

SECRETARIAL AUDIT REPORT

| | | | |
|-----|---|--|---------------------------|
| 1. | For quarter ended | 31 st March 2007 | |
| 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 | BSE, 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 | 1703986 | 14.32 |
| 13. | Held in dematerialised form in NSDL | 6225780 | 52.31 |
| 14. | Physical | 3971533 | 33.37 |
| 15. | Total number of Shares (12+13+14) | | 11901299 |
| 16. | Reasons for difference if any, between (10&11), (10&15) and (11&15) | | NA |

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) Yes
 If not, updated upto which date

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 | NIL | NIL | NIL |
| Pending for more than 21 days | NIL | NIL | NIL |

22. Name, Telephone & Fax No. of the Compliance Officer of the Company Ms. Bhairavi Padia, Compliance Officer of the company resigned on 24.3.2007, hence the Company is in the process of designating new Compliance Officer

..3..

23. Name, Address, Telephone, Fax No., Regn. No. of the Auditor

Vijayakrishna KT
Company Secretary
#3, 2nd Main; 13th Cross;
Opp: Kodava Samaj;
Vasanthnagar;
Bangalore - 560 052
FCS - 1788
CP - 980

22280847; 41231106 {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. {e.g. BIFR Company, delisting from SE, Company changed its name etc.}

NA

Place: Bangalore
Date: 16. 4.2007


VIJAYAKRISHNA KT
FCS - 1788
CP - 980

Vijayakrishna KT
Company Secretary
3,1st Floor, 2nd Main, 13th Cross,
Opp: Kodava Samaj, Vasanthnagar,
Bangalore - 560 052. Tel: 22280847, Fax: 41231106

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 31st March 2007. I have also relied upon the explanations and information furnished to me by the RTA and the Company.

1. 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
16.4.2007


WJAYAN


ANNEXURE A

For the months – January 2007 to March 2007

Details of shares transferred and dematerialized:

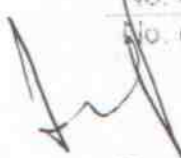
| | |
|-----------------------------------|-----|
| Number of Transfer Deeds received | NIL |
| Number of Shares involved | NIL |
| Number of Transfer Deeds approved | NIL |
| Number of Shares involved | NIL |
| Number of Transfer Deeds rejected | NIL |
| Number of Shares involved | NIL |

ANNEXURE B

For the months – January 2007 to March 2007

Details of Shares Dematerialized:

| | |
|------------------------|-----|
| No. of DRFs received | 1 |
| No. of Shares involved | 800 |
| No. of DRFs confirmed | NIL |
| No. of Shares involved | NIL |
| No. of DRFs rejected | NIL |
| No. of Shares involved | NIL |
| No. of DRFs pending | 1 |
| No. of Shares involved | 800 |



Vijayakrishna KT
Company Secretary
3,1st Floor, 2nd Main, 13th Cross,
Opp: Kodava Samaj, Vasanthnagar, Bangalore - 560 052.
Tel: 22290847, Fax: 41231106.

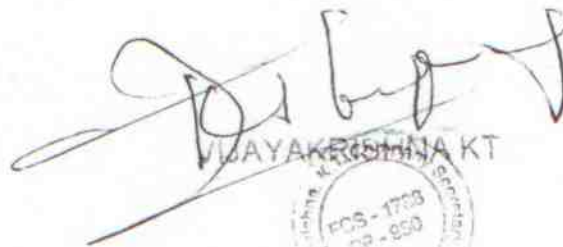
CERTIFICATE
(IN TERMS OF CLAUSE 46(c)/47(c) OF THE LISTING AGREEMENT)

At the request of Powersoft Global Solutions Limited, I have examined the relevant share transfer deeds, records, registers relating to transfers as maintained and made available at Bigshares Services Pvt. Limited, Mumbai, for the period from 1.10.2006 to 31.3.2007 for the purpose of rendering certificate pursuant to clause 46(c)/47(c) of the Listing Agreements entered into, by the said Powersoft Global Solutions Limited, with Stock Exchanges.

On the basis of such examination and on the basis of information/ records provided to me and to the best of my knowledge, I certify that:

The Company has complied with the Listing Agreements by effecting transfers of shares, and by issuing certificates within a period of one month from the date of lodgment except in cases either where the documents were defective and returned to the lodgers of shares for transfers or where "Sellers Confirmation Notices" have been issued or where cases are pending before Courts of Law/Quasi Judicial Authorities.

Date: 16.4.2007
Place: Bangalore


VIJAYAKRISHNA KT

