UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

FORM 10-Q

(Mark One)

(X) Quarterly report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

For the quarterly period ended September 30, 2020

( ) For the transition period from __________ to __________

Commission file number: 0-22773

NETSOL TECHNOLOGIES, INC.
(Exact name of Registrant as specified in its charter)

NEVADA (State or other Jurisdiction of Incorporation or Organization)	95-4627685 (I.R.S. Employer NO.)

23975 Park Sorrento, Suite 250, Calabasas, CA 91302
(Address of principal executive offices) (Zip Code)
(818) 222-9195 / (818) 222-9197
(Issuer's telephone/facsimile numbers, including area code)

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of exchange on which registered
Common Stock, $0.01 par value per share	NTWK	NASDAQ

Indicate by check mark whether the issuer: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the issuer was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.
Yes [X]   No [ ]

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes [X]   No[ ]

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

Large Accelerated Filer [ ]	Accelerated Filer [ ]
Non-accelerated Filer [X]	Smaller reporting company [X]
	Emerging growth company [ ]

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. [ ]

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

The issuer had 12,137,045 shares issued and 11,640,467 outstanding of its $.01 par value Common Stock and no Preferred Stock outstanding as of November 6, 2020.

NETSOL TECHNOLOGIES, INC.

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PART I. FINANCIAL INFORMATION
Item 1. Financial Statements (Unaudited)

NETSOL TECHNOLOGIES, INC. AND SUBSIDIARIES
Condensed Consolidated Balance Sheets
(Unaudited)

	As of September 30, 2020	As of June 30, 2020
ASSETS		
Current assets:		
Cash and cash equivalents	$ 24,885,365	$ 20,166,830
Accounts receivable, net of allowance of $279,903 and $435,611	6,732,575	10,131,752
Accounts receivable - related party, net of allowance of $1,373,099 and $90,594	-	1,282,505
Revenues in excess of billings, net of allowance of $91,250 and $188,914	18,430,766	17,198,281
Revenues in excess of billings - related party, net of allowance of $8,163 and $0	-	8,163
Other current assets, net of allowance of $1,243,633 and $0	2,616,769	3,108,180
Total current assets	52,665,475	51,895,711
Revenues in excess of billings, net - long term	-	1,300,289
Convertible note receivable - related party, net of allowance of $4,250,000 and $0	-	4,250,000
Property and equipment, net	11,256,306	11,329,631
Right of use of assets - operating leases	2,133,902	2,360,129
Long term investment	2,417,291	2,387,692
Other assets	41,175	41,992
Intangible assets, net	5,032,630	5,391,077
Goodwill	9,516,568	9,516,568
Total assets	$ 83,063,347	$ 88,473,089
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current liabilities:		
Accounts payable and accrued expenses	$ 6,005,999	$ 5,680,837
Current portion of loans and obligations under finance leases	9,677,277	9,139,561
Current portion of operating lease obligations	1,165,957	1,111,912
Unearned revenues	2,775,600	4,095,472
Common stock to be issued	88,324	88,324
Total current liabilities	19,713,157	20,116,106
Loans and obligations under finance leases; less current maturities	1,705,699	1,539,975
Operating lease obligations; less current maturities	1,110,832	1,339,965
Total liabilities	22,529,688	22,996,046
Commitments and contingencies		
Stockholders' equity:		
Preferred stock, $.01 par value; 500,000 shares authorized;	-	-
Common stock, $.01 par value; 14,500,000 shares authorized; 12,137,045 shares issued and 11,742,490 outstanding as of September 30, 2020 and 12,122,149 shares issued and 11,874,646 outstanding as of June 30, 2020	121,371	121,222
Additional paid-in-capital	128,764,618	128,677,754
Treasury stock (at cost, 394,555 shares and 247,503 shares as of September 30, 2020 and June 30, 2020, respectively)	(1,920,645)	(1,455,969)
Accumulated deficit	(39,861,985)	(34,269,817)
Other comprehensive loss	(33,210,231)	(34,085,047)
Total NetSol stockholders' equity	53,893,128	58,988,143
Non-controlling interest	6,640,531	6,488,900
Total stockholders' equity	60,533,659	65,477,043
Total liabilities and stockholders' equity	$ 83,063,347	$ 88,473,089

The accompanying notes are an integral part of these unaudited condensed consolidated financial statements.

NETSOL TECHNOLOGIES, INC. AND SUBSIDIARIES
Condensed Consolidated Statements of Operations
(Unaudited)

	For the Three Months Ended September 30, 2020	2019
Net Revenues:		
License fees	$ 3,475	$ 2,464,216
Subscription and support	5,171,863	4,606,376
Services	7,472,040	6,418,891
Services - related party	-	82,933
Total net revenues	12,647,378	13,572,416
Cost of revenues:		
Salaries and consultants	4,526,649	4,454,964
Travel	103,752	1,342,635
Depreciation and amortization	707,249	719,665
Other	928,153	944,524
Total cost of revenues	6,265,803	7,461,788
Gross profit	6,381,575	6,110,628
Operating expenses:		
Selling and marketing	1,609,604	1,743,868
Depreciation and amortization	221,790	202,387
General and administrative	3,427,636	3,918,613
Research and development cost	85,989	672,970
Total operating expenses	5,345,019	6,537,838
Income (loss) from operations	1,036,556	(427,210)
Other income and (expenses)		
Loss on sale of assets	(21,742)	(289)
Interest expense	(103,327)	(63,663)
Interest income	200,821	399,229
Gain (loss) on foreign currency exchange transactions	296,041	(1,760,190)
Share of net loss from equity investment	(107,850)	(189,224)
Other income	87,272	18,326
Total other income (expenses)	351,215	(1,595,811)
Net income (loss) before income taxes	1,387,771	(2,023,021)
Income tax provision	(264,294)	(238,238)
Net income (loss)	1,123,477	(2,261,259)
Non-controlling interest	(405,923)	433,312
Net income (loss) attributable to NetSol	$ 717,554	$ (1,827,947)
Net income per share:		
Net income per common share		
Basic	$ 0.06	$ (0.16)
Diluted	$ 0.06	$ (0.16)
Weighted average number of shares outstanding		
Basic	11,787,233	11,664,239
Diluted	11,787,233	11,664,239

The accompanying notes are an integral part of these unaudited condensed consolidated financial statements.

NETSOL TECHNOLOGIES, INC. AND SUBSIDIARIES
Condensed Consolidated Statements of Comprehensive Income (Loss)
(Unaudited)

	For the Three Months Ended September 30,	
	2020	2019
Net income (loss)	$ 717,554	$ (1,827,947)
Other comprehensive income (loss):		
Translation adjustment	1,094,724	1,487,701
Translation adjustment attributable to non-controlling interest	(219,908)	(584,356)
Net translation adjustment	874,816	903,345
Comprehensive income (loss) attributable to NetSol	$ 1,592,370	$ (924,602)

The accompanying notes are an integral part of these unaudited condensed consolidated financial statements.

NETSOL TECHNOLOGIES, INC. AND SUBSIDIARIES
Condensed Consolidated Statement of Stockholders' Equity
(Unaudited)

A statement of the changes in equity for the three months ended September 30, 2020 is provided below:

	Common Stock		Additional Paid-in	Treasury	Accumulated	Other Compre-hensive	Non Controlling	Total Stockholders'
	Shares	Amount	Capital	Shares	Deficit	Loss	Interest	Equity
Balance at June 30, 2020	12,122,149	$ 121,222	$ 128,677,754	$ (1,455,969)	$ (34,269,817)	$ (34,085,047)	$ 6,488,900	$ 65,477,043
Cumulative effect adjustment (1)	-	-	-	-	(6,309,722)		(474,578)	(6,784,300)
Subsidiary common stock issued for:								
-Services	-	-	-	-	-	-	378	378
Common stock issued for:								
Services	14,896	149	86,864	-	-	-	-	87,013
Purchase of treasury shares	-	-	-	(464,676)	-	-	-	(464,676)
Foreign currency translation adjustment	-	-	-	-	-	874,816	219,908	1,094,724
Net income for the period	-	-	-	-	717,554	-	405,923	1,123,477
Balance at September 30, 2020	12,137,045	$ 121,371	$ 128,764,618	$ (1,920,645)	$ (39,861,985)	$ (33,210,231)	$ 6,640,531	$ 60,533,659

(1) Cumulative effect adjustment relates to the adoption of Accounting Standard Update No. 2016-13, Financial Instruments – Credit Losses (Topic 326): Measurement of Credit Losses on Financial Instruments. Refer to Note 2 – Accounting Policies for more information.

A statement of the changes in equity for the three months ended September 30, 2019 is provided below:

	Common Stock		Additional Paid-in	Treasury	Accumulated	Other Compre-hensive	Non Controlling	Total Stockholders'
	Shares	Amount	Capital	Shares	Deficit	Loss	Interest	Equity
Balance at June 30, 2019	11,911,742	$ 119,117	$ 127,737,999	$ (1,455,969)	$ (35,206,898)	$ (33,125,006)	$ 8,414,987	$ 66,484,230
Exercise of subsidiary common stock options	-	-	(28,097)	-	-	-	39,718	11,621
Common stock issued for:								
Services	60,367	604	342,177	-	-	-	-	342,781
Foreign currency translation adjustment	-	-	-	-	-	903,345	584,356	1,487,701
Net loss for the period	-	-	-	-	(1,827,947)	-	(433,312)	(2,261,259)
Balance at September 30, 2019	11,972,109	$ 119,721	$ 128,052,079	$ (1,455,969)	$ (37,034,845)	$ (32,221,661)	$ 8,605,749	$ 66,065,074

The accompanying notes are an integral part of these unaudited condensed consolidated financial statements.

NETSOL TECHNOLOGIES, INC. AND SUBSIDIARIES
Condensed Consolidated Statements of Cash Flows
(Unaudited)

	For the Three Months Ended September 30,	
	2020	2019
Cash flows from operating activities:		
Net income (loss)	$ 1,123,477	$ (2,261,259)
Adjustments to reconcile net income (loss) to net cash provided by operating activities:		
Depreciation and amortization	929,039	922,052
Provision for bad debts	(258,160)	(38,621)
Share of net loss from investment under equity method	107,850	189,224
Loss on sale of assets	21,742	289
Stock based compensation	90,995	164,293
Changes in operating assets and liabilities:		
Accounts receivable	3,823,299	4,836,183
Accounts receivable - related party	-	46,016
Revenues in excess of billing	394,995	(1,870,517)
Revenues in excess of billing - related party	-	66,330
Other current assets	(393,253)	(278,677)
Accounts payable and accrued expenses	255,239	122,012
Unearned revenue	(1,383,619)	(1,631,245)
Net cash provided by operating activities	4,711,604	266,080
Cash flows from investing activities:		
Purchases of property and equipment	(489,289)	(321,125)
Sales of property and equipment	32,673	958
Convertible note receivable - related party	-	(435,000)
Investment in associates	(60,500)	-
Net cash used in investing activities	(517,116)	(755,167)
Cash flows from financing activities:		
Proceeds from exercise of subsidiary options	-	11,621
Purchase of treasury stock	(464,676)	-
Proceeds from bank loans	697,295	-
Payments on finance lease obligations and loans - net	(143,506)	(147,376)
Net cash provided by (used in) financing activities	89,113	(135,755)
Effect of exchange rate changes	434,934	879,857
Net increase in cash and cash equivalents	4,718,535	255,015
Cash and cash equivalents at beginning of the period	20,166,830	17,366,364
Cash and cash equivalents at end of period	$ 24,885,365	$ 17,621,379

The accompanying notes are an integral part of these unaudited condensed consolidated financial statements.

NETSOL TECHNOLOGIES, INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(CONTINUED) (UNAUDITED)

	For the Three Months Ended September 30,	
	2020	2019
SUPPLEMENTAL DISCLOSURES:		
Cash paid during the period for:		
Interest	$ 142,430	$ 105,368
Taxes	$ 141,521	$ 151,375
NON-CASH INVESTING AND FINANCING ACTIVITIES:		
Assets recognized under operating lease	$ -	$ 3,011,814

The accompanying notes are an integral part of these unaudited condensed consolidated financial statements.

NOTE 1 - BASIS OF PRESENTATION AND PRINCIPLES OF CONSOLIDATION

The Company designs, develops, markets, and exports proprietary software products to customers in the automobile financing and leasing, banking, and financial services industries worldwide. The Company also provides system integration, consulting, and IT products and services in exchange for fees from customers.

