

VIJAYAKRISHNA K.T.

BBM, LLB, FCS, AICWA

Company Secretary

Off: No.3, I Floor, 2nd Main,
13th Cross, Opp. Kodava Samaj,
Vasanthnagar,
Bangalore-560 052.
Phone: 22280847 Telefax: 22383401
E-mail: ktvijaykrishna@rediffmail.com

SECRETARIAL AUDIT REPORT

1.	For quarter ended	30 th June 2006
----	-------------------	----------------------------

2.	ISIN	INE979C01013
----	------	--------------

3.	Face Value	Rs.10/-
----	------------	---------

4.	Name of the Company	POWERSOFT GLOBAL SOLUTIONS LIMITED
----	---------------------	------------------------------------

5.	Registered Office Address	A-313, Block III, KSSIDC Complex, STPI, Electronics City, Hosur Road, Bangalore – 560 100.
----	---------------------------	--

6.	Correspondence Address	A-313, Block III, KSSIDC Complex, STPI, Electronics City, Hosur Road, Bangalore – 560 100.
----	------------------------	--

7.	Telephone and Fax numbers	28522179, 28522702
----	---------------------------	--------------------

8.	Email Address	pgsl@powersoftglobal.net
----	---------------	--------------------------

9.	Name of the Stock Exchanges where the Company's Securities are listed	BgSE, MSE, ASE
----	---	----------------

		Number of Shares	% of Total Issued Capital
10.	Issued Capital	11901299	100.00
11.	Listed Capital (Exchange-wise) (as per Company records)	11901299	100.00

12.	Held in dematerialised form in CDSL	1254625	10.54
13.	Held in dematerialised form in NSDL	6628141	55.69
14.	Physical	4018533	33.77

15.	Total number of Shares (12+13+14)	11901299
-----	-----------------------------------	----------

16.	Reasons for difference if any, between (10&11), (10&15) and (11&15):	NA
-----	--	----

..2..

Res: No.66, Sathyanarayana Layout,
West of Chord Road, III Stage,
Bangalore- 560 079
Phone: 23221564 / 23226268

17. Certifying the details of changes in Share Capital during the quarter under consideration as per Table below:

Particulars	No. of Shares	Applied/ Not applied for listing	Listed on Stock Exchanges (Specify Names)	Whether intimated to CDSL	Whether intimated to NSDL	In-prin. appr. pending for SE (Specify Names)
		NOT APPLICABLE				

18.	Register of Members updated (Yes / No) If not, updated upto which date	Yes
-----	---	-----

19.	Reference of previous quarter with regard to excess dematerialised shares, if any	N.A.
-----	---	------

20.	Has the company resolved the matter mentioned in point no.19 above in the current quarter? If not, reasons, why?	N.A.
-----	--	------

21. Mention the total number of requests, if any, confirmed after 21 days and the total number of requests pending beyond 21 days with the reasons for delay:

Note: 21 days from the date of receipt by the RTA.

Total no. of demat requests	No. of requests	No. of shares	Reasons for delay
Confirmed after 21 days	NII.	NII.	NII.
Pending for more than 21 days	46000	46000	Administrative delays

22.	Name, Telephone & Fax No. of the Compliance Officer of the Company	Mr. P. Rajkumar, Ph.28522179, 28522702
-----	--	--

..3..

23.	Name, Address, Telephone, Fax No., Regn. No. of the Auditor	Vijaykrishna KT - Company Secretary #3, 2 nd Main; 13 th Cross; Opp: Kodava Samaj; Vasanthnagar; Bangalore - 560 052 FCS - 1788 CP - 980 22280847; 22383401 {Fax}
-----	--	---

24.	Appointment of common agency for share registry work (if yes, name & address)	Yes BIGSHARE SERVICES PVT. LTD., E-2/3, ANSA INDUSTRIAL ESTATE SAKIVIHAR ROAD, SAKI NAKA ANDHERI (E), MUMBAI.400072
-----	--	---

25. Any other details that the Auditor may like to provide. {c.g. BIFR Company,
delisting from SE, Company changed its name etc.}

NA

Place: Bangalore

Date : 25.7.2006


VIJAYAKRISHNA KT



Vijayakrishna KT
Company Secretary

3,1st Floor, 2nd Main, 13th Cross, Opp: Kodava Samaj, Vasanthnagar,
Bangalore - 560 052. Tel: 22280847
Fax: 22383401

CERTIFICATE

This certificate is issued in respect of Powersoft Global Solutions Private Limited (the Company), a public limited company registered under the Companies Act, 1956, enlisted on the Stock Exchanges and having its registered office at, A-313, Block III, KSSIDC Complex, Electronics City, Hosur Road, Bangalore - 560 100 on matters related to dematerialization of its shares.

I have examined the relevant registers, records, correspondence, and other documents maintained by Bigshare Services Private Limited, Mumbai who are the Share Transfer Agents (RTA) of the aforesaid Company, including those maintained in electronic form, in respect of the transfer deeds received for registration and requests for dematerialization during the quarter ended 30th June 2006. I have also relied upon the explanations and information furnished to me by the RTA and the Company.

- I. The details of shares sent for transfers and dematerialization are furnished in Annexure A hereto, and I hereby certify that:
 1. The RTA/the Company has followed the necessary procedure for affecting the transfers of shares covered by the transfer deeds lodged during the aforesaid period;
 2. The RTA/the Company has accordingly amended the Register of Members maintained by it and the shares comprised in the aforementioned transfer deeds have been registered in the names of the respective transferees;
 3. The RTA/the Company has adequate procedures to deal with dematerialization requests and has satisfied itself that the transferee and the person requesting dematerialization are one and same by verifying the signature of the person requesting for dematerialization with that of the transferee maintained by it and before confirming the dematerialization has amended the Register of Members to show the Depositories (NSDL/CDSL) as the holder of the dematerialized shares;
 4. The RTA/the Company has defaced and cancelled all the share certificates covering the shares dematerialized and

5. The RTA/the Company has adequate systems to ensure that the respective investors do not lose their corporate benefits on account of the transfer entries made in favour of the aforementioned depository.
- II. The details of requests received for dematerialization (DRFs) are furnished in Annexure B hereto, and I further certify that:
1. The RTA/the Company has processed the DRFs (without transfer requests) as per the prescribed procedures;
 2. The RTA/the Company has exercised sufficient care and caution in effecting the requests of dematerialization;
 3. NSDL/CDSL being Depositories have generally confirmed the said dematerialization cases enumerated in Annexure B;
 4. The RTA/the Company has defaced and cancelled all share certificates covering the shares dematerialized;

Bangalore
25.7.2006


VIJAYKRISHNA KT


ANNEXURE A

For the months –April 2006 to June 2006

Details of shares transferred and dematerialized:

Number of Transfer Deeds received	Nil
Number of Shares involved	Nil
Number of Transfer Deeds approved	Nil
Number of Shares involved	Nil
Number of Transfer Deeds rejected	Nil
Number of Shares involved	Nil

ANNEXURE B

For the months –April 2006 to June 2006

Details of Shares Dematerialized:

No. of DRFs received	13
No. of Shares involved	64100
No. of DRFs confirmed	4
No. of Shares involved	18100
No. of DRFs rejected	0
No. of Shares involved	0
No. of DRFs pending	9
No. of Shares involved	46000

