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NETSOL TECHNOLOGIES INC

Form 8-K/A

July 14, 2005

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 20549

FORM 8-K/A

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934  
-----

Date of Report (Date of earliest event reported): July 14, 2005  
(January 19, 2005)

Commission file number: 0-22773

NETSOL TECHNOLOGIES, INC.

(Exact name of small business issuer as specified in its charter)

NEVADA  
(State or other Jurisdiction of  
Incorporation or Organization)

95-4627685  
(I.R.S. Employer NO.)

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

(818) 222-9195 / (818) 222-9197  
(Issuer's telephone/facsimile numbers, including area code)

Item 1.01. Entry into a Material Definitive Agreement.

On January 19, 2005, NetSol Technologies, Inc., a Nevada corporation (the "Company") entered into a Share Purchase Agreement whereby the Company agreed to acquire 100% of the issued and outstanding shares of CQ Systems Ltd., a company organized under the laws of England and Wales ("CQ") (the "Share Purchase Agreement"). Prior to the execution of the Share Purchase Agreement, there was no relationship between the Company and any of the parties to the Share Purchase Agreement. On March 1, 2005, the Company filed an amended current report on form 8-K including the financial statements of CQ and certain pro forma financial statements. On June 9, 2005, the Company filed and amended current report on form 8-k to remove the reference to the CQ Systems Ltd. Financial Statements for the year ended March 31, 2003 and to add the financial statements of CQ Systems Ltd. for the period ending December 31, 2004.

The Company is now attaching the March 2004 year end financial statements for CQ Systems which has been amended and which includes a new auditor's letter.

Exhibits

Listed below are the financial statements, pro forma financial information filed as a part of this report.

- (a) Financial Statements of the Business Acquired.
- (1) CQ Systems Ltd. Financial Statements for the year ended March 31, 2004

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- (2) CQ Systems Ltd. Financial Statements for the period ending December 31, 2004\*
- (b) Pro Forma Financial Information.
- (1) NetSol Technologies Inc. and Subsidiaries Pro Forma Financial Statements June 30, 2004 (Unaudited)\*
- NetSol Technologies Inc. and Subsidiaries Pro Forma Financial Statements June 30, 2003 (Unaudited)\*
- NetSol Technologies, Inc. and Subsidiaries Pro Forma Financial Statements for the quarter and six months ended December 31, 2004 (Unaudited)\*
- (c) Exhibits
- 2.1 Share Purchase Agreement dated as of January 19, 2005 by and between the Company and the shareholders of CQ Systems Ltd.\*

\*Previously filed

SIGNATURES

In accordance with the requirements of the Exchange Act, the registrant caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

NETSOL TECHNOLOGIES, INC.

Date: July 14, 2005 /s/ Naeem Ghauri  
-----  
NAEEM GHAURI  
Chief Executive Officer

Date: July 14, 2005 /s/ Najeeb Ghauri  
-----  
NAJEEB GHAURI  
Chief Financial Officer and Chairman

CQ SYSTEMS LIMITED

COMPANY NUMBER: 1998080  
(Registered in England)

FINANCIAL STATEMENTS

AND ADDITIONAL INFORMATION

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YEAR ENDED 31 MARCH 2004

CQ SYSTEMS LIMITED

COMPANY INFORMATION  
FOR THE YEAR ENDED 31 MARCH 2004

DIRECTORS: P J Grace  
G E Tarrant  
I M Tarrant  
A Elliott  
J Halliday  
J Manktelow  
C S Taylor

SECRETARY: P M Tarrant

REGISTERED OFFICE: Planet House  
North Heath Lane  
Horsham  
West Sussex  
United Kingdom  
RH12 5QE

REGISTERED NUMBER: 1998080 (England)

ACCOUNTANTS & AUDITORS: CMB Partnership  
Chartered Accountants and Registered Auditors  
Chapel House  
1 Chapel Street  
Guildford  
Surrey  
United Kingdom  
GU1 3UH

CQ SYSTEMS LIMITED

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### CQ SYSTEMS LIMITED

#### REPORT OF THE DIRECTORS FOR THE YEAR ENDED 31 MARCH 2004

The directors present their report with the financial statements of the group for the year ended 31 March 2004.