The consolidated condensed interim financial statements included herein have been prepared by the Company, without audit, pursuant to the rules and regulations of the Securities and Exchange Commission. Certain information and footnote disclosures normally included in financial statements prepared in accordance with generally accepted accounting principles have been condensed or omitted pursuant to such rules and regulations, although the Company believes that the disclosures are adequate to make the information presented not misleading. The year-end condensed consolidated balance sheet data was derived from audited financial statements, but does not include all disclosures required by accounting principles generally accepted in the United States of America.

These statements reflect all adjustments, consisting of normal recurring adjustments, which, in the opinion of management, are necessary for fair presentation of the information contained therein. It is suggested that these condensed consolidated financial statements be read in conjunction with the financial statements and notes thereto included in the Company's annual report on Form 10-K for the year ended June 30, 2020. The Company follows the same accounting policies in preparation of interim reports. Results of operations for the interim periods are not indicative of annual results.

The accompanying consolidated financial statements include the accounts of the Company as follows:

<u>Wholly owned Subsidiaries</u>

NetSol Technologies Americas, Inc. ("NTA")
NetSol Connect (Private), Ltd. ("Connect")
NetSol Technologies Australia Pty Ltd. ("Australia")
NetSol Technologies Europe Limited ("NTE")
NTPK (Thailand) Co. Limited ("NTPK Thailand")
NetSol Technologies (Beijing) Co. Ltd. ("NetSol Beijing")
Ascent Europe Ltd. ("AEL")
Virtual Lease Services Holdings Limited ("VLSH")
Virtual Lease Services Limited ("VLS")
Virtual Lease Services (Ireland) Limited ("VLSIL")

<u>Majority-owned Subsidiaries</u>

NetSol Technologies, Ltd. ("NetSol PK")
NetSol Innovation (Private) Limited ("NetSol Innovation")
NetSol Technologies Thailand Limited ("NetSol Thai")
OTOZ, Inc. ("OTOZ")
OTOZ (Thailand) Limited ("OTOZ Thai")

For comparative purposes, prior year's condensed consolidated financial statements have been reclassified to conform to report classifications of the current period. Below is the table of reclassified amounts:

	For the Three Months Ended September 30, 2019	
	Originally reported	Reclassified
REVENUES		
License fees	$ 2,679,145	$ 2,464,216
Subscription and support	4,391,447	4,606,376
Services	6,418,891	6,418,891
Services - related party	82,933	82,933
Total net revenues	**$ 13,572,416**	**$ 13,572,416**

NOTE 2 – ACCOUNTING POLICIES

Use of Estimates

The preparation of consolidated financial statements in conformity with accounting principles generally accepted in the United States of America requires management 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 financial statements and the reported amounts of revenues and expenses during the reporting period. The areas requiring significant estimates are provision for doubtful accounts, provision for taxation, useful life of depreciable assets, useful life of intangible assets, contingencies, assumptions used to determine the net present value of operating lease liabilities, and estimated contract costs. The estimates and underlying assumptions are reviewed on an ongoing basis. Actual results could differ from those estimates.

Concentration of Credit Risk

Cash includes cash on hand and demand deposits in accounts maintained within the United States as well as in foreign countries. Certain financial instruments, which subject the Company to concentration of credit risk, consist of cash and restricted cash. The Company maintains balances at financial institutions which, from time to time, may exceed Federal Deposit Insurance Corporation insured limits for the banks located in the United States. Balances at financial institutions within certain foreign countries are not covered by insurance except balances maintained in China are insured for RMB 500,000 ($73,529) in each bank and in UK for GBP 85,000 ($108,974) in each bank. The Company maintains two bank accounts in China and six bank accounts in the UK. As of September 30, 2020, and June 30, 2020, the Company had uninsured deposits related to cash deposits in accounts maintained within foreign entities of approximately $22,070,760 and $18,210,378, respectively. The Company has not experienced any losses in such accounts.

The Company's operations are carried out globally. Accordingly, the Company's business, financial condition and results of operations may be influenced by the political, economic and legal environments of each country and by the general state of the country's economy. The Company's operations in each foreign country are subject to specific considerations and significant risks not typically associated with companies in economically developed nations. These include risks associated with, among others, the political, economic and legal environments and foreign currency exchange. The Company's results may be adversely affected by changes in governmental policies with respect to laws and regulations, anti-inflationary measures, currency conversion and remittance abroad, and rates and methods of taxation, among other things.

Fair Value of Financial Instruments

The Company applies the provisions of Accounting Standards Codification ("ASC") 820-10, *"Fair Value Measurements and Disclosures."* ASC 820-10 defines fair value, and establishes a three-level valuation hierarchy for disclosures of fair value measurement that enhances disclosure requirements for fair value measures. For certain financial instruments, including cash and cash equivalents, accounts receivable, accounts payable and short-term debt, the carrying amounts approximate fair value due to their relatively short maturities. The carrying amounts of the convertible note receivable and the long-term debt approximate their fair values based on current interest rates for instruments with similar characteristics.

The three levels of valuation hierarchy are defined as follows:

Level 1: Valuations consist of unadjusted quoted prices in active markets for identical assets and liabilities and has the highest priority.

Level 2: Valuations rely on quoted prices in markets that are not active or observable inputs over the full term of the asset or liability.

Level 3: Valuations are based on prices or third party or internal valuation models that require inputs that are significant to the fair value measurement and are less observable and thus have the lowest priority.

The Company's financial assets that were measured at fair value on a recurring basis as of June 30, 2020, were as follows:

	Level 1	Level 2	Level 3	Total Assets
Revenues in excess of billing - long term	$ -	$ -	$ 1,300,289	$ 1,300,289
Total	$ -	$ -	$ 1,300,289	$ 1,300,289

The reconciliation from June 30, 2020 to September 30, 2020 is as follows:

	Revenues in excess of billings - long term	Fair value discount	Total
Balance at June 30, 2019	$ 1,380,631	$ (99,139)	$ 1,281,492
Amortization during the period	-	55,344	55,344
Effect of Translation Adjustment	(39,056)	2,509	(36,547)
Balance at June 30, 2020	$ 1,341,575	$ (41,286)	$ 1,300,289
Transfers to short term	(1,341,575)	41,286	(1,300,289)
Balance at September 30, 2020	$ -	$ -	$ -

Management analyzes all financial instruments with features of both liabilities and equity under ASC 480, *"Distinguishing Liabilities from Equity"* and ASC 815, *"Derivatives and Hedging."* Derivative liabilities are adjusted to reflect fair value at each period end, with any increase or decrease in the fair value being recorded in results of operations as adjustments to fair value of derivatives. The effects of interactions between embedded derivatives are calculated and accounted for in arriving at the overall fair value of the financial instruments. In addition, the fair values of freestanding derivative instruments such as warrants and option derivatives are valued using the Black-Scholes model.

Recent Accounting Standards Adopted by the Company:

In January 2017, the Financial Accounting Standards Board ("FASB") issued ASU 2017-04, *Simplifying the Test for Goodwill Impairment*. Under the new standard, goodwill impairment would be measured as the amount by which a reporting unit's carrying value exceeds its fair value, not to exceed the carrying value of goodwill. This ASU eliminates existing guidance that requires an entity to determine goodwill impairment by calculating the implied fair value of goodwill by hypothetically assigning the fair value of a reporting unit to all of its assets and liabilities as if that reporting unit had been acquired in a business combination. This update is effective for annual periods beginning after December 15, 2019, and interim periods within those periods. Early adoption is permitted for interim or annual goodwill impairment test performed on testing dates after January 1, 2017. The Company adopted this standard on July 1, 2020 and the adoption did not have a material effect on our condensed consolidated financial statements.

In June 2016, the FASB issued ASU 2016-13, *Financial Instruments—Credit Losses (Topic 326): Measurement of Credit Losses on Financial Instruments.* ASU 2016-13 introduced a new forward-looking approach, based on expected losses, to estimate credit losses on certain types of financial instruments, including trade receivables, contract assets and held-to-maturity debt securities, which requires the Company to incorporate considerations of historical information, current information and reasonable and supportable forecasts. ASU 2016-13 also expands disclosure requirements.

The Company adopted the standard on July 1, 2020 using the modified retrospective approach. The adoption of ASU 2016-13 resulted in changes to the Company's accounting policies for trade and other receivables, contract assets and convertible notes receivable. Based on the results of the Company's evaluation, the adoption of ASU 2016-13 resulted in a one-time cumulative-effect adjustment through retained earnings of $6,784,300 to increase its allowance for credit losses related to the convertible notes receivable, interest receivable, accounts receivable, revenues in excess of billings, and other receivables.

The following table presents the impact of adopting ASC Topic 326 as of July 1, 2020:

Asset Classification		Adjustment to Adopt ASC Topic 326
Allowance for credit losses - accounts receivable	$	109,486
Allowance for credit losses - accounts receivable - related party		1,282,505
Allowance for credit losses - revenue in excess of billings - related party		8,163
Allowance for credit losses - convertible notes receivable - related party		4,250,000
Allowance for credit losses - other current assets		1,134,146
	$	6,784,300

Accounts receivable includes trade accounts receivables from the Company's customers, net of an allowance for credit risk. Accounts receivable are recorded at the invoiced amount and do not bear interest. In establishing the required allowance, management regularly reviews the composition of accounts receivable and analyzes customer credit worthiness, customer concentrations, current economic trends and changes in customer payment patterns. Account balances are charged off against the allowance after all means of collection have been exhausted and the potential for recovery is considered remote.

Revenue in excess of billings, relates to services performed which were not billed, net of an allowance for credit risk. As customers are billed under the terms of the contract, the corresponding amount is transferred to accounts receivable. In establishing the required allowance, management regularly reviews the composition of and analyzes customer credit worthiness, customer concentrations, current economic trends, changes in customer payment patterns, the project status and assesses individual unbilled contract assets over a specific aging and amount. Account balances are charged off against the allowance after all means of collection have been exhausted and the potential for recovery is considered remote.

The convertible notes receivable represents loans provided to WRLD3D. The allowance for credit risk for the convertible notes is established based on various quantitative and qualitative factors including customer credit worthiness, current economic trends and changes in payment patterns. Account balances are charged off against the allowance after all means of collection have been exhausted and the potential for recovery is considered remote.

NOTE 3 – REVENUE RECOGNITION

The Company determines revenue recognition through the following steps:

- Identification of the contract, or contracts, with a customer;
- Identification of the performance obligations in the contract;
- Determination of the transaction price;
- Allocation of the transaction price to the performance obligations in the contract; and
- Recognition of revenue when, or as, the Company satisfies a performance obligation.

The Company records the amount of revenue and related costs by considering whether the entity is a principal (gross presentation) or an agent (net presentation) by evaluating the nature of its promise to the customer. Revenue is presented net of sales, value-added and other taxes collected from customers and remitted to government authorities.

The Company has two primary revenue streams: core revenue and non-core revenue.

Core Revenue

The Company generates its core revenue from the following sources: (1) software licenses, (2) services, which include implementation and consulting services, and (3) subscription and support, which includes subscription revenue and post contract customer support, of its enterprise software solutions for the lease and finance industry. The Company offers its software using the same underlying technology via two models: a traditional on-premises licensing model and a subscription model. The on-premises model involves the sale or license of software on a perpetual basis to customers who take possession of the software and install and maintain the software on their own hardware. Under the subscription delivery model, the Company provides access to its software on a hosted basis as a service and customers generally do not have the contractual right to take possession of the software.

Non-Core Revenue

The Company generates its non-core revenue by providing business process outsourcing (“BPO”), other IT services and internet services.

Performance Obligations

A performance obligation is a promise in a contract to transfer a distinct good or service to the customer and is the unit of account under Topic 606. The transaction price is allocated to each distinct performance obligation and recognized as revenue when, or as, the performance obligation is satisfied by transferring the promised good or service to the customer. The Company identifies and tracks the performance obligations at contract inception so that the Company can monitor and account for the performance obligations over the life of the contract.

The Company’s contracts which contain multiple performance obligations generally consist of the initial purchase of subscription or licenses and a professional services engagement. License purchases generally have multiple performance obligations as customers purchase maintenance and services in addition to the licenses. The Company’s single performance obligation arrangements are typically maintenance renewals, subscription renewals and services engagements.

