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POWERSOFT GLOBAL SOLUTIONS LIMITED

58, 1st Floor, HMT Layout, R T Nagar,

Bangalore - 560 032, INDIA

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POWERSOFT GLOBAL SOLUTIONS LIMITED

58, 1st Floor, HMT Layout, R T Nagar, Bangalore - 560 032, INDIA

NOTICE

To:
The Members
Powersoft Global Solutions Limited

Notice pursuant to Section 192 A (2) of the Companies Act, 1956.

Notice is hereby given to the members of Powersoft Global Solutions Ltd, Bangalore for passing the following Special Resolutions through Postal Ballot pursuant to Section 192A of the Companies Act, 1956 read with the Companies (Passing of Resolution by Postal Ballot) Rules, 2001 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force.

Special Business

Item No. 1:

To consider, and if thought fit, to pass, with or without modification(s), the following Resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 94 and other applicable provisions, if any, of the Companies Act, 1956, the Authorised share capital of the Company be and is hereby increased from the existing Rs.12,00,00,000 (Twelve Crores only) divided into 1,20,00,000 (One Crore Twenty Lakhs) Equity Shares of Rs.10 each to Rs.16,00,00,000 (Rupees Sixteen Crores only) divided into 1,60,00,000 (One Crore Sixty Lakhs) Equity Shares of Rs.10 each by creation of additional 40 Lakhs Equity Shares of Rs.10/- each ranking *pari passu* with the existing Equity Shares ."

Item No. 2:

To consider, and if thought fit, to pass, with or without modification(s), the following Resolution as a Special Resolution:

" RESOLVED THAT pursuant to the provisions of Section 16 and other applicable provisions, if any, of the Companies Act 1956, the Memorandum of Association be and is hereby altered in the following manner:

By deleting the existing Clause V and by substituting the following new Clause V as under.

V. The Authorised Capital of the company is Rs.16,00,00,000 (Rupees Sixteen Crores Only) divided 1,60,00,000 (One crore sixty lakhs) Equity Shares of Rs.10 each."

Item No. 3:

To consider, and if thought fit, to pass, with or without modification(s), the following Resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 31 and other applicable provisions, if any of the Companies Act, 1956, the Articles of Association of the Company be and are hereby altered in the following manner:

By deleting the existing Article 4 and by substituting the following new Article 4 as under:

4. The Authorised Capital of the company is Rs.16,00,00,000 (Rupees Sixteen Crores Only) divided 1,60,00,000 (One Crore sixty lakhs) Equity Shares of Rs.10 each."

Item No. 4:

To consider, and if thought fit, to pass, with or without modification(s), the following Resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 81(1A) and other applicable provisions if any, of the Companies Act, 1956, relevant guidelines of the Securities & Exchange Board of India, Listing Agreements entered into, with the Stock Exchanges and the Memorandum & Articles of Association of the Company and any other applicable law/rules/regulations and subject to the consents/ approvals of any other authorities/ institutions, consent of the Company be and is hereby accorded to create, offer issue and allot up 7,00,000 Warrants on a preferential basis to following Promoters as exhibited below, (hereinafter referred to as the "Warrants") with each Warrant convertible into one Equity Share of the Company of nominal value of Rs.10/- each at a premium of Rs. 18/- per Share so that the total number of Equity Shares to be issued by the Company upon conversion of the Warrants does not exceed 7,00,000 Equity Shares, on such terms and conditions as may be decided and deemed appropriate by the Board of Directors of the Company (hereinafter referred to as the "Board" which shall be deemed to include any duly authorised Committee thereof) at the time of issue or allotment:

Sl. No.	Names of proposed allottees	Number of Warrants	Value (Rs)
1.	Mr. Manish Poddar	6,00,000	1,68,00,000
2.	Mr. P Rajkumar	1,00,000	28,00,000
	Total	7,00,000	1,96,00,000

RESOLVED FURTHER THAT the "Relevant Date" in relation to the issue of Warrants in accordance with the Securities & Exchange Board of India (Disclosure and Investor Protection) Guidelines, 2000 would be 3rd September 2007 being the date 30 days prior to the date of passing of this resolution.

