock option plans and, is entitled to four weeks of paid vacation per calendar year.

The General Counsel Agreement also includes provisions respecting severance, non-solicitation, non-competition, and confidentiality obligations. Pursuant to the General Counsel Agreement, if she terminates her employment for Good Reason (as described below), or, is terminated prior to the end of the employment term by the Company other than for Cause (as described below) or death, she shall be entitled to all remaining salary from the termination date until 12 months thereafter, at the rate of salary in effect on the date of termination, immediate vesting of all options and, continuation of all health related plan benefits for a period of 12 months. She shall have no obligation to seek other employment and any income so earned shall not reduce the foregoing amounts. If she is terminated by the Company for Cause (as described below), or at the end of the employment term, she shall not be entitled to further compensation. Under the General Counsel Agreement, Good Reason includes the assignment of duties inconsistent with her title, a material reduction in salary and perquisites, the relocation of the Company's principal office by 60 miles, if the Company asks her to perform any act which is illegal, including the commission of a crime or act of moral turpitude, or a material breach of the General Counsel Agreement by the Company. Under the General Counsel Agreement, Cause includes conviction of crime involving moral turpitude, failure to perform her duties to the Company, engaging in activities which are directly competitive to or intentionally injurious to the Company, or any material breach of the General Counsel Agreement by Ms. McGlasson.

The above summary of the General Counsel Agreement is qualified in its entirety by reference to the full text of the General Counsel Agreement, a copy of which was filed as an exhibit to the Company's 10-KSB for the fiscal year ended June 30, 2006 on September 27, 2006. The above summary is also qualified in its entirety by reference to the full text of the Amendment to the General Counsel Agreement, a copy of which was filed as an exhibit to the

Company's 10-Q for the quarter ended March 31, 2010.

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Outstanding Equity Awards at Fiscal Year-End

The following table shows grants of stock options and grants of unvested stock awards outstanding on June 30, 2011, the last day of our fiscal year, to each of the individuals named in the Summary Compensation Table.

NAME	NUMBER OF SECURITIES UNDERLYING OPTIONS (#) EXERCISABLE	NUMBER OF SECURITIES UNDERLYING OPTIONS (#) UNEXERCISABLE	OPTION EXERCISE PRICE (\$)	OPTION EXPIRATION DATE
Najeeb Ghauri	100,000	-	2.21	1/1/14
	100,000		3.75	1/1/14
	50,000		5.00	1/1/14
	20,000		2.64	3/26/14
	30,000		5.00	3/26/14
	374,227		1.94	4/1/15
	500,000		2.91	4/1/15
	167,214		1.83	6/2/16
	250,000		2.50	6/2/16
	550,000		0.65	2/12/19
Naeem Ghauri	100,000	-	2.21	1/2/14
	100,000		3.75	1/2/14
	50,000		5.00	1/2/14
	20,000		2.64	3/26/14
	30,000		5.00	3/26/14
	10,000		2.50	2/16/12
	374,227		1.94	4/1/15
	500,000		2.91	4/1/15
	217,214		1.83	6/2/16
	250,000		2.50	6/2/16
Salim Ghauri	525,000		0.65	2/12/19
	100,000	-	2.21	1/2/14
	100,000		3.75	1/2/14
	50,000		5.00	3/26/14
	20,000		2.64	3/26/14
	30,000		5.00	3/26/14
	20,000		2.50	2/16/12
	374,227		1.94	4/1/15
	500,000		2.91	4/1/15
	217,214		1.83	6/2/16
Boo-Ali Siddiqui	250,000		2.50	6/2/16
	325,000		0.65	2/12/19
	-	-	-	1/0/00
	-	-	-	
	-	-	-	
Patti L. W. McGlasson	10,000	-	3.00	1/1/14
	20,000		2.64	3/26/14
	30,000		5.00	3/26/14
	20,000		1.65	7/7/15
	20,000		2.25	7/7/15
	10,000		1.60	7/23/17



## Option Exercises and Stock Vested

Two officers exercised 200,000 options each at an exercise price of \$0.65 during the year. Options were granted in 2009.

## Pension Benefits

We do not have any qualified or non-qualified defined benefit plans.

## Potential Payments upon Termination or Change of Control

Generally, regardless of the manner in which a named executive officer's employment terminates, he is entitled to receive amounts earned during his term of employment. Such amounts include the portion of the executive's base salary that has accrued prior to any termination and not yet been paid and unused vacation pay.

In addition, we are required to make the additional payments and/or provide additional benefits to the individuals named in the Summary Compensation Table in the event of a termination of employment or a change of control, as set forth below.

## Change-in-Control Payments

## Najeeb Ghauri, Chairman and Chief Executive Officer

In the event that Mr. Ghauri is terminated as a result of a change in control (defined below), he is entitled to all payments due in the event of a termination for Cause or Good Reason and: (a) a onetime payment equal to the product of 2.99 and his salary during the preceding 12 months; (b) a one-time payment equal to the higher of (i) Executive's bonus for the previous year and (ii) one percent of the Company's consolidated gross revenues for the previous twelve (12) months; and, at the election of the Executive, (c) a one-time cash payment equal to the cash value of all shares eligible for exercise upon the exercise of Executive's Options then currently outstanding and exercisable as if they had been exercised in full (the "Change of Control Termination Payment"). In the event Executive elects to receive the cash value of the shares underlying Executive's options, he shall so notify the Company of his intent.