For contracts with multiple performance obligations where the contracted price differs from the standalone selling price (“SSP”) for any distinct good or service, the Company may be required to allocate the contract’s transaction price to each performance obligation using its best estimate for the SSP.

Software Licenses

Transfer of control for software is considered to have occurred upon delivery of the product to the customer. The Company's typical payment terms tend to vary by region, but its standard payment terms are within 30 days of invoice.

Subscription and Support

Subscription

Revenue from subscriptions is recognized ratably over the initial subscription period committed to by the customer commencing when the product is made available to the customer. The initial subscription period is typically 12 to 60 months. The Company generally invoices its customers in advance in quarterly or annual installments and typical payment terms provide that customers make payment within 30 days of invoice.

Support

Revenue from support services and product updates, referred to as post contract customer support revenue, is recognized ratably over the term of the maintenance period, which in most instances is one year. Software license updates provide customers with rights to unspecified software product updates, maintenance releases and patches released during the term of the support period on a when-and-if available basis. The Company's customers purchase both product support and license updates when they acquire new software licenses. In addition, a majority of customers renew their support services contracts annually and typical payment terms provide that customers make payment within 30 days of invoice.

Professional Services

Revenue from professional services is typically comprised of implementation, development, data migration, training or other consulting services. Consulting services are generally sold on a time-and-materials or fixed fee basis and can include services ranging from software installation to data conversion and building non-complex interfaces to allow the software to operate in integrated environments. The Company recognizes revenue for time-and-materials arrangements as the services are performed. In fixed fee arrangements, revenue is recognized as services are performed as measured by costs incurred to date, compared to total estimated costs to complete the services project. Management applies judgment when estimating project status and the costs necessary to complete the services projects. A number of internal and external factors can affect these estimates, including labor rates, utilization and efficiency variances and specification and testing requirement changes. Services are generally invoiced upon milestones in the contract or upon consumption of the hourly resources and payments are typically due 30 days after invoice.

BPO and Internet Services

Revenue from BPO services is recognized based on the stage of completion which is measured by reference to labor hours incurred to date as a percentage of total estimated labor hours for each contract. Internet services are invoiced either monthly, quarterly or half yearly in advance to the customers and revenue is recognized ratably overtime on a monthly basis.

Disaggregated Revenue

The Company disaggregates revenue from contracts with customers by category — core and non-core, as it believes it best depicts how the nature, amount, timing and uncertainty of revenue and cash flows are affected by economic factors.

The Company's disaggregated revenue by category is as follows:

	For the Three Months Ended September 30,	
	2020	2019
Core:		
License	$ 3,475	$ 2,679,145
Subscription and support	5,171,863	4,391,447
Services	5,872,938	4,626,269
Services - related party	-	82,933
Total core revenue, net	11,048,276	11,779,794
Non-Core:		
Services	1,599,102	1,792,622
Total non-core revenue, net	1,599,102	1,792,622
Total net revenue	$ 12,647,378	$ 13,572,416

Significant Judgments

Due to the complexity of certain contracts, the actual revenue recognition treatment required under Topic 606 for the Company's arrangements may be dependent on contract-specific terms and may vary in some instances.

Judgment is required to determine the SSP for each distinct performance obligation. The Company rarely licenses or sells products on a stand-alone basis, so the Company is required to estimate the range of SSPs for each performance obligation. In instances where SSP is not directly observable because the Company does not sell the license, product or service separately, the Company determines the SSP using information that may include market conditions and other observable inputs. In making these judgments, the Company analyzes various factors, including its pricing methodology and consistency, size of the arrangement, length of term, customer demographics and overall market and economic conditions. Based on these results, the estimated SSP is set for each distinct product or service delivered to customers.

The most significant inputs involved in the Company's revenue recognition policies are: The (1) stand-alone selling prices of the Company's software license, and the (2) the method of recognizing revenue for installation/customization, and other services.

The stand-alone selling price of the licenses was measured primarily through an analysis of pricing that management evaluated when quoting prices to customers. Although the Company has no history of selling its software separately from post contract customer support and other services, the Company does have historical experience with amending contracts with customers to provide additional modules of its software or providing those modules at an optional price. This information guides the Company in assessing the stand-alone selling price of the Company's software, since the Company can observe instances where a customer had a particular component of the Company's software that was essentially priced separate from other goods and services that the Company delivered to that customer.

The Company recognized revenue from implementation and customization services using the percentage of estimated "man-days" that the work requires. The Company believes the level of effort to complete the services is best measured by the amount of time (measured as an employee working for one day on implementation/customization work) that is required to complete the implementation or customization work. The Company reviews its estimate of man-days required to complete implementation and customization services each reporting period.

Revenue is recognized over time for the Company's subscription, post contract customer support and fixed fee professional services that are separate performance obligations. For the Company's professional services, revenue is recognized over time, generally using costs incurred or hours expended to measure progress. Judgment is required in estimating project status and the costs necessary to complete projects. A number of internal and external factors can affect these estimates, including labor rates, utilization, specification variances and testing requirement changes.

If a group of agreements are entered at or near the same time and so closely related that they are, in effect, part of a single arrangement, such agreements are deemed to be combined as one arrangement for revenue recognition purposes. The Company exercises significant judgment to evaluate the relevant facts and circumstances in determining whether agreements should be accounted for separately or as a single arrangement. The Company's judgments about whether a group of contracts comprise a single arrangement can affect the allocation of consideration to the distinct performance obligations, which could have an effect on results of operations for the periods involved.

If a contract includes variable consideration, the Company exercises judgment in estimating the amount of consideration to which the entity will be entitled in exchange for transferring the promised goods or services to a customer. When estimating variable consideration, the Company will consider all relevant facts and circumstances. Variable consideration will be estimated and included in the contract price only when it is probable that a significant reversal in the amount of revenue recognized will not occur.

Contract Balances

The timing of revenue recognition may differ from the timing of invoicing to customers and these timing differences result in receivables, contract assets (revenues in excess of billings), or contract liabilities (deferred revenue) on the Company's Consolidated Balance Sheets. The Company records revenues in excess of billings when the Company has transferred goods or services but does not yet have the right to consideration. The Company records deferred revenue when the Company has received or has the right to receive consideration but has not yet transferred goods or services to the customer.

The revenues in excess of billings are transferred to receivables when the rights to consideration become unconditional, usually upon completion of a milestone.

The Company's revenues in excess of billings and deferred revenue are as follows:

	As of September 30, 2020	As of June 30, 2020
Revenues in excess of billings	$ 18,430,766	$ 18,506,733
Deferred Revenue	$ 2,775,600	$ 4,095,472

During the three months ended September 30, 2020, the Company recognized revenue of $3,027,636 that was included in the deferred revenue balance at the beginning of the period. All other activity in deferred revenue is due to the timing of invoicing in relation to the timing of revenue recognition.

Revenue allocated to remaining performance obligations represents the transaction price allocated to the performance obligations that are unsatisfied, or partially unsatisfied, which includes unearned revenue and amounts that will be invoiced and recognized as revenue in future periods. Contracted but unsatisfied performance obligations were approximately $55,260,261 as of September 30, 2020, of which the Company estimates to recognize approximately $11,819,660 in revenue over the next 12 months and the remainder over an estimated 5 years thereafter. Actual revenue recognition depends in part on the timing of software modules installed at various customer sites. Accordingly, some factors that affect the Company's revenue, such as the availability and demand for modules within customer geographic locations, is not entirely within the Company's control. In instances where the timing of revenue recognition differs from the timing of invoicing, the Company has determined that its contracts generally do not include a significant financing component. The primary purpose of invoicing terms is to provide customers with simplified and predictable ways of purchasing the Company's products and services, and not to facilitate financing arrangements.

Deferred Revenue

The Company typically invoices its customers for subscription and support fees in advance on a quarterly or annual basis, with payment due at the start of the subscription or support term. Unpaid invoice amounts for non-cancelable license and services starting in future periods are included in accounts receivable and deferred revenue.

Practical Expedients and Exemptions

There are several practical expedients and exemptions allowed under Topic 606 that impact timing of revenue recognition and the Company's disclosures. Below is a list of practical expedients applied by the Company:

- The Company does not evaluate a contract for a significant financing component if payment is expected within one year or less from the transfer of the promised items to the customer.
- The Company generally expenses sales commissions and sales agent fees when incurred when the amortization period would have been one year or less or the commissions are based on cashed received. These costs are recorded within sales and marketing expense in the Consolidated Statement of Operations.
- The Company does not disclose the value of unsatisfied performance obligations for contracts for which the Company recognizes revenue at the amount to which it has the right to invoice for services performed (applies to time-and-material engagements).

Costs to Obtain a Contract

The Company does not have a material amount of costs to obtain a contract capitalized at any balance sheet date. In general, the Company incurs few direct incremental costs of obtaining new customer contracts. The Company rarely incurs incremental costs to review or otherwise enter into contractual arrangements with customers. In addition, the Company's sales personnel receive fees that are referred to as commissions, but that are based on more than simply signing up new customers. The Company's sales personnel are required to perform additional duties beyond new customer contract inception dates, including fulfilment duties and collections efforts.

NOTE 4 – EARNINGS PER SHARE

Basic earnings per share are computed based on the weighted average number of shares of common stock outstanding during the period. Diluted earnings per share is computed based on the weighted average number of shares of common stock plus the effect of dilutive potential common shares outstanding during the period using the treasury stock method. Dilutive potential common shares include outstanding stock options and stock awards.

The components of basic and diluted earnings per share were as follows:

	For the three months ended September 30, 2020		
	Net Income	**Shares**	**Per Share**
Basic income per share:			
Net income available to common shareholders	$ 717,554	11,787,233	$ 0.06
Effect of dilutive securities			
Share grants	-	-	-
Diluted income per share	$ 717,554	11,787,233	$ 0.06

	For the three months ended September 30, 2019		
	Net Loss	**Shares**	**Per Share**
Basic loss per share:			
Net loss available to common shareholders	$ (1,827,947)	11,664,239	$ (0.16)
Effect of dilutive securities			
Share grants	-	-	-
Diluted loss per share	$ (1,827,947)	11,664,239	$ (0.16)

The following potential dilutive shares were excluded from the shares used to calculate diluted earnings per share as their inclusion would be anti-dilutive.

	For the Three Months Ended September 30,	
	2020	2019
Stock Options	-	40,386
Share Grants	51,525	138,052
	51,525	178,438

NOTE 5 – OTHER COMPREHENSIVE INCOME AND FOREIGN CURRENCY

The accounts of NTE, AEL, VLSH and VLS use the British Pound; VLSIL uses the Euro; NetSol PK, Connect, and NetSol Innovation use the Pakistan Rupee; NTPK Thailand and NetSol Thai use the Thai Baht; Australia uses the Australian dollar; and NetSol Beijing uses the Chinese Yuan as the functional currencies. NetSol Technologies, Inc., and its subsidiary, NTA, use the U.S. dollar as the functional currency. Assets and liabilities are translated at the exchange rate on the balance sheet date, and operating results are translated at the average exchange rate throughout the period. Accumulated translation losses classified as an item of accumulated other comprehensive loss in the stockholders' equity section of the consolidated balance sheet were $33,210,231 and $34,085,047 as of September 30, 2020 and June 30, 2020, respectively. During the three months ended September 30, 2020 and 2019, comprehensive income (loss) in the consolidated statements of comprehensive income (loss) included a translation gain attributable to NetSol of $874,816 and $903,345, respectively.

NOTE 6 – MAJOR CUSTOMERS

During the three months ended September 30, 2020, revenues from Daimler Financial Services (“DFS”) and BMW Financial (“BMW”) were $2,598,652 and $2,485,229, respectively representing 20.6% and 19.7%, respectively of revenues. During the three months ended September 30, 2019 revenues from these two customers were $5,041,367 and $951,369 representing 37.1% and 7.0% of revenues. The revenue from these customers are shown in the Asia – Pacific segment.

Accounts receivable from DFS and BMW at September 30, 2020, were $1,994,215 and $190,217, respectively. Accounts receivable at June 30, 2020, were $4,821,468 and $474,271, respectively. Revenues in excess of billings at September 30, 2020 were $5,287,222 and $6,873,337 for DFS and BMW, respectively. Revenues in excess of billings at June 30, 2020, were $5,709,226 and $6,977,375 for DFS and BMW, respectively. Included in this amount was $Nil and $1,300,289 shown as long term at September 30, 2020 and June 30, 2020, respectively.