RESOLVED FURTHER THAT the issue of Warrants, if any, as above shall be subject to the following terms and conditions:

- a. The Warrants shall be convertible (at the sole option of the Warrant holder) at any time within a period of 18 months from the date of allotment of Warrants.

- b. Each Warrant shall be convertible into one Equity Share of nominal value of Rs.10/- each of the Company.
- c. The Warrant holder shall, on the date of allotment of Warrants, pay an amount equivalent to 10% of the total consideration per Warrant viz., Rs.2.80/- per Warrant, each warrant priced at Rs. 28/-.
- d. The Warrant holder(s) shall, before the date of conversion of the Warrants into Equity Shares, pay the balance 90% viz., Rs. 25.20 per Warrant/Share, of the consideration towards the subscription to each Equity Share.
- e. The amount referred to in (c) above shall be forfeited, if the option to acquire Shares is not exercised.
- f. The number of Warrants and the price per Warrant shall be appropriately adjusted, subject to the Companies Act, 1956 and SEBI Guidelines, for corporate actions such as bonus issue, rights issue, stock split, merger, demerger, transfer of undertaking, sale of a division or any such capital or corporate restructuring.
- g. The Warrants shall be locked in for a period of three years from the date of their allotment provided that the lock-in on Shares acquired by conversion of Warrants shall be reduced to the extent the Warrants have already been locked-in.
- h. In the event of any of the Warrant holders not subscribing to all or any of the Equity Shares relating to the Warrants within the stipulated period viz., 18 months from the date of allotment of the Warrants, the Board shall, in its absolute discretion, offer such Shares to any other person(s) subject to the prevailing guidelines and in case such offer is declined by such person(s) or the Equity Shares are not subscribed to, within the stipulated period, such Shares shall lapse.

RESOLVED FURTHER THAT the Company shall ensure that whilst any Warrants remain exercisable, it will at all times keep available and reserved such part of its authorised but unissued share capital as would enable all outstanding Warrants to be satisfied in full.

RESOLVED FURTHER THAT the Board be and is hereby authorised in its entire discretion to decide to proceed with the issue of the Warrants, including the size and relative components of the same, and for the purpose of giving effect to this issue or allotment of Warrants or Shares, the Board be and is hereby authorised on behalf of the Company to do all such acts, deeds, matters and things as it may at its discretion deem necessary or desirable for such purpose, including without limitation, appointment of consultants, solicitors, merchant bankers or any other agencies as may be required and entering into arrangements for listing, trading depository services and such other arrangements and agreements, as may be necessary, and also to seek listing of the Equity Shares representing the same in any Indian Stock Exchanges with power on behalf of the Company, to settle any questions, difficulties or doubts that may arise in regard to any such issue, offer or allotment of Warrants/Equity Shares and in complying with any Regulations, as it may in its absolute discretion deem fit, without being required to seek any further clarification, consent or approval of the members or otherwise to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorised to issue and allot such number of Equity Shares as may be required to be issued and allotted upon conversion of the Warrants and that the said Equity Shares shall be subject to the Memorandum and Articles of Association of the Company and shall rank in all respects *pari passu* with the existing Equity Shares of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred to any committee of Directors or Officer(s) of the Company to give effect to this resolution."

Item No. 5:

To consider and, if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 81(1A) and other applicable provisions if any, of the Companies Act, 1956, relevant guidelines of the Securities & Exchange Board of India, Listing Agreements entered into, with the Stock Exchanges and the Memorandum & Articles of Association of the Company and any other applicable law/rules/regulations and subject to the consents/approvals of any other authorities/ institutions, consent of the Company be and is hereby accorded to create, offer issue and allot up to 23,00,000 Warrants on a preferential basis to certain strategic investors as exhibited below, (hereinafter referred to as the "Warrants") with each Warrant convertible into one Equity Share of the Company of nominal value of Rs.10/- each at a premium of Rs. 18/- per Share so that the total number of Equity Shares to be issued by the Company upon conversion of the Warrants does not exceed 30,00,000 Equity Shares, on such terms and conditions as may be decided and deemed appropriate by the Board of Directors of the Company (hereinafter referred to as the "Board" which shall be deemed to include any duly authorised Committee thereof) at the time of issue or allotment:

Sl. No.	Names of proposed allottees	Number of Warrants	Value (Rs)
1.	Ravi Kanaiyalal Sheth	200,000.00	5,600,000.00
2	Masuma Rajabali Rupani	200,000.00	5,600,000.00
3	Siddarth Nahar	200,000.00	5,600,000.00
4	Narandas Jethalal Thakkar	27,000.00	756,000.00
5	Praful Roy	20,000.00	560,000.00
6	Dewan Singh Chauhan	335,000.00	9,380,000.00
7	S. Srikanth	20,000.00	560,000.00
8	Anirban Dutta	20,000.00	560,000.00
9	Pannalal Goswami	300,000.00	8,400,000.00
10	N. Roopanshree	5,000.00	140,000.00
11	Rajaram Prasad	350,000.00	9,800,000.00
12	Pushendar Kumar	75,000.00	2,100,000.00
13	K Lalitha T. Bhat	15,000.00	420,000.00
14	Jaideep Goswani	20,000.00	560,000.00
15	Ananth Bhat	20,000.00	560,000.00
16	Reena Ranka	10,000.00	280,000.00
17	Bharathi Uchil	10,000.00	280,000.00
18	Rishi Om	350,000.00	9,800,000.00
19	Rachana Bachhawat	13,000.00	364,000.00
20	Anish Vijay	85,000.00	2,380,000.00
21	Maruthi G.R.	10,000.00	280,000.00
22	Sangeeta Sanjay Dave	5,000.00	140,000.00
23	Mahalakshmi Mukund	10,000.00	280,000.00
	Total	2,300,000.00	64,400,000.00

RESOLVED FURTHER THAT the "Relevant Date" in relation to the issue of Warrants in accordance with the Securities & Exchange Board of India (Disclosure and Investor Protection) Guidelines, 2000 would be 3rd September 2007 being the date 30 days prior to the date of passing of this resolution.

RESOLVED FURTHER THAT the issue of Warrants, if any, as above shall be subject to the following terms and conditions:

- a. The Warrants shall be convertible (at the sole option of the Warrant holders) at any time within a period of 18 months from the date of allotment of Warrants.
- b. Each Warrant shall be convertible into one Equity Share of nominal value of Rs.10/- each of the Company.
- c. The Warrant holder(s) shall, on the date of allotment of Warrants, pay an amount equivalent to 10% of the total consideration per Warrant viz., Rs. 2.80 per Warrant, each warrant priced at Rs. 28/-.
- d. The Warrant holder(s) shall, before the date of conversion of the Warrants into Equity Shares, pay the balance 90% viz., Rs. 25.20 per Warrant/Share, of the consideration towards the subscription to each Equity Share.
- e. The amount referred to in (c) above shall be forfeited, if the option to acquire Shares is not exercised.
- f. The number of Warrants and the price per Warrant shall be appropriately adjusted, subject to the Companies Act, 1956 and SEBI Guidelines, for corporate actions such as bonus issue, rights issue, stock split, merger, demerger, transfer of undertaking, sale of a division or any such capital or corporate restructuring.
- g. The Warrants shall be locked in for a period of one year from the date of their allotment provided that the lock-in on Shares acquired by conversion of Warrants shall be reduced to the extent the Warrants have already been locked-in.
- h. In the event of any of the Warrant holders not subscribing to all or any of the Equity Shares relating to the Warrants within the stipulated period viz., 18 months from the date of allotment of the Warrants, the Board shall, in its absolute discretion, offer such Shares to any other person(s) subject to the prevailing guidelines and in case such offer is declined by such person(s) or the Equity Shares are not subscribed to, within the stipulated period, such Shares shall lapse.

RESOLVED FURTHER THAT the Company shall ensure that whilst any Warrants remain exercisable, it will at all times keep available and reserved such part of its authorised but unissued share capital as would enable all outstanding Warrants to be satisfied in full.