The following table summarizes the potential payments to Mr. Ghauri assuming his employment with us was terminated or a change of control occurred on June 30, 2011, the last day of our most recently completed fiscal year.

BENEFITS AND PAYMENTS	CHANGE OF CONTROL	TERMINATION UPON DEATH OR DISABILITY	TERMINATION
			BY US WITHOUT CAUSE OR BY EXECUTIVE FOR GOOD REASON
Base Salary	\$ 1,125,000	\$ -	\$ 1,125,000
Bonus	-		
Salary Multiple Pay-out	1,121,250		
Bonus or Revenue One-time Pay-Out	365,476		
Net Cash Value of Options	4,518,302		
<b>Total</b>	<b>\$ 7,130,028</b>	<b>\$ -</b>	<b>\$ 1,125,000</b>



Naeem Ghauri, President, Americas Europe Region

In the event that Mr. Ghauri is terminated as a result of a change in control (defined below), he is entitled to all payments due in the event of a termination for Cause or Good Reason and: (a) a onetime payment equal to the product of 2.99 and his salary during the preceding 12 months; (b) a one-time payment equal to the higher of (i) Executive's bonus for the previous year and (ii) one percent of the Company's consolidated gross revenues for the previous twelve (12) months; and, at the election of the Executive, (c) a one-time cash payment equal to the cash value of all shares eligible for exercise upon the exercise of Executive's Options then currently outstanding and exercisable as if they had been exercised in full (the "Change of Control Termination Payment"). In the event Executive elects to receive the cash value of the shares underlying Executive's options, he shall so notify the Company of his intent.

The following table summarizes the potential payments to Mr. Ghauri assuming his employment with us was terminated or a change of control occurred on June 30, 2011, the last day of our most recently completed fiscal year.

BENEFITS AND PAYMENTS	CHANGE OF CONTROL	TERMINATION UPON DEATH OR DISABILITY	TERMINATION BY US WITHOUT CAUSE OR BY EXECUTIVE FOR GOOD REASON
Base Salary	\$ 750,000	\$ -	\$ 750,000
Bonus	-		
Salary Multiple Pay-out	747,500		
Bonus or Revenue One-time Pay-Out	365,476		
Net Cash Value of Options	4,618,552		
Total	\$ 6,481,528	\$ -	\$ 750,000

Salim Ghauri, President, Asia Pacific Region

In the event that Mr. Ghauri is terminated as a result of a change in control (defined below), he is entitled to all payments due in the event of a termination for Cause or Good Reason and: (a) a onetime payment equal to the product of 2.99 and his salary during the preceding 12 months; (b) a one-time payment equal to the higher of (i) Executive's bonus for the previous year and (ii) one percent of the Company's consolidated gross revenues for the previous twelve (12) months; and, at the election of the Executive, (c) a one-time cash payment equal to the cash value of all shares eligible for exercise upon the exercise of Executive's Options then currently outstanding and exercisable as if they had been exercised in full (the "Change of Control Termination Payment"). In the event Executive elects to receive the cash value of the shares underlying Executive's options, he shall so notify the Company of his intent.

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The following table summarizes the potential payments to Mr. Ghauri assuming his employment with us was terminated or a change of control occurred on June 30, 2011, the last day of our most recently completed fiscal year.

BENEFITS AND PAYMENTS	CHANGE OF CONTROL	TERMINATION UPON DEATH OR DISABILITY	TERMINATION BY US WITHOUT CAUSE OR BY EXECUTIVE FOR GOOD REASON
Base Salary	\$ 750,000	\$ -	\$ 750,000
Bonus	-		
Salary Multiple Pay-out	747,500		
Bonus or Revenue One-time Pay-Out	365,476		
Net Cash Value of Options	4,513,552		
<b>Total</b>	<b>\$ 6,376,528</b>	<b>\$ -</b>	<b>\$ 750,000</b>

Boo-Ali Siddiqui, Chief Financial Officer

In the event that Mr. Siddiqui is terminated as a result of a change in control (defined below), he is entitled to all payments due in the event of a termination for Cause or Good Reason and: (a) a onetime payment equal to the product of 2.99 and his salary during the preceding 6 months; (b) a one-time payment equal to the higher of (i) Executive's bonus for the previous year and (ii) one-half of one percent of the Company's consolidated gross revenues for the previous six (6) months (the "Change of Control Termination Payment").

The following table summarizes the potential payments to Mr. Siddiqui assuming his employment with us was terminated or a change of control occurred on June 30, 2011, the last day of our most recently completed fiscal year.