NOTE 7 – CONVERTIBLE NOTES RECEIVABLE – RELATED PARTY

The Company has entered into multiple convertible note receivable agreements with WRLD3D. The convertible notes bear interest ranging from 5% to 10% with various maturity dates. The convertible notes have conversion features which allow the Company to convert the notes into shares of WRLD3D stock upon the occurrence of certain events. The Company has a security interest in all of WRLD3D’s personal property, inventory, equipment, general intangibles, financial assets, investment property, securities, deposit accounts and the proceeds thereof.

The following table summarizes the convertible notes receivable from WRLD3D.

Agreement Date	Interest Rate	Maturity Date	Convertible Note Amount	Accrued Interest
May 25, 2017	5%	March 2, 2018	$ 750,000	$ 110,202
February 9, 2018	10%	March 31, 2019	2,500,000	500,773
April 1, 2019	10%	March 31, 2020	600,000	57,648
August 19, 2019	10%	March 31, 2020	400,000	32,439
			4,250,000	701,062
Less allowance for doubtful account			(4,250,000)	(701,062)
Net Balance			$ -	$ -

The Company has accrued interest of $701,062 at September 30, 2020 and June 30, 2020, respectively, which is included in “Other current assets”. As of July 1, 2020, the Company is not accruing interest.

NOTE 8 - OTHER CURRENT ASSETS

Other current assets consisted of the following:

	As of September 30, 2020	As of June 30, 2020
Prepaid Expenses	$ 1,132,187	$ 1,035,415
Advance Income Tax	378,484	355,482
Employee Advances	259,119	44,415
Security Deposits	280,903	270,403
Other Receivables	113,265	1,239,221
Other Assets	452,811	163,244
Total	$ 2,616,769	$ 3,108,180

NOTE 9 – REVENUES IN EXCESS OF BILLINGS – LONG TERM

Revenues in excess of billings, net consisted of the following:

	As of September 30, 2020	As of June 30, 2020
Revenues in excess of billings - long term	$ -	$ 1,341,575
Present value discount	-	(41,286)
Net Balance	$ -	$ 1,300,289

Pursuant to revenue recognition for contract accounting, the Company had recorded revenues in excess of billings long-term for amounts billable after one year. During the three months ended September 30, 2020 and 2019, the Company accreted $14,060 and $13,860, respectively, which was recorded in interest income for that period. The Company used the discounted cash flow method with an interest rate of 4.35%. During the quarter, the long-term amount was reclassified as short term upon meeting the billing criteria.

NOTE 10 - PROPERTY AND EQUIPMENT

Property and equipment consisted of the following:

	As of September 30, 2020	As of June 30, 2020
Office Furniture and Equipment	$ 3,215,079	$ 3,143,833
Computer Equipment	19,813,029	19,256,543
Assets Under Capital Leases	1,464,654	1,443,423
Building	5,929,559	5,848,813
Land	1,534,455	1,512,905
Capital Work In Progress	28,042	27,648
Autos	1,234,049	1,348,405
Improvements	36,053	36,929
Subtotal	33,254,920	32,618,499
Accumulated Depreciation	(21,998,614)	(21,288,868)
Property and Equipment, Net	$ 11,256,306	$ 11,329,631

For the three months ended September 30, 2020 and 2019, depreciation expense totaled $496,267 and $465,451, respectively. Of these amounts, $274,477 and $263,064, respectively, are reflected in cost of revenues.

Following is a summary of fixed assets held under finance leases as of September 30, 2020 and June 30, 2020:

	As of September 30, 2020	As of June 30, 2020
Computers and Other Equipment	$ 340,351	$ 328,621
Furniture and Fixtures	53,086	51,119
Vehicles	1,071,217	1,063,683
Total	1,464,654	1,443,423
Less:Accumulated Depreciation - Net	(727,380)	(667,096)
	$ 737,274	$ 776,327

Finance lease term and discount rate were as follows:

	As of September 30, 2020
Weighted average remaining lease term - Finance leases	1.22 Years
Weighted average discount rate - Finance leases	7.7%

NOTE 11 - LEASES

The Company leases certain office space, office equipment and autos with remaining lease terms of one year to 10 years under leases classified as financing and operating. For certain leases, the Company has options to extend the lease term for additional periods ranging from one year to 10 years.

The Company treats a contract as a lease when the contract conveys the right to use a physically distinct asset for a period of time in exchange for consideration, or the Company directs the use of the asset and obtains substantially all the economic benefits of the asset. These leases are recorded as right-of-use ("ROU") assets and lease obligation liabilities for leases with terms greater than 12 months. ROU assets represent the Company's right to use an underlying asset for the entirety of the lease term. Lease liabilities represent the Company's obligation to make payments over the life of the lease. A ROU asset and a lease liability are recognized at commencement of the lease based on the present value of the lease payments over the life of the lease. Initial direct costs are included as part of the ROU asset upon commencement of the lease. Since the interest rate implicit in a lease is generally not readily determinable for the operating leases, the Company uses an incremental borrowing rate to determine the present value of the lease payments. The incremental borrowing rate represents the rate of interest the Company would have to pay to borrow on a collateralized basis over a similar lease term to obtain an asset of similar value. The Company used the incremental borrowing rate on July 1, 2019 for all leases that commenced prior to that date. For finance leases, the Company used the incremental borrowing rate implicit in the lease.

The Company reviews the impairment of ROU assets consistent with the approach applied for the Company's other long-lived assets. The Company reviews the recoverability of long-lived assets when events or changes in circumstances occur that indicate that the carrying value of the asset may not be recoverable. The assessment of possible impairment is based on the Company's ability to recover the carrying value of the asset from the expected undiscounted future pre-tax cash flows of the related operations.

The Company elected the practical expedient to exclude short-term leases (leases with original terms of 12 months or less) from ROU asset and lease liability accounts.

Lease expense is recognized on a straight-line basis over the lease term, while variable lease payments are expensed as incurred. Variable payments change due to facts or circumstances occurring after the commencement date, other than the passage of time, and do not result in a re-measurement of lease liabilities. The Company's variable lease payments include payments for finance leases that are adjusted based on a change in the Karachi Inter Bank Offer Rate. The Company's lease agreements do not contain any significant residual value guarantees or restrictive covenants.

Supplemental balance sheet information related to leases was as follows:

	As of September 30, 2020	As of June 30, 2020
Assets		
Operating lease assets, net	$ 2,133,902	$ 2,360,129
Liabilities		
Current		
Operating	$ 1,165,957	$ 1,111,912
Non-current		
Operating	1,110,832	1,339,965
Total Lease Liabilities	$ 2,276,789	$ 2,451,877

The components of lease cost were as follows:

	For the Three Months Ended September 30, 2020	2019
Amortization of finance lease assets	$ 45,253	$ 26,330
Interest on finance lease obligation	11,692	22,918
Operating lease cost	320,086	263,577
Short term lease cost	16,578	74,110
Sub lease income	(8,624)	(8,199)
Total lease cost	$ 384,985	$ 378,736

Lease term and discount rate were as follows:

	As of September 30, 2020
Weighted average remaining lease term - Operating leases	2.26 Years
Weighted average discount rate - Operating leases	5.6%

Supplemental disclosures of cash flow information related to leases were as follows:

	For the Three Months Ended September 30, 2020	September 30, 2019
Cash flows related to lease liabilities		
Operating cash flows related to operating leases	$ 269,783	$ 232,268

Maturities of operating lease liabilities were as follows as of September 30, 2020:

	Amount
Within year 1	$ 1,256,971
Within year 2	801,053
Within year 3	300,565
Within year 4	58,591
Within year 5	797
Thereafter	2,988
Total Lease Payments	2,420,965
Less: Imputed interest	(144,176)
Present Value of lease liabilities	2,276,789
Less: Current portion	(1,165,957)
Non-Current portion	$ 1,110,832

The Company is a lessor for certain office space leased by the Company and sub-leased to others under non-cancelable leases. These lease agreements provide for a fixed base rent and terminate by July 2021. All leases are considered operating leases. There are no rights to purchase the premises and no residual value guarantees. For the three months ended September 30, 2020 and 2019, the Company received lease income of $8,624 and $8,199, respectively.

NOTE 12 – LONG TERM INVESTMENT

Drivemate

The Company and Drivemate Co., Ltd. ("Drivemate") entered into a subscription agreement on April 25, 2019, ("Drivemate Agreement") whereby the Company will purchase an equity interest of 30% in Drivemate. Per the Drivemate Agreement, the Company will purchase 5,469 preferred shares for $1,800,000 consisting of $500,000 cash and $1,300,000 in services. The Company has paid $405,000 and has received 1,267 shares. The remaining $95,000 will be paid in increments based on the contract with the final payment due 24 months from the date of the Drivemate Agreement signing. As of September 30, 2020, the Company owns 6.23% of Drivemate. Per the Drivemate Agreement, the Company appointed two directors to the Drivemate board. The Company determined that it met the significant influence criteria since two of the four directors are appointed by the Company and the Company is to own 30% of Drivemate at the final payment date; therefore, the Company accounts for the investment using the equity method of accounting.

During the three months ended September 30, 2020 and 2019, the Company performed $Nil and $204,615 of services, respectively.

Under the equity method of accounting, the Company recorded its share of net income of $595 and share of net loss of $5,392 for the three months ended September 30, 2020 and 2019, respectively.

WRLD3D-Related Party

On March 2, 2017, the Company purchased a 4.9% interest in WRLD3D, a non-public company, for $1,111,111. The Company paid $555,556 at the initial closing and $555,555 on September 1, 2017. NetSol PK, the subsidiary of the Company, purchased a 12.2% investment in WRLD3D, for $2,777,778 which was earned by providing IT and enterprise software solutions.

NetSol PK has not provided services to WRLD3D for the three months ended September 30, 2020, and has provided services of $82,933 for the three months ended September 30, 2019, which is recorded as services-related party. Accounts receivable and revenue in excess of billing were $1,373,099 and $8,163 at June 30, 2020, respectively. Upon adoption of ASC 326, an allowance was established for the full amounts of these accounts. The net balances of accounts receivable and revenues in excess of billing were $Nil at September 30, 2020.

Under the equity method of accounting, the Company recorded its share of net loss of $108,445 and $183,832 for the three months ended September 30, 2020 and 2019, respectively.

The following table reflects the above investments at September 30, 2020.

	Drivemate	WRLD3D	Total
Gross investment	$ 405,000	$ 3,888,889	$ 4,293,889
Cumulative net loss on investment	(18,878)	(1,432,217)	(1,451,095)
Cumulative other comprehensive income (loss)	-	(425,503)	(425,503)
Net investment	$ 386,122	$ 2,031,169	$ 2,417,291

NOTE 13 - INTANGIBLE ASSETS

Intangible assets consisted of the following:

	As of September 30, 2020	As of June 30, 2020
Product Licenses - Cost	$ 47,244,997	$ 47,244,997
Effect of Translation Adjustment	(15,659,211)	(16,045,322)
Accumulated Amortization	(26,553,156)	(25,808,598)
Net Balance	$ 5,032,630	$ 5,391,077

(A) Product Licenses

Product licenses include internally developed original license issues, renewals, enhancements, copyrights, trademarks, and trade names. Product licenses are amortized on a straight-line basis over their respective lives, and the unamortized amount of $5,032,630 will be amortized over the next 3 years. Amortization expense for the three months ended September 30, 2020 and 2019 was $432,772 and $456,601, respectively.