#### PRINCIPAL ACTIVITY

The principal activity of the group in the year under review was that of the provision of computer software and services.

#### DIRECTORS

The directors during the year under review were:

P J Grace  
G E Tarrant  
I M Tarrant  
A Elliott  
J Halliday  
J Manktelow  
C S Taylor - appointed 05/02/04

The beneficial interests of the directors holding office on 31 March 2004 in the issued share capital of the company were as follows:

	31.03.04	01.04.03 or date of appointment if later
	-----	-----
Ordinary (pound)0.20 shares		
P J Grace	75,000	75,000
G E Tarrant	150,000	150,000
I M Tarrant	150,000	150,000
A Elliott	55,983	55,983
J Halliday	38,034	38,034
J Manktelow	30,983	30,983
C S Taylor	--	--

The directors' interests above include shares held by connected persons.

#### STATEMENT OF DIRECTORS' RESPONSIBILITIES

Company law requires the directors to prepare financial statements for each financial year which give a true and fair view of the state of affairs of the company and of the profit or loss of the company for that period. In preparing those financial statements, the directors are required to

- select suitable accounting policies and then apply them consistently;
- make judgements and estimates that are reasonable and prudent;

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- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

The directors are responsible for keeping proper accounting records which disclose with reasonable accuracy at any time the financial position of the company. They are also responsible for safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

ON BEHALF OF THE BOARD:

Secretary: P. Tarrant  
Date: 24th January 2005

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CQ SYSTEMS LIMITED

### INDEPENDENT AUDITOR'S REPORT

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

We have audited the consolidated balance sheets of CQ Systems Limited, a United Kingdom corporation, as of March 31, 2004 and 2003, and the related statements of operations, and cash flows for the years ended March 31, 2004 and 2003. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audit of these statements in accordance with auditing standards generally accepted in the United Kingdom. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes 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, based on our audits, the financial statements referred to above present fairly, in all material respects, the financial position of CQ Systems Limited as of March 31, 2004 and 2003, and the results of its consolidated operations and its cash flows for the years ended March 31, 2004 and 2003 in conformity with accounting principles generally accepted in the United States of America. The details were extracted from the financial statements prepared under United Kingdom GAAP. The financial statements prepared under United Kingdom GAAP were audited by ourselves with an unqualified Audit Report issued.

/s/ CMB Partnership  
CMB Partnership

Surrey, United Kingdom  
24 January 2005

CQ SYSTEMS LIMITED

CONSOLIDATED BALANCE SHEET - ASSETS

	Note	March 31 2004 (pound)	2003 (pound)
		-----	-----
CURRENT ASSETS			
Cash and cash equivalents		809,488	448,13
Accounts receivable (net of (pound)5,000 bad debt provision)		400,280	435,80
Prepaid expenses and other receivables		60,501	47,21
		-----	-----
TOTAL CURRENT ASSETS		1,270,269	931,15
		-----	-----
AUTOMOBILES & EQUIPMENT			
Automobiles	2	64,725	39,73
Furniture and equipment		172,841	155,09
Computer equipment		580,772	546,64
		-----	-----
		818,338	741,47
		-----	-----
Less accumulated depreciation		676,768	616,42
		-----	-----
		141,570	125,05
		-----	-----
		1,411,839	1,056,20
		=====	=====

LIABILITIES AND SHAREHOLDERS' EQUITY

	Note	March 31 2004 (pound)	2003 (pound)
		-----	-----
CURRENT LIABILITIES			
Accounts payable		16,682	21,36
Hire purchase liabilities		23,428	32,15
Payroll, Vat and corporation taxes payable		283,017	135,11
Dividends payable		53,062	30,00
Accrued liabilities		75,197	92,91
Deferred income		418,581	410,19
		-----	-----
TOTAL CURRENT LIABILITIES		869,967	721,73
LONG TERM LIABILITIES AND PROVISIONS			
Hire purchase liabilities		38,270	5,27
Deferred tax		2,916	1,19
		-----	-----
TOTAL LIABILITIES		911,153	728,21

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SHAREHOLDERS' EQUITY	7		
Ordinary Shares			
1,000,000 shares authorised (pound)0.20 par value		100,000	100,000
Issued and outstanding 500,000 shares		400,686	227,997
Retained earnings			
		-----	-----
		1,411,839	1,056,200
		=====	=====

.....  
 Approved and signed on behalf of the board of directors on

See notes to financial statements.