BENEFITS AND PAYMENTS	CHANGE OF CONTROL	TERMINATION UPON DEATH OR DISABILITY	TERMINATION BY US WITHOUT CAUSE OR BY EXECUTIVE FOR GOOD REASON
Base Salary	\$ 42,000	\$ -	\$ 14,000
Bonus	-		
Salary Multiple Pay-out	125,580		
Bonus or Revenue One-time Pay-Out	88,596		
Net Cash Value of Options	-		
<b>Total</b>	<b>\$ 256,176</b>	<b>\$ -</b>	<b>\$ 14,000</b>



Patti L. W. McGlasson, Secretary and General Counsel

In the event that Ms. McGlasson is terminated as a result of a change in control (defined below), she is entitled to all payments due in the event of a termination for Cause or Good Reason and: (a) a onetime payment equal to the product of 2.99 and her salary during the preceding 12 months; (b) a one-time payment equal to the higher of (i) Executive's bonus for the previous year and (ii) one-half of one percent of the Company's consolidated gross revenues for the previous twelve (12) months; and, at the election of the Executive, (c) a one-time cash payment equal to the cash value of all shares eligible for exercise upon the exercise of Executive's Options then currently outstanding and exercisable as if they had been exercised in full (the "Change of Control Termination Payment"). In the event Executive elects to receive the cash value of the shares underlying Executive's options, she shall so notify the Company of her intent.

The following table summarizes the potential payments to Ms. McGlasson assuming her employment with us was terminated or a change of control occurred on June 30, 2011, the last day of our most recently completed fiscal year.

BENEFITS AND PAYMENTS	CHANGE OF CONTROL	TERMINATION UPON DEATH OR DISABILITY	TERMINATION
			BY US WITHOUT CAUSE OR BY EXECUTIVE FOR GOOD REASON
Base Salary	\$ 130,000	\$ -	\$ 130,000
Bonus	-		
Salary Multiple Pay-out	390,195		
Bonus or Revenue One-time Pay-Out	182,738		
Net Cash Value of Options	326,800		
<b>Total</b>	<b>\$ 1,029,733</b>	<b>\$ -</b>	<b>\$ 130,000</b>

#### Director Compensation

#### Director Compensation Table

The following table sets forth a summary of the compensation earned by our Directors and/or paid to certain of our Directors pursuant to the Company's compensation policies for the fiscal year ended June 30, 2011, other than Najeeb Ghauri, Naeem Ghauri and Salim Ghauri who are executives and directors.

NAME	FEES EARNED OR PAID		SHARES AWARDS	TOTAL
	IN CASH (\$)			
Eugen Beckert	25,000		67,225	92,225
Shahid Javed Burki	31,000		67,225	98,225
Mark Caton	28,000		67,225	95,225
Alexander Shakow	18,000		67,225	85,225

(1)

During the fiscal year ended June 30, 2011, 22,500 shares were issued and 20,000 shares were accrued to be issued valuing \$67,225 to each independent director.

## Director Compensation Policy

Messrs. Ghauri are not paid any fees or other compensation for services as members of our Board of Directors.

The non-employee members of our Board of Directors received as compensation for services as directors as well as reimbursement for documented reasonable expenses incurred in connection with attendance at meetings of our Board of Directors and the committees thereof. The Company paid the following amounts to members of the Board of Directors for the activities shown during the fiscal year ended June 30, 2011.

BOARD ACTIVITY	CASH PAYMENTS
Board Member Fee	\$ 48,000
Committee Membership	\$ 18,000
Chairperson for Audit Committee	\$ 15,000
Chairperson for Compensation Committee	\$ 12,000
Chairperson for Nominating and Corporate Governance Committee	\$ 9,000

Members of our Board of Directors are also eligible to receive stock option or stock award grants both upon joining the Board of Directors and on an annual basis in line with recommendations by the Compensation Committee, which grants are non-qualified stock options under our Employee Stock Option Plans. Further, from time to time, the non-employee members of the Board of Directors are eligible to receive stock grants that may be granted if and only if approved by the shareholders of the Company.

## Compensation Committee Interlocks and Insider Participation

The current members of the Compensation Committee are Messrs. Caton (Chairman), Mr. Beckert, Mr. Burki and Mr. Shakow. During the fiscal year ended June 30, 2011, the Chairman of the Compensation Committee was Mr. Caton. There were no other members of the committee during the fiscal year ended June 30, 2011. All current members of the Compensation Committee are "independent directors" as defined under the NASDAQ Listing Rules. None of these individuals were at any time during the fiscal year ended June 30, 2011, or at any other time, an officer or employee of the Company.

No executive officer of the Company serves as a member of the board of directors or compensation committee of any entity that has one or more executive officers serving as a member of the Company's Board of Directors or Compensation Committee.

## Employee Stock Option Plans

The 2001 plan authorizes the issuance of up to 2,000,000 options to purchase common stock of which 2,000,000 have been granted. The grant prices range between \$.75 and \$2.50.

The 2002 plan authorizes the issuance of up to 2,000,000 options to purchase common stock of which 2,000,000 options have been granted. The grant prices range between \$.75 and \$5.00.

In March 2004, our shareholders approved the 2003 stock option plan. This plan authorizes up to 2,000,000 options to purchase common stock of which 1,948,741 have been granted. The grant prices range between \$0.65 and \$5.00.