(B) Future Amortization

Estimated amortization expense of intangible assets over the next five years is as follows:

Period ended:	
September 30, 2021	$1,755,567
September 30, 2022	1,755,567
September 30, 2023	1,521,496
	$5,032,630

NOTE 14 - ACCOUNTS PAYABLE AND ACCRUED EXPENSES

Accounts payable and accrued expenses consisted of the following:

	As of September 30, 2020	As of June 30, 2020
Accounts Payable	$ 1,318,477	$ 1,351,158
Accrued Liabilities	3,882,782	3,349,624
Accrued Payroll & Taxes	426,673	537,888
Taxes Payable	252,907	303,996
Other Payable	125,160	138,171
Total	$ 6,005,999	$ 5,680,837

NOTE 15 – DEBTS

Notes payable and finance leases consisted of the following:

		As of September 30, 2020		
Name		Total	Current Maturities	Long-Term Maturities
D&O Insurance	(1)	$ 17,234	$ 17,234	$ -
Paycheck Protection Program Loans	(2)	469,721	212,589	257,132
Bank Overdraft Facility	(3)	-	-	-
Term Finance Facility	(4)	2,103,507	822,457	1,281,050
Loan Payable Bank - Export Refinance	(5)	3,017,866	3,017,866	-
Loan Payable Bank - Running Finance	(6)	-	-	-
Loan Payable Bank - Export Refinance II	(7)	2,293,577	2,293,577	-
Loan Payable Bank - Running Finance II	(8)	-	-	-
Loan Payable Bank - Export Refinance III	(9)	3,017,867	3,017,867	-
Term Finance Facility	(10)	63,825	17,318	46,507
		10,983,597	9,398,908	1,584,689
Subsidiary Finance Leases	(11)	399,379	278,369	121,010
		$ 11,382,976	$ 9,677,277	$ 1,705,699

		As of June 30, 2020		
Name		Total	Current Maturities	Long-Term Maturities
D&O Insurance	(1)	$ 81,728	$ 81,728	$ -
Paycheck Protection Program Loans	(2)	469,721	182,669	287,052
Bank Overdraft Facility	(3)	-	-	-
Term Finance Facility	(4)	1,380,878	354,337	1,026,541
Loan Payable Bank - Export Refinance	(5)	2,975,482	2,975,482	-
Loan Payable Bank - Running Finance	(6)	-	-	-
Loan Payable Bank - Export Refinance II	(7)	2,261,365	2,261,365	-
Loan Payable Bank - Running Finance II	(8)	-	-	-
Loan Payable Bank - Export Refinance III	(9)	2,975,483	2,975,483	-
Term Finance Facility	(10)	65,473	16,423	49,050
		10,210,130	8,847,487	1,362,643
Subsidiary Finance Leases	(11)	469,406	292,074	177,332
		$ 10,679,536	$ 9,139,561	$ 1,539,975

(1) The Company finances Directors' and Officers' ("D&O") liability insurance and Errors and Omissions ("E&O") liability insurance, for which the D&O and E&O balances are renewed on an annual basis and, as such, are recorded in current maturities. The interest rate on these financings were ranging from 5.0% to 7.0% as of September 30, 2020 and June 30, 2020.

(2) The Company and its subsidiary, NTA, received Paycheck Protection Program loans of $469,721 introduced by the U.S. Government during the COVID-19 Pandemic. This loan is forgivable if the Company meets the criteria set by the U.S. Government. The loans carry an interest rate of 1% and have a maturity date of two years from the date of the disbursement of the loan. As of September 30, 2020, the Company has not applied for the loan forgiveness.

(3) The Company's subsidiary, NTE, has an overdraft facility with HSBC Bank plc whereby the bank would cover any overdrafts up to £300,000, or approximately $384,615. The annual interest rate was 5.12% as of September 30, 2020. The total outstanding balance as of September 30, 2020 was £Nil.

This overdraft facility 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. As of September 30, 2020, NTE was in compliance with this covenant.

(4) The Company's subsidiary, NetSol PK, has a term finance facility from Askari Bank Limited, approved by the Government of Pakistan to protect the employment situation during the Pandemic COVID-19. This is a term loan payable in three years. The availed facility amount was Rs. 348,509,008 or $2,103,507, at September 30, 2020, of which $719,364 is shown as current and the remaining $1,384,143 is shown as long term. The availed facility amount was Rs. 232,042,664 or $1,380,878, at June 30, 2020, of which $354,337 is shown as current and the remaining $1,026,541 is shown as long term. The interest rate for the loan was 3% at September 30, 2020 and June 30, 2020.

(5) The Company's subsidiary, NetSol PK, has an export refinance facility with Askari Bank Limited, secured by NetSol PK's assets. This is a revolving loan that matures every nine months. The total facility amount is Rs. 500,000,000 or $3,017,867 at September 30, 2020 and Rs. 500,000,000 or $2,975,482 at June 30, 2020. The interest rate for the loan was 3% at September 30, 2020 and June 30, 2020.

(6) The Company's subsidiary, NetSol PK, has a running finance facility with Askari Bank Limited, secured by NetSol PK's assets. The total facility amount is Rs. 75,000,000 or $452,680, at September 30, 2020. The balance outstanding at September 30, 2020 and June 30, 2020 was Rs. Nil. The interest rate for the loan was 9.25% and 7.2% at September 30, 2020 and June 30, 2020, respectively.

This facility requires NetSol PK to maintain a long-term debt equity ratio of 60:40 and the current ratio of 1:1. As of September 30, 2020, NetSol PK was in compliance with this covenant.

(7) The Company's subsidiary, NetSol PK, has an export refinance facility with Samba Bank Limited, secured by NetSol PK's assets. This is a revolving loan that matures every nine months. The total facility amount is Rs. 380,000,000 or $2,297,577 and Rs. 380,000,000 or $2,261,366 at September 30, 2020 and June 30, 2020, respectively. The interest rate for the loan was 3% at September 30, 2020 and June 30, 2020.

(8) The Company's subsidiary, NetSol PK, has a running finance facility with Samba Bank Limited, secured by NetSol PK's assets. The total facility amount is Rs. 120,000,000 or $724,288 and Rs. 120,000,000 or $714,116, at September 30, 2020 and June 30, 2020, respectively. The interest rate for the loan was 8.75% and 7.7% at September 30, 2020 and June 30, 2020, respectively. The balance outstanding at September 30, 2020 and June 30, 2020 was Rs. Nil.

During the tenure of loan, the facilities from Samba Bank Limited require NetSol PK to maintain at a minimum a current ratio of 1:1, an interest coverage ratio of 4 times, a leverage ratio of 2 times, and a debt service coverage ratio of 4 times. As of September 30, 2020, NetSol PK was in compliance with these covenants.

(9) The Company's subsidiary, NetSol PK, has an export refinance facility with Habib Metro Bank Limited, secured by NetSol PK's assets. This is a revolving loan that matures every nine months. The total facility amount is Rs. 900,000,000 or $5,432,158 and NetSol PK used Rs. 500,000,000 or $3,017,867 at September 30, 2020. The total facility amount is Rs. 900,000,000 or $5,355,868 and NetSol PK used Rs. 500,000,000 or $2,975,482 at June 30, 2020. The interest rate for the loan was 3% at September 30, 2020 and June 30, 2020.

(10) In March 2019, the Company's subsidiary, VLS, entered into a loan agreement. The loan amount was £69,549, or $85,863, for a period of 5 years with monthly payments of £1,349, or $1,666. As of September 30, 2020, the subsidiary has used this facility up to $61,462, of which $44,785 was shown as long-term and $16,677 as current. The interest rate was 6.14% at September 30, 2020.

(11) The Company leases various fixed assets under finance lease arrangements expiring in various years through 2024. The assets and liabilities under finance leases are recorded at the lower of the present value of the minimum lease payments or the fair value of the asset. The assets are secured by the assets themselves. Depreciation of assets under finance leases is included in depreciation expense for the three months ended September 30, 2020 and 2019.

Following is the aggregate minimum future lease payments under finance leases as of September 30, 2020:

	Amount
Minimum Lease Payments	
Within year 1	$ 295,594
Within year 2	96,239
Within year 3	20,615
Within year 4	8,590
Total Minimum Lease Payments	421,038
Interest Expense relating to future periods	(21,659)
Present Value of minimum lease payments	399,379
Less: Current portion	(278,369)
Non-Current portion	$ 121,010

NOTE 16 - STOCKHOLDERS' EQUITY

During the three months ended September 30, 2020, the Company issued 3,020 shares of common stock for services rendered by officers of the Company. These shares were valued at the fair market value of $17,068.

During the three months ended September 30, 2020, the Company issued 1,983 shares of common stock for services rendered by the independent members of the Board of Directors as part of their board compensation. These shares were valued at the fair market value of $11,997.

During the three months ended September 30, 2020, the Company issued 9,893 shares of its common stock to employees pursuant to the terms of their employment agreements valued at $57,948.

NOTE 17 - INCENTIVE AND NON-STATUTORY STOCK OPTION PLAN

The following table summarizes stock grants awarded as compensation:

	# of shares	Weighted Average Grant Date Fair Value ($)
Unvested, June 30, 2020	66,421	$ 5.88
Granted	-	$ -
Vested	(14,896)	$ 5.84
Forfeited / Cancelled	-	$ -
Unvested, September 30, 2020	51,525	$ 5.73

For the three months ended September 30, 2020 and 2019, the Company recorded compensation expense of $90,617 and $164,293, respectively. The compensation expense related to the unvested stock grants as of September 30, 2020 was $282,612 which will be recognized during the fiscal years 2021 through 2022.

NOTE 18 – CONTINGENCIES

From time to time, the Company is subject to legal proceedings, claims, and litigation arising in the ordinary course of business including tax assessments. The Company defends itself vigorously against any such claims. When (i) it is probable that an asset has been impaired or a liability has been incurred and (ii) the amount of the loss can be reasonably estimated, the Company records the estimated loss. The Company provides disclosure in the notes to the consolidated financial statements for loss contingencies that do not meet both conditions if there is a reasonable possibility that a loss may have been incurred that would be material to the financial statements. Significant judgment is required to determine the probability that a liability has been incurred and whether such liability is reasonably estimable. The Company bases accruals on the best information available at the time, which can be highly subjective. The final outcome of these matters could vary significantly from the amounts included in the accompanying consolidated financial statements.

NOTE 19 – OPERATING SEGMENTS

The Company has identified three segments for its products and services; North America, Europe and Asia-Pacific. Our reportable segments are business units located in different global regions. Each business unit provides similar products and services; license fees for leasing and asset-based software, related maintenance fees, and implementation and IT consulting services. Separate management of each segment is required because each business unit is subject to different operational issues and strategies due to their particular regional location. The Company accounts for intra-company sales and expenses as if the sales or expenses were to third parties and eliminates them in the consolidation.

The following table presents a summary of identifiable assets as of September 30, 2020 and June 30, 2020:

	As of September 30, 2020	As of June 30, 2020
Identifiable assets:		
Corporate headquarters	$ 3,563,228	$ 4,508,724
North America	5,879,871	5,949,653
Europe	10,948,153	10,856,814
Asia - Pacific	62,672,095	67,157,898
Consolidated	$ 83,063,347	$ 88,473,089

The following table presents a summary of investment under equity method as of September 30, 2020 and June 30, 2020:

	As of September 30, 2020	As of June 30, 2020
Investment in associates under equity method:		
Corporate headquarters	$ 441,729	$ 473,692
Asia - Pacific	1,975,562	1,914,000
Consolidated	$ 2,417,291	$ 2,387,692

The following table presents a summary of operating information for the three months ended September 30:

	For the Three Months Ended September 30, 2020	2019
Revenues from unaffiliated customers:		
North America	$ 812,878	$ 977,175
Europe	3,151,891	2,592,339
Asia - Pacific	8,682,609	9,919,969
	12,647,378	13,489,483
Revenue from affiliated customers		
Asia - Pacific	-	82,933
	-	82,933
Consolidated	$ 12,647,378	$ 13,572,416
Intercompany revenue		
Europe	$ 139,156	$ 146,825
Asia - Pacific	2,158,628	1,064,766
Eliminated	$ 2,297,784	$ 1,211,591
Net income (loss) after taxes and before non-controlling interest:		
Corporate headquarters	$ 1,167,795	$ (864,210)
North America	(281,797)	(57,987)
Europe	603,016	381,094
Asia - Pacific	(365,537)	(1,720,156)
Consolidated	$ 1,123,477	$ (2,261,259)

The following table presents a summary of capital expenditures for the three months ended September 30:

	For the Three Months Ended September 30, 2020	2019
Capital expenditures:		
North America	$ 1,521	$ -
Europe	57,429	31,852
Asia - Pacific	430,339	289,273
Consolidated	$ 489,289	$ 321,125

NOTE 20 – NON-CONTROLLING INTEREST IN SUBSIDIARY

The Company had non-controlling interests in several of its subsidiaries. The balance of non-controlling interest was as follows:

SUBSIDIARY	Non-Controlling Interest %	Non-Controlling Interest at September 30, 2020
NetSol PK	33.88%	$ 6,516,780
NetSol-Innovation	33.88%	129,806
NetSol Thai	0.006%	(245)
OTOZ Thai	0.006%	(17)
OTOZ	5.00%	(5,793)
Total		$ 6,640,531

SUBSIDIARY	Non-Controlling Interest %	Non-Controlling Interest at June 30, 2020
NetSol PK	33.88%	$ 6,361,747
NetSol-Innovation	33.88%	128,514
NetSol Thai	0.006%	(39)
OTOZ Thai	0.006%	4
OTOZ	5.00%	(1,326)
Total		$ 6,488,900

NOTE 21 – INCOME TAXES

The current tax provision is based on taxable income for the year determined in accordance with the prevailing law for taxation of income. The charge for tax on income is calculated at the current rates of taxation as applicable after considering tax credit and tax rebates available, if any. We are subject to income taxes in the U.S. and numerous foreign jurisdictions. Our effective tax rate is lower than the U.S. statutory rate primarily because of more earnings realized in countries that have lower statutory tax rates. Our effective tax rate in the future will depend on the portion of our profits earned within and outside the United States. Income from the export of computer software and its related services developed in Pakistan is exempt from tax through June 30, 2025; however, tax at the applicable rates is charged to the income from revenue generated from other than core business activities.