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CQ SYSTEMS LIMITED

CONSOLIDATED STATEMENTS OF INCOME AND RETAINED EARNINGS

	Note	Year ended March 31 2004 (pound)	Year ended March 31 2003 (pound)
		-----	-----
NET REVENUE	1.b	2,739,303	2,471,477
COST OF REVENUE		1,082,577	1,069,974
		-----	-----
GROSS PROFIT		1,656,726	1,401,503
OPERATING EXPENSES	1.e	1,119,171	1,302,176
		-----	-----
INCOME FROM OPERATIONS		537,555	99,327
OTHER INCOME (EXPENSES)			
Interest income		19,483	10,257
Interest payable		(5,238)	(3,530)
		-----	-----
INCOME BEFORE CORPORATION AND DEFERRED TAXES		551,800	106,054
UK CORPORATION AND DEFERRED TAXES	3	(141,049)	(29,076)
		-----	-----
NET INCOME		410,751	76,978
RETAINED EARNINGS			
Beginning of year		227,997	181,019
Less: Dividends		(238,062)	(30,000)
		-----	-----

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End of year	400,686 =====	227,997 =====
-------------	------------------	------------------

CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

	Year ended March 31 2004 (pound) -----	Year ended March 31 2003 (pound) -----
NET INCOME	410,751 -----	76,978 -----
COMPREHENSIVE INCOME	410,751 =====	76,978 =====

See notes to financial statements.

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CQ SYSTEMS LIMITED

CONSOLIDATED STATEMENTS OF CASH FLOWS

	Year ended March 31 2004 (pound) -----	Year ended March 31 2003 (pound) -----
CASH FLOWS FROM OPERATING ACTIVITIES		
Cash received from customers	2,761,544	2,343,179
Cash paid to suppliers and employees	(2,074,453)	(2,235,165)
Interest received	19,483	10,257
Interest paid	(5,238)	(3,530)
Corporation tax paid	(27,878)	(8,782)
	-----	-----
Net cash provided by operating activities	673,458 -----	105,959 -----
CASH FLOWS FROM INVESTING ACTIVITIES		
Net sales (purchases) of equipment	(97,106) -----	(27,462) -----
Net cash used by investing activities	(97,106) -----	(27,462) -----
CASH FLOWS FROM FINANCING ACTIVITIES		

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Dividends paid	(215,000)	--
	-----	-----
Net cash used by financing activities	(215,000)	--
	-----	-----
NET INCREASE IN CASH AND CASH EQUIVALENTS	361,352	78,497
CASH AND CASH EQUIVALENTS		
Beginning of year	448,136	369,639
	-----	-----
End of year	809,488	448,136
	=====	=====

See notes to financial statements.

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CQ SYSTEMS LIMITED

CONSOLIDATED STATEMENTS OF CASH FLOWS - Continued

	Year ended March 31 2004 (pound)	Year March (
	-----	-----
RECONCILIATION OF NET INCOME TO CASH PROVIDED BY OPERATING ACTIVITIES		
Net Income	410,751	
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation	80,587	1
Decrease/(increase) in accounts receivable and other debtors	22,241	(1
Increase in accounts payable and other creditors	46,708	
Increase in corporation taxes payable	111,453	
Increase in deferred taxes	1,718	
	-----	-----
	262,707	
	-----	-----
	673,458	1
	=====	=====

See notes to financial statements.