In March 2005, our shareholders approved the 2004 stock option plan. This plan authorizes up to 5,000,000 options to purchase common stock of which 4,938,246 have been granted. The grant prices range between \$1.25 and \$3.00.

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In April 2006, our shareholders approved the 2005 stock option plan. This plan authorizes up to 5,000,000 options to purchase common stock of which 4,625,000 have been granted. The grant prices range between \$0.65 and \$2.55.

In June 2008, our shareholders approved the 2008 Equity incentive plan. This plan authorizes up to 1,000,000 grants and/or options of common stock of which 917,000 have been granted. The grant prices range between \$0.32 and \$2.32.

In May 2011, our shareholders approved the 2011 Equity incentive plan. This plan authorizes up to 5,000,000

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grants and/or options of common stock of which nothing yet has been granted.

### ITEM 12- SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

The following table sets forth certain information regarding the beneficial ownership of the Company's Common Stock, its only class of outstanding voting securities as of September 13, 2011, by (i) each person who is known to the Company to own beneficially more than 5% of the outstanding common Stock with the address of each such person, (ii) each of the Company's present directors and officers, and (iii) all officers and directors as a group:

		Percentage	
Najeeb Ghauri (3)	4,302,823	7.67	%
Naeem Ghauri (3)	3,457,528	6.16	%
Salim Ghauri (3)	3,356,616	5.99	%
Eugen Beckert (3)	308,900	*	
Shahid Javed Burki (3)	292,000	*	
Mark Caton (3)	92,700	*	
Alexander Shakow (3)	85,273	*	
Patti McGlasson (3)	195,500	*	
Boo-Ali Siddiqui (3)	70,000	*	
Newland Capital Management LLC (5)	3,967,868	7.08	%
All officers and directors as a group (nine persons)	12,161,340	21.67	%

\* Less than one percent

(1) Except as otherwise indicated, the Company believes that the beneficial owners of the common stock listed below, based on information furnished by such owners, have sole investment and voting power with respect to such shares, subject to community property laws where applicable. Beneficial ownership is determined in accordance with the rules of the Securities and Exchange Commission and generally includes voting or investment power with respect to securities.

(2) Beneficial ownership is determined in accordance with the rules of the Commission and generally includes voting or investment power with respect to securities. Shares of common stock relating to options currently exercisable or exercisable within 60 days of September 13, 2011, are deemed outstanding for computing the percentage of the person holding such securities but are not deemed outstanding for computing the percentage of any other person. Except as indicated by footnote, and subject to community property laws where applicable, the persons named in the table above have sole voting and investment power with respect to all shares shown as beneficially owned by them. Includes shares issuable upon exercise of options exercisable within 60 days, as follows: Mr. Najeeb Ghauri, 2,274,277; Mr. Naeem Ghauri, 2,309,377; Mr. Salim Ghauri, 1,945,191; Mr. Eugen Beckert, 135,000; Mr. Shahid Burki, 150,000; and Ms. Patti McGlasson, 110,000.

(3) Address c/o NetSol Technologies, Inc. at 23901 Calabasas Road, Suite 2072, Calabasas, CA 91302.

(4) Shares issued and outstanding as of September 13, 2011 were 56,076,355.

(5) Pursuant to a form 13G/A filed on February 11, 2011 and relying upon the authenticity of the information contained therein, the following persons have shared voting power over 3,967,868 shares of common stock of the Company: Newland Capital Management, LLC (as to 3,967,868 shares), Newland Master Fund, Ltd. (as to 3,967,868), Ken Brodkowitz (as to 3,967,868 shares) and Michael Vermut (as to 4,001,768 shares). Newland Capital Management, LLC, Ken Brodkowitz and Michael Vermut with addresses c/o Newland Capital Management LLC, 350 Madison Avenue, 11th Floor, New York, New York, 10017; Newland Master Fund, Ltd., address is c/o Goldman Sachs (CAYMAN) Trust, Limited, P.O. Box 896, Gardenia Court, Suite 3307, 45 Market St., Camana Bay, Cayman Islands KY1-1103.

ITEM 13 CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS.

In July 2011, the board approved compensation for service on the Audit, Compensation and Nominating and Corporate Governance Committees. This compensation is discussed in the sections entitled "Directors' Compensation" beginning on page 50.

ITEM 14 PRINCIPAL ACCOUNTANT FEES AND SERVICES

Audit Fees

Kabani & Co. audited the Company's financial statements for the fiscal years ended June 30, 2011 and June 30, 2010. The aggregate fees billed by Kabani & Co. for the annual audit and review of financial statements included in the Company's Form 10 or services that are normally provided by Kabani & Company that are normally provided by the accountant in connection with statutory and regulatory filings or engagements for the year ended June 30, 2011 was \$182,744 and for the year ended June 30, 2010 was \$165,000.

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## Tax Fees

Tax fees for fiscal year 2011 were \$15,000 and consisted of the preparation of the Company's federal and state tax returns for the fiscal years 2010. Tax fees for fiscal year 2010 were \$15,000 and consisted of the preparation of the Company's federal and state tax returns for the fiscal year 2009.