During the three months ended September 30, 20120 and 2019, the Company recorded an income tax provision of $264,294 and $238,238, respectively, resulting in an effective tax rate of 19.0% and (14.9%), respectively.

NOTE 22 – SUBSEQUENT EVENTS

Subsequent to September 30, 2020, the Company purchased an additional 102,023 shares at an average price of $2.94 per share pursuant to the stock repurchase plan approved by the Company's Board of Directors on July 30, 2020.

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

The following discussion is intended to assist in an understanding of the Company's financial position and results of operations for the three months ended September 30, 2020. The following discussion should be read in conjunction with the information included within our Annual Report on Form 10-K for the year ended June 30, 2020, and the Condensed Consolidated Financial Statements and notes thereto included elsewhere in this Quarterly Report on Form 10-Q.

Our website is located at www.netsoltech.com, and our investor relations website is located at http://ir.netsoltech.com. 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 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 Quarterly Report on Form 10-Q 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 and on social media platforms linked to our corporate 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:// netsoltech.com/about-us. The content of our websites is not intended to be incorporated by reference into this 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.

Forward-Looking Information

This report contains certain forward-looking statements and information relating to the Company that is based on the beliefs of its management as well as assumptions made by and information currently available to its management. When used in this report, the words "anticipate", "believe", "estimate", "expect", "intend", "plan", and similar expressions as they relate to the Company or its management, are intended to identify forward-looking statements. These statements reflect management's current view of the Company with respect to future events and are subject to certain risks, uncertainties and assumptions. Should any of these risks or uncertainties materialize, or should underlying assumptions prove incorrect, actual results may vary materially from those described in this report as anticipated, estimated or expected. The Company's realization of its business aims could be materially and adversely affected by any technical or other problems in, or difficulties with, planned funding and technologies, third party technologies which render the Company's technologies obsolete, the unavailability of required third party technology licenses on commercially reasonable terms, the loss of key research and development personnel, the inability or failure to recruit and retain qualified research and development personnel, or the adoption of technology standards which are different from technologies around which the Company's business ultimately is built. The Company does not intend to update these forward-looking statements.

Business Overview

NetSol Technologies, Inc. (NasdaqCM: NTWK) is a worldwide provider of IT and enterprise software solutions. We believe that our solutions constitute mission critical applications for clients, as they encapsulate end-to-end business processes, facilitating faster processing and increased transactions.

The Company's primary source of revenue is the licensing, customization, enhancement and maintenance of its suite of financial applications under the brand name NFS™ (NetSol Financial Suite) and NFS Ascent® for leading businesses in the global lease and finance industry.

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 around 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 following locations:

- North America — Los Angeles Area
- Europe — London Metropolitan area
- Asia Pacific — Lahore, Karachi, Bangkok, Beijing, Shanghai, Jakarta and Sydney

NetSol's offerings include its flagship global solution, NFS™. A robust suite of four software applications that is an end-to-end solution for the asset finance industry covering the complete leasing and finance cycle starting from quotation origination through end of contract transactions and including digital channel support with intuitive mobile applications. The four 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 for companies of any size, including those with multi-billion-dollar portfolios.

NFS Ascent®

NFS Ascent®, the Company's next generation platform, offers a technologically advanced solution for the auto and equipment finance and leasing industry. NFS Ascent's® architecture and user interfaces were designed based on the Company's collective experience with global Fortune 500 companies over the past 40 years combined with UX design concepts. The platform's framework allows auto captive and asset finance companies to rapidly transform legacy driven technology into a state-of-the-art IT and business process environment. At the core of the NFS Ascent ® platform, is a lease accounting and contract processing engine, which allows for an array of interest calculation methods, as well as robust accounting of multi-billion-dollar lease portfolios in compliance with various regulatory standards. NFS Ascent®, with its distributed and clustered deployment across parallel application and high-volume data servers, enables finance companies to process voluminous data in a hyper speed environment. NFS Ascent® has been developed using the latest tools and technologies and its n-tier SOA architecture allows the system to greatly improve a myriad of areas including, but not limited to, scalability, performance, fault tolerance and security. Pricing models for NFS Ascent ® are also available on a software as a service ("SaaS") or subscription-based pricing as an alternative to the traditional license model. Subscription-based pricing is being offered on a monthly, quarterly or annual basis and decreases the cost of the initial buy-in for new customers while providing an alternative to current customers seeking lower software usage and maintenance costs.

NFS Digital

NFS Digital enables a sales force for a finance and leasing company to access different channels like point of sale, field investigation and auditing as well as allowing end customers to access their contract details through a self-service mobile application.

Otoz Mobility Orchestration System

Otoz is a digital platform that helps automotive asset-holders (auto-manufacturers, auto-captives and fleet owners) and start-ups to launch, orchestrate and scale mobility businesses. Otoz platform is built on cutting-edge technology stack which comprises of Cloud-Native Architecture, Microservices, Artificial Intelligence, Machine Learning, Blockchain, DevOps and APIs. Otoz powerful feature-set allows automotive asset-holders with the ability to orchestrate a range of car-share and vehicle subscription services. The data-driven nature of platform empowers automotive asset-holders to maximize optimize and utilize mobility offerings. Otoz enables customers to book car-share and subscribe to vehicles through its intuitive, digital, and easy to use interface. An API driven architecture allows quick integration of ecosystem partners such as maintenance, roadside and offline jobs providers to allow seamless operation of mobility services.

LeasePak

In North America, NTA has and continues to develop the LeasePak CMS product which is now tailored to be an offering on the Microsoft Azure™ cloud. LeasePak streamlines the lease and loan management lifecycle, enabling superior portfolio management, flexible financial products (lease or loan terms) and sophisticated financial analysis and management to reduce operating costs, simplify accounting and improve profits. It is scalable from a basic offering to a collection of highly specialized add on modules for systems, portfolios and accounting methods for virtually all sizes and complexity of operations. It is the centerpiece of vehicle leasing infrastructure at leading Fortune 500 banks and Automotive Captives, as well as for some of the industry's leading independent lessors. It 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 for asset disposition and remarketing.

LeasePak-SaaS

NTA also offers the LeasePak SaaS business line, which provides high performance with a reduced total cost of ownership. SaaS offers a proven deployment option whereby customers only require access to the internet to use the software. With an elastic cloud price, revenue stream predictability and improved return on investment for customers, management believes that its SaaS customers will experience the performance, the reliability and the speed usually associated with a highly scalable private cloud. LeasePak-SaaS targets small and mid-sized leasing and finance companies.

LeaseSoft

In addition to offering NFS Ascent® to the European market, NTE has some regional offerings, including LeaseSoft and LoanSoft. LeaseSoft is a full lifecycle lease and finance system aimed predominantly at the UK funder market, including modules to support web portals and an electronic data interchange manager to facilitate integration between funders and introducers. LoanSoft is similar to LeaseSoft, but optimized for the consumer loan market.

Highlights

Listed below are a few of NetSol's highlights for the quarter ended September 30, 2020:

- SCI Lease Corp, our first North American Ascent™ customer, successfully went live with NFS Ascent™.
- Peter Minshall was appointed Executive Vice President for NetSol Technologies Americas.
- A leading captive finance company of a notable U.S. based auto manufacturer went live with LeasePak cloud.
- NETSOL's majority owned mobility startup, Otoz, is partnering to launch its digital automotive retail platform for a U.S. based subsidiary of a renowned German Auto Manufacturer for one of its key brands.
- NETSOL effectively generated approximately $1.3 million by successfully implementing change requests from various customers across multiple regions.
- Daimler Financial Services went live with NFS Ascent™ Retail Platform on a single code, single instance and involving multi-tenancy setup in Singapore.

- NETSOL began the implementation process for Daimler Financial Services in New Zealand and Australia.

Management has identified the following material trends affecting NetSol.

Positive trends:

- NFS Ascent® SaaS offering is gaining traction in mid-size auto captives in the North American and European markets.
- Mobility and digital transformation are the new norm showing acceleration in every sector particularly in auto and banking.
- On Cloud demand for our solution is on the rise.
- COVID-19 has created new dynamics for businesses and corporations with employees and executives working from home. Essentially, the decreased office and maintenance costs, as well as the sharply reduced travel expenses, should positively impact our financials.
- COVID-19 is creating new opportunities for our R&D teams to expand and monetize mobile and digital solutions in our space and complementary sectors.
- In developing markets, new interests are emerging from existing clients for upgrades and mobility platforms.
- Growing opportunities and dynamics of shared car ownership either through ride hailing and car sharing encouraging our innovation and development tools.
- OTOZ platform is showing positive trajectory of interest from existing and new auto leasing and Tier 1 companies in all of our markets, including China, the US and Europe.
- Improved stability in U.S. and Pakistan relationship boosting confidence and trade relations.
- China's China Pakistan Economic Corridor (CPEC) investment has exceeded $62 billion investment from the originally planned $46 billion on Pakistan energy and infrastructure sectors.
- China auto sector remains strong as our customers are constantly demanding 'Change Requests' or additional services and reflects resilience.

Negative trends:

- COVID-19 has caused a global recession that will adversely impact every one of our business sectors.
- Most OEMs and auto sectors are experiencing a major slowdown due to lockdowns and health concerns.
- The C-level decision making to acquire new systems or even upgrade will be elongated due to uncertainty of the COVID-19 virus.
- Working from the office poses its own risk of virus spread until it vanishes completely.
- US and China trade conflicts tend to further aggravate the global business environment.
- Global outlook for auto sector is uncertain if the recessionary impact worsens.

CHANGES IN FINANCIAL CONDITION

Quarter Ended September 30, 2020 Compared to the Quarter Ended September 30, 2019

The following table sets forth the items in our unaudited condensed consolidated statement of operations for the three months ended September 30, 2020 and 2019 as a percentage of revenues.