CQ SYSTEMS LIMITED

NOTES TO FINANCIAL STATEMENTS

1. Summary of significant accounting policies

The accompanying consolidated financial statements are prepared in accordance with accounting principles generally accepted in the United States of America (US GAAP) and are stated in United Kingdom sterling.

In preparing the consolidated financial statements, management is required to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the consolidated balance sheet and the reported amounts of revenues and expenses during the reported period. Actual results could differ from those estimates.

a. Principles of consolidation

The consolidated financial statements include the financial statements of the company and its subsidiary. The group's subsidiary is Custom Quest Limited, a dormant company that has not traded since 31 May 2001 in which the group has a 100% direct holding in the voting rights. The net assets of the subsidiary company since cessation of trade is (pound)nil.

b. Revenue

The group recognises its revenue in accordance with the Securities and Exchange Commissions ("SEC") Staff Accounting Bulletin No 104 "Revenue recognition in Financial Statements".

Licence revenue is recognised where orders have been signed and the product is delivered. In contracts with multiple elements revenues are allocated to each element based on the fair value on completion, delivery and acceptance by the customer. For other services related activity, revenue is recognised on a time and material basis.

c. Automobiles and equipment

Depreciation is provided at the following rates in order to write off each asset over its useful life;

Computer software	50% straight line
Office furniture and fittings	15% straight line
Computer equipment	33.33% straight line
Automobiles	25% straight line

The group evaluates tangible fixed assets for impairment losses at least annually and whenever events or changes in circumstances indicate that the carrying amount may not be recoverable or is greater than its fair value.

Long-lived assets

Effective January 1 2002, the group adopted Statement of Financial Accounting Standards No 144 "Accounting for the impairment or

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disposal of long-lived assets" ("SFAS 144") which addresses financial accounting and reporting for the impairment or disposal of long-lived assets. The group has evaluated the carrying value of long-lived assets held in accordance with SFAS 144. SFAS 144 requires impairment losses to be recorded on long-lived assets when indicators of impairment are present where the carrying amount exceeds the fair value of the asset. Based on its review, the group believes that as of March 31 2004 and 2003, there were no significant impairments of its long-lived assets.

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### CQ SYSTEMS LIMITED

#### NOTES TO FINANCIAL STATEMENTS - Continued

d. Deferred Tax

Deferred tax is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date. These reflect the expected future tax consequences of temporary differences between the carrying amounts of assets and liabilities at the balance sheet date and their respective tax bases.

e. Research and Development

Expenditure on research and development is written off in the year in which it is incurred. Development costs on computer software that is to be sold relates to bespoke work undertaken for particular customers as and when requested. Under these circumstances, these costs are written off as incurred rather than capitalised and amortised, as they relate solely to the individual customers specifications rather than being available for general release to customers.

f. Advertising

The company expenses advertising costs as they are incurred.

g. Hire Purchase and Leasing Commitments

Assets obtained under hire purchase contracts are capitalised in the balance sheet and are depreciated over their useful estimated lives.

The interest element of these obligations are charged to the statement of income and retained earnings over the lease term. The capital element of the future payments is treated as liability.

Rentals paid under operating leases are charged to the statement of income and retained earnings on a straight line basis.

h. Pensions

The company operates a defined contribution pension scheme. Contributions payable for the year are charged in the statement of income and retained earnings.

i. Cash and cash equivalents

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Cash and cash equivalents consist of cash at bank and in hand.

j. Foreign currency transactions

Accounting principles generally require that recognised revenue, expenses, gains and losses be included in net income. Certain statements however require entities to report specific changes in assets and liabilities, such as a gain or loss on a foreign currency translation, as a separate component of the equity section of the balance sheet. Such items, along with net income, are components of comprehensive income. Cumulative translation adjustments were insignificant in both the year and preceding year.

2. SECURED CREDITORS

The amounts owed under hire purchase contracts totalling (pound)61,698 (2003 - (pound)37,428) are secured on the assets acquired.

