

C.S.ARAVIND
FLAT # 201, HOME STYLE MANOR
1 A MAIN ROAD BEHIND BEML
G M PALYA, BANGALORE-560075
PHONE: 25340328

SECRETARIAL AUDIT REPORT

1.	For quarter ended	31st March 2008
2.	ISIN	INE 979C01013*
3.	Face Value	Rs. 10/-

*As confirmed by the Company

4.	Name of the Company	POWERSOFT GLOBAL SOLUTIONS LIMITED
5.	Registered Office Address	# 58, 1st Floor, H.M.T Layout, R.T.Nagar, Bangalore - 560 032
6.	Correspondence Address	# 58, 1st Floor, H.M.T Layout, R.T.Nagar, Bangalore - 560 032
7.	Telephone and Fax numbers	Tel: 40139900, Fax:41697239,
8.	Email Address	pgsl@powersoftglobal.net

9.	Names of the Stock Exchanges where the Company's Securities are listed	BSE, BgSE, MSE and ASE
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		Number of Shares	% of Total Issued Capital
10.	Issued Capital	11901299*	100
11.	Listed Capital (Exchange-wise) (as per Company records)	BSE 11901299*	100

*As confirmed by the Company

12.	Held in dematerialised form in CDSL	1870071*	15.71
13.	Held in dematerialised form in NSDL	9492928*	79.77
14.	Physical	538300*	4.52

*As confirmed by the Company/RTA vide their letter dated 1st April 2008.



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				

*** Rights, Bonus, Preferential Issue, ESOPs, Amalgamation, Conversion, Buyback, Capital Reduction, Forfeiture and any other (to specify).

18.	Register of Members updated (Yes / No) If not, updated upto which date	Yes
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19.	Reference of previous quarter with regard to excess dematerialised shares, if any	N.A.
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20.	Has the company resolved the matter mentioned in point no.19 above in the current quarter? If not, reasons, why?	N.A.
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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*	NA	NA*
Pending for more than 21 days	NIL*	NA	NA*

*As confirmed by the Company/RTA



22.	Name, Telephone & Fax No. of the Compliance Officer of the Company	Mrs.Vijayita Chowhan Tel: 40139900, Fax: 41697239,
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23.	Name, Address, Telephone, Fax No., Regn. No. of the Auditor	C.S.ARAVIND P164 7 TH MAIN SECTOR 12 JEEVANBHEEMA NAGAR HAL 3 RD STAGE BANGALORE-560075 PHONE: 25280207 ACS : 6066 CP No: 3045
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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.

Place: Bangalore
Date: 26th April 2008


C.S.Aravind


C S ARAVIND B.Sc., LL.B., ACS
COMPANY SECRETARY
Flat # 201 Home Style Manor
1 'A' Main Road Behind BEML
G. M. Palaya
BANGALORE- 560 075
ACS: 6066, CP: 3045



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CERTIFICATE

This certificate is issued in respect of Powersoft Global Solutions Limited (the Company), a public limited company registered under the Companies Act, 1956, enlisted on the Stock Exchanges and having its registered office at # 58, 1st Floor, H.M.T. Layout, R.T.Nagar, Bangalore-560032, 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 is 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 2008 . 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;

Place: Bangalore
Date : 26th April 2008


C.S.Aravind


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