	For the Three Months Ended September 30, 2020	%	2019	%
Net Revenues:				
License fees	$ 3,475	0.0%	$ 2,464,216	18.2%
Subscription and support	5,171,863	40.9%	4,606,376	33.9%
Services	7,472,040	59.1%	6,418,891	47.3%
Services - related party	-	0.0%	82,933	0.6%
Total net revenues	12,647,378	100.0%	13,572,416	100.0%
Cost of revenues:				
Salaries and consultants	4,526,649	35.8%	4,454,964	32.8%
Travel	103,752	0.8%	1,342,635	9.9%
Depreciation and amortization	707,249	5.6%	719,665	5.3%
Other	928,153	7.3%	944,524	7.0%
Total cost of revenues	6,265,803	49.5%	7,461,788	55.0%
Gross profit	6,381,575	50.5%	6,110,628	45.0%
Operating expenses:				
Selling and marketing	1,609,604	12.7%	1,743,868	12.8%
Depreciation and amortization	221,790	1.8%	202,387	1.5%
General and administrative	3,427,636	27.1%	3,918,613	28.9%
Research and development cost	85,989	0.7%	672,970	5.0%
Total operating expenses	5,345,019	42.3%	6,537,838	48.2%
Income (loss) from operations	1,036,556	8.2%	(427,210)	-3.1%
Other income and (expenses)				
Loss on sale of assets	(21,742)	-0.2%	(289)	0.0%
Interest expense	(103,327)	-0.8%	(63,663)	-0.5%
Interest income	200,821	1.6%	399,229	2.9%
Gain (loss) on foreign currency exchange transactions	296,041	2.3%	(1,760,190)	-13.0%
Share of net loss from equity investment	(107,850)	-0.9%	(189,224)	-1.4%
Other income	87,272	0.7%	18,326	0.1%
Total other income (expenses)	351,215	2.8%	(1,595,811)	-11.8%
Net income (loss) before income taxes	1,387,771	11.0%	(2,023,021)	-14.9%
Income tax provision	(264,294)	-2.1%	(238,238)	-1.8%
Net income (loss)	1,123,477	8.9%	(2,261,259)	-16.7%
Non-controlling interest	(405,923)	-3.2%	433,312	3.2%
Net income (loss) attributable to NetSol	$ 717,554	5.7%	$ (1,827,947)	-13.5%

A significant portion of our business is conducted in currencies other than the U.S. dollar. We operate in several geographical regions as described in Note 19 "Operating Segments" within the Notes to the Condensed Consolidated Financial Statements. Weakening of the value of the U.S. dollar compared to foreign currency exchange rates generally has the effect of increasing our revenues but also increasing our expenses denominated in currencies other than the U.S. dollar. Similarly, strengthening of the U.S. dollar compared to foreign currency exchange rates generally has the effect of reducing our revenues but also reducing our expenses denominated in currencies other than the U.S. dollar. We plan our business accordingly by deploying additional resources to areas of expansion, while continuing to monitor our overall expenditures given the economic uncertainties of our target markets. In order to provide a framework for assessing how our underlying businesses performed excluding the effect of foreign currency fluctuations, we compare the changes in results from one period to another period using constant currency. In order to calculate our constant currency results, we apply the current period results to the prior period foreign currency exchange rates. In the table below, we present the change based on actual results in reported currency and in constant currency.

	For the Three Months Ended September 30,				Favorable (Unfavorable) Change in Constant Currency	Favorable (Unfavorable) Change due to Currency Fluctuation	Total Favorable (Unfavorable) Change as Reported
	2020	%	2019	%			
Net Revenues:	$12,647,378	100.0%	$13,572,416	100.0%	$ (738,945)	$ (186,093)	$ (925,038)
Cost of revenues:	6,265,803	49.5%	7,461,788	55.0%	1,011,729	184,256	1,195,985
Gross profit	6,381,575	50.5%	6,110,628	45.0%	272,784	(1,837)	270,947
Operating expenses:	5,345,019	42.3%	6,537,838	48.2%	1,171,910	20,909	1,192,819
Income (loss) from operations	$ 1,036,556	8.2%	$ (427,210)	-3.1%	$ 1,444,694	$ 19,072	$ 1,463,766

Net revenues for the quarter ended September 30, 2020 and 2019 are broken out among the segments as follows:

	2020		2019	
	Revenue	%	Revenue	%
North America	812,878	6.4%	977,175	7.2%
Europe	3,151,891	24.9%	2,592,339	19.1%
Asia-Pacific	8,682,609	68.7%	10,002,902	73.7%
Total	$ 12,647,378	100.0%	$ 13,572,416	100.0%

Revenues

License fees

License fees for the three months ended September 30, 2020 were $3,475 compared to $2,464,216 for the three months ended September 30, 2019 reflecting a decrease of $2,460,741 with a change in constant currency of $2,465,909. During the three months ended September 30, 2019, we recognized approximately $2,455,000 related to the DFS contract.

Subscription and support

Subscription and support fees for the three months ended September 30, 2020 were $5,171,863 compared to $4,606,376 for the three months ended September 30, 2019 reflecting an increase of $565,487 with a change in constant currency of $682,173. Subscription and support fees begin once a customer has "gone live" with our product. Subscription and support fees are recurring in nature, and we anticipate these fees to gradually increase as we implement both our NFS legacy products and NFS Ascent®.

Services

Services income for the three months ended September 30, 2020 was $7,472,040 compared to $6,418,891 for the three months ended September 30, 2019 reflecting an increase of $1,053,149 with an increase in constant currency of $1,127,724. Services revenue is derived from services provided to both current customers as well as services provided to new customers as part of the implementation process.

Services – related party

Services income from related party for the three months ended September 30, 2020 was $Nil compared to $82,933 for the three months ended September 30, 2019 reflecting a decrease of $82,933 with a change in constant currency of $82,933. The decrease in related party service revenue is due to a decrease in service revenue related to services performed for WRLD3D.

Gross Profit

The gross profit was $6,381,575, for the three months ended September 30, 2020 as compared with $6,110,628 for the three months ended September 30, 2019. This is an increase of $270,947 with a change in constant currency of $272,784. The gross profit percentage for the three months ended September 30, 2020 also increased to 50.5% from 45.0% for the three months ended September 30, 2019. The cost of sales was $6,265,803 for the three months ended September 30, 2020 compared to $7,461,788 for the three months ended September 30, 2019 for a decrease of $1,195,985 and on a constant currency basis a decrease of $1,011,729. As a percentage of sales, cost of sales decreased from 55.0% for the three months ended September 30, 2019 to 49.5% for the three months ended September 30, 2020.

Salaries and consultant fees increased by $71,685 from $4,454,964 for the three months ended September 30, 2019 to $4,526,649 for the three months ended September 30, 2020 and on a constant currency basis increased $199,662. The increase is due to annual salary raises offset by a reduction in salaries as part of our cost savings measure due to the COVID-19 pandemic. As a percentage of sales, salaries and consultant expense increased from 32.8% for the three months ended September 30, 2019 to 35.8% for the three months ended September 30, 2020.

Travel expense was $103,752 for the three months ended September 30, 2020 compared to $1,342,635 for the three months ended September 30, 2019 for a decrease of $1,238,883 with a decrease in constant currency of $1,238,430. The decrease in travel expense is due to the travel restrictions associated with the COVID-19 pandemic.

Depreciation and amortization expense decreased to $707,249 compared to $719,665 for the three months ended September 30, 2019 or a decrease of $12,416 and on a constant currency basis an increase of $26,144.

Operating Expenses

Operating expenses were $5,345,019 for the three months ended September 30, 2020 compared to $6,537,838, for the three months ended September 30, 2019 for a decrease of 18.2% or $1,192,819 and on a constant currency basis a decrease of 17.9% or $1,171,910. As a percentage of sales, it decreased from 48.2% to 42.3%. The decrease in operating expenses was primarily due to decreases in selling and marketing expenses, professional services, research and development and general and administrative expenses.

Selling and marketing expenses decreased $134,264 or 7.7% and on a constant currency basis decreased $97,150 or 5.6%. The decrease in selling and marketing expenses based on constant currency is due to a decrease in travel expenses and business development costs to market and sell NFS Ascent® globally.

General and administrative expenses were $3,427,636 for the three months ended September 30, 2020 compared to $3,918,613 at September 30, 2019 or a decrease of $490,977 or 12.5% and on a constant currency basis a decrease of $509,864 or 13.0%. During the three months ended September 30, 2020, salaries increased by approximately $33,860 or $38,692 on a constant currency basis, other general and administrative expenses decreased approximately $423,507 or $446,399 on a constant currency basis, and professional services decreased approximately $101,330 or $102,157 on constant currency bases.

Income/Loss from Operations

Income from operations was $1,036,556 for the three months ended September 30, 2020 compared to a loss from operations of $427,210 for the three months ended September 30, 2019. This represents an increase of $1,463,766 with an increase of $1,444,694 on a constant currency basis for the three months ended September 30, 2020 compared with the three months ended September 30, 2019. As a percentage of sales, income from operations was 8.2% for the three months ended September 30, 2020 compared to a loss of 3.1% for the three months ended September 30, 2019.

Other Income and Expense

Other income was $351,215 for the three months ended September 30, 2020 compared to other expense of $1,595,811 for the three months ended September 30, 2019. This represents an increase of $1,947,026 with an increase of $1,935,075 on a constant currency basis. The increase is primarily due to the foreign currency exchange transactions. The majority of the contracts with NetSol PK are either in U.S. dollars or Euros; therefore, the currency fluctuations will lead to foreign currency exchange gains or losses depending on the value of the PKR compared to the U.S. dollar and the Euro. During the three months ended September 30, 2020, we recognized a gain of $296,041 in foreign currency exchange transactions compared to a loss of $1,760,190 for the three months ended September 30, 2019. During the three months ended September 30, 2020, the value of the U.S. dollar decreased 1.4% and the value of the Euro increased 3.0%, respectively, compared to the PKR. During the three months ended September 30, 2019, the value of the U.S. dollar and the Euro decreased 3.7% and 7.6%, respectively, compared to the PKR.

Non-controlling Interest

For the three months ended September 30, 2020, the net income attributable to non-controlling interest was $405,923, compared to a loss of $433,312 for the three months ended September 30, 2019. The increase in non-controlling interest is primarily due to the increase in net income of NetSol PK.

Net Income / Loss attributable to NetSol

Net income was $717,554 for the three months ended September 30, 2020 compared to a net loss of $1,827,947 for the three months ended September 30, 2019. This is an increase of $2,545,501 with an increase of $2,493,546 on a constant currency basis, compared to the prior year. For the three months ended September 30, 2020, net income per share was $0.06 for basic and diluted shares compared to net loss of $0.16 for basic and diluted shares for the three months ended September 30, 2019.

Non-GAAP Financial Measures

Regulation S-K Item 10(e), "Use of Non-GAAP Financial Measures in Commission Filings," defines and prescribes the conditions for use of non-GAAP financial information. Our measures of adjusted EBITDA and adjusted EBITDA per basic and diluted share meet the definition of a non-GAAP financial measure.

We define the non-GAAP measures as follows:

- EBITDA is GAAP net income or loss before net interest expense, income tax expense, depreciation and amortization.
- Non-GAAP adjusted EBITDA is EBITDA plus stock-based compensation expense.
- Adjusted EBITDA per basic and diluted share – Adjusted EBITDA allocated to common stock divided by the weighted average shares outstanding and diluted shares outstanding.

We use non-GAAP measures internally to evaluate the business and believe that presenting non-GAAP measures provides useful information to investors regarding the underlying business trends and performance of our ongoing operations as well as useful metrics for monitoring our performance and evaluating it against industry peers. The non-GAAP financial measures presented should be used in addition to, and in conjunction with, results presented in accordance with GAAP, and should not be relied upon to the exclusion of GAAP financial measures. Management strongly encourages investors to review our consolidated financial statements in their entirety and not to rely on any single financial measure in evaluating the Company.

The non-GAAP measures reflect adjustments based on the following items:

<u>EBITDA</u>: We report EBITDA as a non-GAAP metric by excluding the effect of net interest expense, income tax expense, depreciation and amortization from net income or loss because doing so makes internal comparisons to our historical operating results more consistent. In addition, we believe providing an EBITDA calculation is a more useful comparison of our operating results to the operating results of our peers.

<u>Stock-based compensation expense</u>: We have excluded the effect of stock-based compensation expense from the non-GAAP adjusted EBITDA and non-GAAP adjusted EBITDA per basic and diluted share calculations. Although stock-based compensation expense is calculated in accordance with current GAAP and constitutes an ongoing and recurring expense, such expense is excluded from non-GAAP results because it is not an expense which generally requires cash settlement by NetSol, and therefore is not used by us to assess the profitability of our operations. We also believe the exclusion of stock-based compensation expense provides a more useful comparison of our operating results to the operating results of our peers.

<u>Non-controlling interest</u>: We add back the non-controlling interest in calculating gross adjusted EBITDA and then subtract out the income taxes, depreciation and amortization and net interest expense attributable to the non-controlling interest to arrive at a net adjusted EBITDA.