## All Other Fees

There were no other fees billed by Kabani & Co. or services rendered to NetSol during the fiscal years ended June 30, 2011 and 2010, other than as described above.

## Pre-Approval Procedures

The Audit Committee and the Board of Directors are responsible for the engagement of the independent auditors and for approving, in advance, all auditing services and permitted non-audit services to be provided by the independent auditors. The Audit Committee maintains a policy for the engagement of the independent auditors that is intended to maintain the independent auditor's independence from NetSol. In adopting the policy, the Audit Committee considered the various services that the independent auditors have historically performed or may be needed to perform in the future. The policy, which is to be reviewed and re-adopted at least annually by the Audit Committee:

- (i) Approves the performance by the independent auditors of certain types of service (principally audit-related and tax), subject to restrictions in some cases, based on the Committee's determination that this would not be likely to impair the independent auditors' independence from NetSol;
- (ii) Requires that management obtain the specific prior approval of the Audit Committee for each engagement of the independent auditors to perform other types of permitted services; and,
- (iii) Prohibits the performance by the independent auditors of certain types of services due to the likelihood that their independence would be impaired.

Any approval required under the policy must be given by the Audit Committee, by the Chairman of the Committee in office at the time, or by any other Committee member to whom the Committee has delegated that authority. The Audit Committee does not delegate its responsibilities to approve services performed by the independent auditors to any member of management.

The standard applied by the Audit Committee in determining whether to grant approval of an engagement of the independent auditors is whether the services to be performed, the compensation to be paid therefore and other related factors are consistent with the independent auditors' independence under guidelines of the Securities and Exchange Commission and applicable professional standards. Relevant considerations include, but are not limited to, whether the work product is likely to be subject to, or implicated in, audit procedures during the audit of NetSol's financial statements; whether the independent auditors would be functioning in the role of management or in an advocacy role; whether performance of the service by the independent auditors would enhance NetSol's ability to manage or control risk or improve audit quality; whether performance of the service by the independent auditors would increase efficiency because of their familiarity with NetSol's business, personnel, culture, systems, risk profile and other factors; and whether the amount of fees involved, or the proportion of the total fees payable to the independent auditors in the period that is for tax and other non-audit services, would tend to reduce the independent auditors' ability to exercise independent judgment in performing the audit.





PART IV

ITEM 15 - EXHIBITS AND REPORTS ON FORM 8-K

(a) Exhibits

- 3.1 Articles of Incorporation of Mirage Holdings, Inc., a Nevada corporation, dated March 18, 1997, incorporated by reference as Exhibit 3.1 to NetSol's Registration Statement No. 333-28861 filed on Form SB-2 filed June 10, 1997.\*
- 3.2 Amendment to Articles of Incorporation dated May 21, 1999, incorporated by reference as Exhibit 3.2 to NetSol's Annual Report for the fiscal year ended June 30, 1999 on Form 10K-SB filed September 28, 1999.\*
- 3.3 Amendment to the Articles of Incorporation of NetSol International, Inc. dated March 20, 2002 incorporated by reference as Exhibit 3.3 to NetSol's Annual Report on Form 10-KSB/A filed on February 2, 2001.\*
- 3.4 Amendment to the Articles of Incorporation of NetSol Technologies, Inc. dated August 20, 2003 filed as Exhibit A to NetSol's Definitive Proxy Statement filed June 27, 2003.\*
- 3.5 Amendment to the Articles of Incorporation of NetSol Technologies, Inc. dated March 14, 2005 filed as Exhibit 3.0 to NetSol's quarterly report filed on Form 10-QSB for the period ended March 31, 2005.\*
- 3.6 Amendment to the Articles of Incorporation dated October 18, 2006 filed as Exhibit 3.5 to NetSol's Annual Report for the fiscal year ended June 30, 2007 on Form 10-KSB.\*
- 3.7 Amendment to Articles of Incorporation dated May 12, 2008 (1)\*
- 3.8 Bylaws of Mirage Holdings, Inc., as amended and restated as of November 28, 2000 incorporated by reference as Exhibit 3.3 to NetSol's Annual Report for the fiscal year ending in June 30, 2000 on Form 10K-SB/A filed on February 2, 2001.\*
- 3.9 Amendment to the Bylaws of NetSol Technologies, Inc. dated February 16, 2002 incorporated by reference as Exhibit 3.5 to NetSol's Registration Statement filed on Form S-8 filed on March 27, 2002.\*
- 4.1 Form of Common Stock Certificate\*
- 4.2 Form of Warrant\*.
- 4.3 Form of Series A 7% Cumulative Preferred Stock filed as Annex E to NetSol's Definitive Proxy Statement filed September 18, 2006\*.
- 10.1 Lease Agreement for Calabasas executive offices dated December 3, 2003 incorporated by reference as Exhibit 99.1 to NetSol's Current Report filed on Form 8-K filed on December 24, 2003.\*
- 10.2 Company Stock Option Plan dated May 18, 1999 incorporated by reference as Exhibit 10.2 to the Company's Annual Report for the Fiscal Year Ended June 30, 1999 on Form 10K-SB filed September 28, 1999.\*
- 10.3 Company Stock Option Plan dated April 1, 1997 incorporated by reference as Exhibit 10.5 to NetSol's Registration Statement No. 333-28861 on Form SB-2 filed June 10, 1997\*
- 10.4 Company 2003 Incentive and Nonstatutory incorporated by reference as Exhibit 99.1 to NetSol's Definitive Proxy Statement filed February 6, 2004.\*
- 10.5 Company 2001 Stock Options Plan dated March 27, 2002 incorporated by reference as Exhibit 5.1 to NetSol's Registration Statement on Form S-8 filed on March 27, 2002.\*
- 10.6 Company 2008 Equity Incentive Plan incorporated by reference as Annex A to NetSol's Definitive Proxy Statement filed May 28, 2008.\*
- 10.6 Frame Agreement by and between DaimlerChrysler Services AG and NetSol Technologies dated June 4, 2004 incorporated by reference as Exhibit 10.13 to NetSol's Annual Report for the year ended June 30, 2005 on Form 10-KSB filed on September 15, 2005.\*
- 10.7 Share Purchase Agreement dated as of January 19, 2005 by and between the Company and the shareholders of CQ Systems Ltd. incorporated by reference as Exhibit 2.1 to NetSol's Current Report filed on form 8-K on January 25, 2005.\*
- 10.8