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CQ SYSTEMS LIMITED

NOTES TO FINANCIAL STATEMENTS - Continued

3. CORPORATION AND DEFERRED TAXES

Provision is made for United Kingdom corporation tax payable on the group's taxable net income. This is provided for at the rate of tax prevailing at that time. The current standard corporation tax rate in the United Kingdom is 30%. Deferred tax is provided using the standard rate.

The UK corporation and deferred tax charge is stated below:-

	Year Ended March 31 2004 (pound) -----	Year March 20 (po -----
Corporation tax	139,331	27
Deferred tax	1,718	1
	----- 141,049 -----	----- 29 -----

The corporation tax assessed for the year is set out below:-

	Year Ended March 31 2004 (pound)	Year March 20 (po
--	---	----------------------------

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Net Income	551,800	106
	=====	=====
Net income multiplied by standard rate of corporation tax of 30% (2003: small companies corporation tax rate of 19%)	165,540	20
Effects of:-		
Excess of capital allowances over depreciation	(1,099)	6
Expenses not allowable for tax Marginal relief	977	
	(26,087)	
	-----	-----
	139,331	27
	-----	-----

4. COMMITMENTS

The group is committed to making operating lease payments of (pound)82,500 in the forthcoming year.

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CQ SYSTEMS LIMITED

NOTES TO FINANCIAL STATEMENTS - Continued

5. MAJOR CUSTOMERS

Revenue from customers accounting for more than 10% of the total net revenue for the year are as follows:

Singer & Friedlander Insurance Finance Limited	(pound) 689,3
Cattles Commercial Leasing Limited and Cattles Commercial Finance Limited	(pound) 544,4

6. DIVIDENDS

The shareholders of the company in their meeting dated 23 September 2003 approved a dividend of (pound)185,000. A further dividend of (pound)53,062 was approved at a meeting held on 26 February 2004.

7. SHAREHOLDERS EQUITY

	March 31 2004 (pound)	March 31 2003 (pound)
	-----	-----
Net income for year	410,751	76,978
Dividends	(238,062)	(30,000)
	-----	-----
Net addition to shareholders equity	172,689	46,978
Opening Shareholders equity	327,997	281,019

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	-----	-----
Closing Shareholders equity	500,686	327,997
	-----	-----

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COMPANY BALANCE SHEET - ASSETS

	Note	March 31 2004 (pound)	2003 (pound)
		-----	-----
CURRENT ASSETS			
Cash and cash equivalents		809,488	448,133
Accounts receivable (net of (pound)5,000 bad debt provision)		400,280	435,800
Prepaid expenses and other debtors		60,501	47,211
		-----	-----
TOTAL CURRENT ASSETS		1,270,269	931,150
		-----	-----
EQUIPMENT			
	2		
Automobiles		64,725	39,733
Furniture and equipment		172,841	155,090
Computer equipment		580,772	546,640
		-----	-----
		818,338	741,470
Less accumulated depreciation		676,768	616,420
		-----	-----
		141,570	125,050
		-----	-----
		1,411,839	1,056,200
		=====	=====

LIABILITIES AND SHAREHOLDERS' EQUITY

		March 31 2004 (pound)	2003 (pound)
		-----	-----
CURRENT LIABILITIES			
Accounts payable		16,682	21,360
Hire purchase liabilities		23,428	32,150
Payroll, Vat and corporation taxes payable		283,017	135,110
Dividends payable		53,062	30,000
Accrued liabilities		75,197	92,910
Deferred income		418,581	410,190
		-----	-----
TOTAL CURRENT LIABILITIES		869,967	721,730

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LONG TERM LIABILITIES AND PROVISIONS		
Hire purchase liabilities	38,270	5,27
Deferred tax	2,916	1,19
	-----	-----
TOTAL LIABILITIES	911,153	728,21
SHAREHOLDERS' EQUITY		
Ordinary Shares		
1,000,000 shares authorised (pound)0.20 par value		
Issued 500,000 shares	100,000	100,00
Retained earnings	400,686	227,99
	-----	-----
	1,411,839	1,056,20
	=====	=====

.....  
 Approved and signed on behalf of the board of directors on