Our reconciliation of the non-GAAP financial measures of adjusted EBITDA and non-GAAP earnings per basic and diluted share to the most comparable GAAP measures for the three months ended September 30, 2020 and 2019 are as follows:

	For the Three Months Ended September 30, 2020		For the Three Months Ended September 30, 2019	
Net Income (loss) attributable to NetSol	$	717,554	$	(1,827,947)
Non-controlling interest		405,923		(433,312)
Income taxes		264,294		238,238
Depreciation and amortization		929,039		922,052
Interest expense		103,327		63,663
Interest (income)		(200,821)		(399,229)
EBITDA	$	2,219,316	$	(1,436,535)
Add back:				
Non-cash stock-based compensation		90,995		164,293
Adjusted EBITDA, gross	$	2,310,311	$	(1,272,242)
Less non-controlling interest (a)		(698,844)		191,235
Adjusted EBITDA, net	$	1,611,467	$	(1,081,007)
Weighted Average number of shares outstanding				
Basic		11,787,233		11,664,239
Diluted		11,787,233		11,664,239
Basic adjusted EBITDA	$	0.14	$	(0.09)
Diluted adjusted EBITDA	$	0.14	$	(0.09)

(a) The reconciliation of adjusted EBITDA of non-controlling interest to net income attributable to non-controlling interest is as follows

Net Income (loss) attributable to non-controlling interest	$	405,923	$	(433,312)
Income Taxes		48,649		53,335
Depreciation and amortization		264,565		259,635
Interest expense		31,520		19,041
Interest (income)		(65,957)		(105,501)
EBITDA	$	684,700	$	(206,802)
Add back:				
Non-cash stock-based compensation		14,144		15,567
Adjusted EBITDA of non-controlling interest	$	698,844	$	(191,235)

LIQUIDITY AND CAPITAL RESOURCES

Our cash position was $24,885,365 at September 30, 2020, compared to $20,166,830 at June 30, 2020.

Net cash provided by operating activities was $4,711,604 for the three months ended September 30, 2020 compared to $266,080 for the three months ended September 30, 2019. At September 30, 2020, we had current assets of $52,665,475 and current liabilities of $19,713,157. We had accounts receivable of $6,732,575 at September 30, 2020 compared to $11,414,257 at June 30, 2020. We had revenues in excess of billings of $18,430,766 at September 30, 2020 compared to $18,506,733 at June 30, 2020 of which $Nil and $1,300,289 is shown as long term as of September 30, 2020 and June 30, 2020, respectively. The long-term portion was discounted by $Nil and $41,286 at September 30, 2020 and June 30, 2020, respectively, using the discounted cash flow method with an interest rate of 4.35%. During the three months ended September 30, 2020, our revenues in excess of billings were reclassified to accounts receivable pursuant to billing requirements detailed in each contract. The combined totals for accounts receivable and revenues in excess of billings decreased by $4,757,649 from $29,920,990 at June 30, 2020 to $25,163,341 at September 30, 2020. Accounts payable and accrued expenses, and current portions of loans and lease obligations amounted to $6,005,999 and $9,677,277, respectively at September 30, 2020. Accounts payable and accrued expenses, and current portions of loans and lease obligations amounted to $5,680,837 and $9,139,561, respectively at June 30, 2020.

The average days sales outstanding for the three months ended September 30, 2020 and 2019 were 200 and 205 days, respectively, for each period. The days sales outstanding have been calculated by taking into consideration the average combined balances of accounts receivable and revenues in excess of billings.

Net cash used in investing activities was $517,116 for the three months ended September 30, 2020, compared to $755,167 for the three months ended September 30, 2019. We had purchases of property and equipment of $489,289 compared to $321,125 for the three months ended September 30, 2019. For the three months ended September 30, 2020 and 2019, we invested $Nil and $435,000, respectively, in a short-term convertible note receivable from WRLD3D. For the three months ended September 30, 2020 and 2019, we invested $60,500 and $Nil, respectively, in DriveMate.

Net cash provided by financing activities was $89,113 for the three months ended September 30, 2020, compared to cash used in financing activities of $135,755 for the three months ended September 30, 2019. For the three months ended September 30, 2020, we purchased 147,052 shares of our own stock for $464,676 compared to $Nil for the same period last year. The three months ended September 30, 2020 included the cash inflow of $697,295 from bank proceeds compared to $Nil for the same period last year. During the three months ended September 30, 2020, we had net payments for bank loans and finance leases of $143,506 compared to $147,376 for the three months ended September 30, 2019. We are operating in various geographical regions of the world through our various subsidiaries. Those 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 as described in Note 15 of the financial statements. We are in compliance with the covenants of the financial arrangements and there is no default, which may lead to early payment of these obligations. We anticipate paying back all these obligations on their respective due dates from its own sources.

We typically fund the cash requirements for our operations in the U.S. through our license, services, and subscription and support agreements, intercompany charges for corporate services, and through the exercise of options and warrants. As of September 30, 2020, we had approximately $24.9 million of cash, cash equivalents and marketable securities of which approximately $22.1 million is held by our foreign subsidiaries. As of June 30, 2020, we had approximately $20.2 million of cash, cash equivalents and marketable securities of which approximately $18.2 million is held by our foreign subsidiaries.

We remain open to strategic relationships that would provide value added benefits. The focus will remain on continuously improving cash reserves internally and reduced reliance on external capital raise.

As a growing company, we have 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 needing $2 million for APAC, U.S. and Europe new business development activities and infrastructure enhancements, which we expect to provide from current operations.

While there is no guarantee that any of these methods will result in raising sufficient funds to meet our capital needs or that even if available will be on terms acceptable to us, we will be very cautious and prudent about any new capital raise given the global market uncertainties. However, we are very conscious of the dilutive effect and price pressures in raising equity-based capital.

Financial Covenants

Our UK based subsidiary, NTE, has an approved overdraft facility of £300,000 ($384,615) 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 PK has an approved facility for export refinance from Askari Bank Limited amounting to Rupees 500 million ($3,007,866) and a running finance facility of Rupees 75 million ($452,680). NetSol PK has an approved facility for export refinance from another Habib Metro Bank Limited amounting to Rupees 900 million ($5,432,158). These facilities require NetSol PK to maintain a long-term debt equity ratio of 60:40 and the current ratio of 1:1. NetSol PK also has an approved export refinance facility of Rs. 380 million ($2,293,577) and a running finance facility of Rs. 120 million ($724,288) from Samba Bank Limited. During the tenure of loan, these two facilities require NetSol PK to maintain at a minimum a current ratio of 1:1, an interest coverage ratio of 4 times, a leverage ratio of 2 times, and a debt service coverage ratio of 4 times.

As of the date of this report, we are in compliance with the financial covenants associated with our 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.

CRITICAL ACCOUNTING POLICIES

Our condensed consolidated financial statements are prepared applying certain critical accounting policies. The SEC defines "critical accounting policies" as those that require application of management's most difficult, subjective, or complex judgments. Critical accounting policies require numerous estimates and strategic or economic assumptions that may prove inaccurate or subject to variations and may significantly affect our reported results and financial position for the period or in future periods. Changes in underlying factors, assumptions, or estimates in any of these areas could have a material impact on our future financial condition and results of operations. Our financial statements are prepared in accordance with U.S. GAAP, and they conform to general practices in our industry. We apply critical accounting policies consistently from period to period and intend that any change in methodology occur in an appropriate manner. There have been no significant changes to our accounting policies and estimates as discussed in our Annual Report on Form 10-K for the fiscal year ended June 30, 2020.

RECENT ACCOUNTING PRONOUNCEMENTS

For information with respect to recent accounting pronouncements and the impact of these pronouncements on our consolidated financial statements, see Note 2 of Notes to Condensed Consolidated Financial Statements included elsewhere in this Quarterly Report.

Item 3. Quantitative and Qualitative Disclosures about Market Risks.

None.

Item 4. 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 Quarterly Report on Form 10-Q. Based upon that evaluation, the Chief Financial Officer and Chief Executive Officer concluded that our disclosure controls and procedures were effective.

Changes in Internal Control over Financial Reporting

There were no changes in our internal controls over financial reporting during the three months ended September 30, 2020, 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)).

PART II OTHER INFORMATION

Item 1. Legal Proceedings

None

Item 1A. Risk Factors

None.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

The repurchases provided in the table below were made through the quarter ended September 30, 2020:

Issuer Purchases of Equity Securities

Month	Total Number of Shares Purchased	Average Price Paid Per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs	Maximum Number of Shares that may be Purchased Under the Plans or Programs (1)
Jul-2020	21,940	$ 3.02	21,940	-
Aug-2020	125,112	$ 3.18	147,052	-
Total	147,052		147,052	641,025

(1) The Board of Directors approved a repurchase of up to $2,000,000 on July 30, 2020. Based on the share price reported on NASDAQ on July 30, 2020, the maximum number of shares that could be purchased was 641,205. The actual maximum number of shares will vary depending on the actual price paid per share purchased.

Item 3. Defaults Upon Senior Securities

None.

Item 4. Mine Safety Disclosures

Not applicable.

Item 5. Other Information

None.

Item 6. Exhibits

31.1	Certification pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 (CEO)
31.2	Certification pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 (CFO)
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)
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)

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:	November 16, 2020	*/s/ Najeeb U. Ghauri* NAJEEB U. GHAURI Chief Executive Officer
Date:	November 16, 2020	*/s/ Roger K. Almond* ROGER K. ALMOND Chief Financial Officer Principal Accounting Officer

Exhibit 31.1

Certification Pursuant to 18 U.S.C. Section 1350
As Adopted Pursuant to
Section 302 of the Sarbanes-Oxley Act of 2002

I, Najeeb Ghauri, certify that:

(1) I have reviewed this quarterly report on Form 10-Q for the quarter ended September 30, 2020 of NetSol Technologies, Inc., ("Registrant").

(2) Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this quarterly report;

(3) Based on my knowledge, the financial statements and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

(4) The registrant's other certifying officers and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

(a) designed such disclosure controls and procedure, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

(b) designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

(c) evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

(d) disclosed in this report any changes in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and;

(5) The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of the internal control over financial reporting, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent functions):

(a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

(b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: November 16, 2020

/s/ Najeeb Ghauri
Najeeb Ghauri,
Chief Executive Officer
Principal executive officer

Exhibit 31.2

Certification Pursuant to 18 U.S.C. Section 1350
As Adopted Pursuant to
Section 302 of the Sarbanes-Oxley Act of 2002

I, Roger K. Almond, certify that:

(1) I have reviewed this quarterly report on Form 10-Q for the quarter ended September 30, 2020 of NetSol Technologies, Inc., (“Registrant”).

(2) Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this quarterly report;

(3) Based on my knowledge, the financial statements and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

(4) The registrant’s other certifying officers and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

(a) designed such disclosure controls and procedure, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

(b) designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

(c) evaluated the effectiveness of the registrant’s disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

(d) disclosed in this report any changes in the registrant’s internal control over financial reporting that occurred during the registrant’s most recent fiscal quarter (the registrant’s fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant’s internal control over financial reporting; and;

(5) The registrant’s other certifying officer(s) and I have disclosed, based on our most recent evaluation of the internal control over financial reporting, to the registrant’s auditors and the audit committee of registrant’s board of directors (or persons performing the equivalent functions):

(a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant’s ability to record, process, summarize and report financial information; and

(b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant’s internal control over financial reporting.

Date: November 16, 2020

/s/ Roger K. Almond

Roger K. Almond
Chief Financial Officer
Principal Accounting Officer

Exhibit 32.1

CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT BY SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Quarterly Report of NetSol Technologies, Inc. on Form 10-Q for the period ending September 30, 2020, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), the undersigned, Najeeb Ghauri, Chief Executive Officer of the Company, certifies, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to ss. 906 of the Sarbanes-Oxley Act of 2002, that:

(1) The Report fully complies with the requirements of section 13 (a) or 15 (d) of the Securities Exchange Act of 1934; and,

(2) The information contained in the Report fairly presents, in all material respects, the financial condition and result of operations of the Company.

Date: November 16, 2020

/s/ Najeeb Ghauri

Najeeb Ghauri,
Chief Executive Officer
Principal Executive Officer

Exhibit 32.2

CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT BY SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Quarterly Report of NetSol Technologies, Inc. on Form 10-Q for the period ending September 30, 2020, as filed with the Securities and Exchange Commission on the date hereof (the “Report”), the undersigned, Roger K. Almond, Chief Financial Officer, and Principal Accounting Officer of the Company, certifies, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to ss. 906 of the Sarbanes-Oxley Act of 2002, that:

(1) The Report fully complies with the requirements of section 13 (a) or 15 (d) of the Securities Exchange Act of 1934; and,

(2) The information contained in the Report fairly presents, in all material respects, the financial condition and result of operations of the Company.

Date: November 16, 2020

/s/Roger K. Almond

Roger K. Almond
Chief Financial Officer
Principal Accounting Officer