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Stock Purchase Agreement dated May 6, 2006 by and between the Company, McCue Systems, Inc. and the shareholders of McCue Systems, Inc. incorporated by reference as Exhibit 2.1 to NetSol's Current Report filed on form 8-K on May 8, 2006.\*

- 10.9 Employment Agreement by and between NetSol Technologies, Inc. and Patti L. W. McGlasson dated May 1, 2006 incorporated by reference as Exhibit 10.20 to NetSol's Annual Report on form 10-KSB dated September 18, 2006.\*
- 10.11. Employment Agreement by and between the Company and Najeeb Ghauri dated January 1, 2007 filed as Exhibit 10.11 to the Company's Annual Report filed on Form 10-KSB for the year ended June 30, 2007.\*
- 10.12 Employment Agreement by and between the Company and Naeem Ghauri dated January 1, 2007 filed as Exhibit 10.11 to the Company's Annual Report filed on Form 10-KSB for the year ended June 30, 2007.\*
- 10.13 Employment Agreement by and between the Company and Salim Ghauri dated January 1, 2007 filed as Exhibit 10.11 to the Company's Annual Report filed on Form 10-KSB for the year ended June 30, 2007.\*
- 10.14 Employment Agreement by and between the Company and Tina Gilger dated August 1, 2007 filed as Exhibit 10.11 to the Company's Annual Report filed on Form 10-KSB for the year ended June 30, 2007.\*
- 10.15 Amendment to Employment Agreement by and between Company and Najeeb Ghauri dated effective January 1, 2007.\*

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- 10.16 Amendment to Employment Agreement by and between Company and Naeem Ghauri dated effective January 1, 2007. \*
- 10.17 Amendment to Employment Agreement by and between Company and Salim Ghauri dated effective January 1,\*
- 10.18 Lease Agreement by and between McCue Systems, Inc. and Sea Breeze 1 Venture dated April 29, 2003\*.
- 10.19 Amendment to Lease Agreement by and between McCue Systems, Inc. and Sea Breeze 1 Venture dated June 25, 2007 filed as Exhibit 10.19 to the Company's Annual Report filed on Form 10-KSB for the year ended June 30, 2007. \*
- 10.20 Lease Agreement by and between NetSol Pvt Limited and Civic Centres Company (PVT) Limited dated May 28, 2001 incorporated by this reference as Exhibit 10.23 to NetSol's Annual Report on form 10-KSB dated September 18, 2006.\*
- 10.21 Lease Agreement by and between NetSol Pvt Limited and Mrs. Rameeza Zobairi dated December 5, 2005 incorporated by this reference as Exhibit 10.24 to NetSol's Annual Report on form 10-KSB dated September 18, 2006.\*
- 10.22 Lease Agreement by and between NetSol Pvt Limited and Mr. Nisar Ahmed dated May 4, 2006 incorporated by this reference as Exhibit 10.25 to NetSol's Annual Report on form 10-KSB dated September 18, 2006.\*
- 10.23 Lease Agreement by and between NetSol Technologies, Ltd. and Argyll Business Centres Limited dated April 28, 2006 incorporated by this reference as Exhibit 10. 26 to NetSol's Annual Report on form 10-KSB dated September 18, 2006.\*
- 10.24 Tenancy Agreement by and between NetSol Technologies, Ltd. and Beijing Lucky Goldstar Building Development Co. Ltd. dated June 26, 2007 filed as Exhibit 10.21 to the Company's Annual Report filed on Form 10-KSB for the year ended June 30, 2007.\*
- 10.25 Company 2005 Stock Option Plan incorporated by reference as Exhibit 99.1 to NetSol's Definitive Proxy Statement filed on March 3, 2006.\*
- 10.26 Company 2004 Stock Option Plan incorporated by reference as Exhibit 99.1 to NetSol's Definitive Proxy Statement filed on February 7, 2005.\*
- 10.27 Working area sublease by and between NetSol Technologies, Ltd. and Toyota Leasing (Thailand) Co. Ltd., dated June 21, 2007 filed as Exhibit 10.24 to the Company's Annual Report filed on Form 10-KSB for the year ended June 30, 2007.\*
- 10.28 Lease Agreement by and between NetSol Technologies, Inc. and NetSol Technologies North America, Inc. and NOP Watergate LLC dated April 3, 2008.\*
- 10.29 Lease Amendment Number Three by and between NetSol Technologies, Inc. and Century National Properties, Inc. dated December 12, 2007. \*
- 10.30 Rent Agreement by and between Mr. Tahir Mehmood Khan and NetSol Technologies Ltd. Dated January 21, 2008. \*
- 10.31 Amendment to Employment Agreement by and between Company and Najeeb Ghauri dated effective January 1, 2010. \*
- 10.32 Amendment to Employment Agreement by and between Company and Naeem Ghauri dated effective January 1, 2010.\*
- 10.33 Amendment to Employment Agreement by and between Company and Salim Ghauri dated effective January 1, 2010.\*
- 10.34 Lease Amendment No. 4 by and between NetSol Technologies, Inc. and Century National Properties, Inc. dated October 7, 2009.\*
- 10.35 Office Lease by and between NetSol Technologies North America, Inc. and Legacy Partners I Alameda Mariner Loop, LLC dated November 27, 2009.\*
- 10.36 Amendment to Employment Agreement by and between Company and Patti L. W. McGlasson dated effective April 1, 2010.\*
- 10.37 Employment Agreement by and between Company and Boo-Ali Siddiqui dated effective April 1, 2010.\*

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- 10.38 Convertible Note and Warrant Purchase Agreement between NetSol Technologies, Inc. and Purchasers dated September 13, 2011.(1)
- 10.39 Investor Rights Agreement by and between NetSol Technologies, Inc. and Purchasers dated September 13, 2011.(1)
- 10.40 Common Stock Purchase Warrant Agreement between NetSol Technologies, Inc. and Solomon Strategic Holdings, Inc. (1)
- 10.41 Common Stock Purchase Warrant Agreement between NetSol Technologies, Inc. and Tail Wind Fund Ltd.(1)
- 10.42 Convertible Note dated September 13, 2011 by and between NetSol Technologies, Inc. and Solomon Strategic Holdings, Inc. (1)
- 10.43 Convertible Note dated September 13, 2011 by and between NetSol Technologies, Inc. and Tail Wind Fund.(1)

- 21.1 A list of all subsidiaries of the Company(1)
- 23.1 Consent of Kabani & Company(1)
- 31.1 Certification pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 (CEO) (1)
- 31.2 Certification pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 (CFO) (1)
- 32.1 Certification pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (CEO)(1)
- 32.2 Certification pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley act of 2002 (CFO)(1)

\*Previously Filed

(1) Filed Herewith

SIGNATURES

In accordance with Section 13 or 15 (d) of the Exchange Act, the Registrant caused this amended report to be signed on its behalf by the undersigned, thereunto duly authorized.

NetSol Technologies, Inc.

Date: September 16, 2011

BY: /S/ NAJEEB GHAURI

Najeeb Ghauri  
Chief Executive Officer

Date: September 16, 2011

BY: /S/ Boo-Ali Siddiqui

Boo-Ali Siddiqui  
Chief Financial Officer  
Principal Accounting Officer

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In accordance with the Exchange Act, this report has been signed below by the following persons on behalf of the Registrant and in the capacities and on the dates indicated.

Date: September 16, 2011

BY: /S/ NAJEEB U. GHAURI  
Najeeb U. Ghauri  
Chief Executive Officer  
Director, Chairman

Date: September 16, 2011

BY: /S/BOO-ALI SIDDIQUI  
Boo-Ali Siddiqui  
Chief Financial Officer  
Principal Accounting Officer

Date: September 16, 2011

BY: /S/ SALIM GHAURI  
Salim Ghauri  
President, APAC  
Director

Date: September 16, 2011

BY: /S/ NAEEM GHAURI  
Naeem Ghauri  
President, EMEA  
Director

Date: September 16, 2011

BY: /S/ EUGEN BECKERT  
Eugen Beckert  
Director

Date: September 16, 2011

BY: /S/ SHAHID JAVED BURKI  
Shahid Javed Burki  
Director

Date: September 16, 2011

BY: /S/ MARK CATON  
Mark Caton  
Director

Date: September 16, 2011

BY: /S/ ALEXANDER SHAKOW  
Alexander Shakow  
Director

NETSOL TECHNOLOGIES, INC. AND SUBSIDIARIES  
INDEX TO CONSOLIDATED FINANCIAL STATEMENTS

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REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

Board of Directors  
NetSol Technologies, Inc. and subsidiaries  
Calabasas, California

We have audited the accompanying consolidated balance sheets of NetSol Technologies, Inc. and subsidiaries (The "Company") as of June 30, 2011 and 2010, and the related consolidated statements of operations and comprehensive losses, equity and cash flows for each of years in the two-year period then ended. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these consolidated financial statements based on our audits.

We conducted our audits of these statements in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement. The company is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. Our audit included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the company's internal control over financial reporting. Accordingly, we express no such opinion. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the consolidated financial position of NetSol Technologies, Inc. and subsidiaries as of June 30, 2011 and 2010 and the results of its consolidated operations and comprehensive loss, equity and cash flows for each of years in the two-year period then ended in conformity with accounting principles generally accepted in the United States of America.

Los Angeles, CA  
September 16, 2011

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## NETSOL TECHNOLOGIES, INC. AND SUBSIDIARIES

## Consolidated Balance Sheets

As of June 30, 2011 and 2010

ASSETS	2011	2010
Current assets:		
Cash and cash equivalents	\$4,172,802	\$4,075,546
Restricted Cash	5,700,000	5,700,000
Accounts receivable, net	15,062,503	12,280,331
Revenues in excess of billings	7,601,230	9,477,278
Other current assets	2,053,904	1,821,661
Total current assets	34,590,439	33,354,816
Investment under equity method	-	200,506
Property and equipment, net	16,014,461	9,472,917
Intangibles:		
Product licenses, renewals, enhancements, copyrights, trademarks, and tradenames, net	25,437,479	19,002,081
Customer lists, net	164,715	666,575
Goodwill	9,439,285	9,439,285
Total intangibles	35,041,480	29,107,941
Total assets	\$85,646,380	\$72,136,180
LIABILITIES AND EQUITY		
Current liabilities:		
Accounts payable and accrued expenses	\$4,730,027	\$4,937,987
Due to officers	-	10,911
Current portion of loans and obligations under capitalized leases	7,062,535	7,285,773
Other payables - acquisitions	103,226	103,226
Unearned revenues	2,653,460	2,545,314
Convertible notes payable , current portion	2,745,524	3,017,096
Loans payable, bank	2,319,378	2,327,476
Common stock to be issued	400,700	239,525
Total current liabilities	20,014,850	20,467,308
Obligations under capitalized leases, less current maturities	285,472	204,620
Convertible notes payable less current maturities	-	4,066,109
Long term loans; less current maturities	434,884	727,336
Lease abandonment liability; long term	-	867,583
Total liabilities	20,735,206	26,332,956
Commitments and contingencies		
Equity:		
Common stock, \$.001 par value; 95,000,000 shares authorized; 55,531,855 & 37,103,396 issued and outstanding as of June 30, 2011 and 2010	55,532	37,104
Additional paid-in-capital	97,886,492	86,002,648
Treasury stock	(396,008 )	(396,008 )
Accumulated deficit	(34,130,944)	(39,859,030)
Stock subscription receivable	(2,198,460 )	(2,007,960 )
Other comprehensive loss	(8,805,922 )	(8,396,086 )
Total NetSol shareholders' equity	52,410,690	35,380,668

Non-controlling interest	12,500,484	10,422,557
Total equity	64,911,174	45,803,224
Total liabilities and equity	\$85,646,380	\$72,136,180

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## NETSOL TECHNOLOGIES, INC. AND SUBSIDIARIES

## Consolidated Statements of Operations and Comprehensive Income (Loss)

As of June 30, 2011 and 2010

	2011	2010
Net Revenues:		
License fees	\$ 11,284,472	\$ 14,157,107
Maintenance fees	7,488,387	7,047,936
Services	17,774,715	15,574,853
Total revenues	36,547,575	36,779,897
Cost of revenues:		
Salaries and consultants	8,716,495	8,164,147
Travel	1,044,767	843,626
Repairs and maintenance	307,115	256,997
Insurance	126,584	140,496
Depreciation and amortization	3,108,286	2,298,092
Other	1,500,880	2,163,689
Total cost of revenues	14,804,127	13,867,048
Gross profit	21,743,448	22,912,849
Operating expenses:		
Selling and marketing	3,016,402	2,222,841
Depreciation and amortization	1,180,226	1,609,854
Bad debt expense	367,064	442,804
Salaries and wages	3,347,896	3,026,275
Professional services, including non-cash compensation	806,212	900,125
Lease abandonment charges	(858,969 )	867,583
General and administrative	3,719,797	4,115,658
Total operating expenses	11,578,627	13,185,141
Income from operations	10,164,821	9,727,709
Other income and (expenses)		
Loss on sale of assets	(21,461 )	(224,741 )
Interest expense	(863,707 )	(1,478,474 )
Interest income	154,856	261,296
Gain (loss) on foreign currency exchange transactions	1,115,647	(66,919 )
Share of net loss from equity investment	(220,506 )	(67,494 )
Beneficial conversion feature	(453,989 )	(1,867,787 )
Other (expense) income	(52,149 )	56,571