RESOLVED FURTHER THAT the Board be and is hereby authorised in its entire discretion to decide to proceed with the issue of the Warrants, to finalise the list of allottee(s), including the size and relative components of the same, and for the purpose of giving effect to this issue or allotment of Warrants or Shares, the Board be and is hereby authorised on behalf of the Company to do all such acts, deeds, matters and things as it may at its discretion deem necessary or desirable for such purpose, including without limitation, appointment of consultants, solicitors, merchant bankers or any other agencies as

may be required and entering into arrangements for listing, trading depository services and such other arrangements and agreements, as may be necessary, and also to seek listing of the Equity Shares representing the same in any Indian Stock Exchanges with power on behalf of the Company, to settle any questions, difficulties or doubts that may arise in regard to any such issue, offer or allotment of Warrants/Equity Shares and in complying with any Regulations, as it may in its absolute discretion deem fit, without being required to seek any further clarification, consent or approval of the members or otherwise to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorised to issue and allot such number of Equity Shares as may be required to be issued and allotted upon conversion of the Warrants and that the said Equity Shares shall be subject to the Memorandum and Articles of Association of the Company and shall rank in all respects *pari passu* with the existing Equity Shares of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred to any committee of Directors or Officer(s) of the Company to give effect to this resolution."

Item No. 6:

To consider and, if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 81(1A) and all other applicable provisions, if any, of the Companies Act, 1956 (including any amendment thereto or re-enactment thereof) and in accordance with the provisions of the Memorandum and Articles of Association of the Company and the regulations/guidelines, prescribed by the Securities and Exchange Board of India including Securities and Exchange Board of India (Employees Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999, or any other relevant authority, from time to time, subject to such approvals, consents, permissions and sanctions, the Board of Directors of the Company (hereinafter referred to as "the Board", which term shall be deemed to include any Committee including the Compensation Committee and the Compensation Sub-Committee), the consent of the Company be and is hereby accorded to the PGSL Employees Stock Option Plan 2007(hereinafter referred to as the "Plan") and the Board be and is hereby authorized to grant to such employees as are in the permanent employment of the Company at the time the grant is made including the Directors of the Company (herein after referred to as employees), as may be decided solely by the Board an option to subscribe to such number of Equity Shares of the Company of the face value of Rs.10/- each under the Plan and thereof to issue, allocate or allot, such number of Equity Shares of the Company, at such price, in such manner, during such period, in one or more tranches and on such terms and conditions, as the Board may decide, as set out in the Explanatory Statement hereto, not exceeding 2,00,000 Equity Shares of the Company.

RESOLVED FURTHER THAT all acts and deeds done by the Board till date to further the objective of this resolution be and are hereby ratified and approved.

RESOLVED FURTHER THAT subject to the terms stated herein, the Equity Shares ESOP 2007 shall in all respects rank *pari passu inter-se* as also with the then existing equity shares of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to any offer or grant of options, issue or allotment of equity shares pursuant to the options granted, or securities or instruments representing the same, as described above, under any Employee Stock Option Scheme, the Board be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary or desirable for such purpose and with power on behalf of the Company to settle all questions, difficulties or doubts that may arise in this regard to such issue(s) or allotment(s) (including power to amend, vary, or modify any of the terms and conditions of the scheme, the grant of options, issue or allotment of equity shares pursuant to the options granted), without being required to seek any further consent or approval of the members, in its sole discretion as it may deem fit."

Item No. 7:

To consider and, if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 81(1A) and all other applicable provisions, if any, of the Companies Act, 1956 (including any amendment thereto or re-enactment thereof) and in accordance with the provisions of the Memorandum and Articles of Association of the Company and the regulations/guidelines, prescribed by the Securities and Exchange Board of India including Securities and Exchange Board of India (Employees Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999, or any other relevant authority, from time to time, subject to such approvals, consents, permissions and sanctions, the Board of Directors of the Company (hereinafter referred to as "the Board", which term shall be deemed to include any Committee including the Compensation Committee and the Compensation Sub-Committee) be and is hereby authorized on behalf of the Company to grant from time to time options under the Stock Option Scheme viz. Employee Stock Option Plan 2007 {ESOP 2007} to apply for Equity Shares and / or warrants with an option for conversion into Equity Shares/Equity linked Securities convertible into Equity Shares of the Company to or for the benefit of such person/persons who are in the permanent employment of its Subsidiary Companies and consequently create, issue, offer and allot at any time and from time to time, Equity Shares in terms of such options, the options and the consequential issue, offer and allotment of Shares shall be at such price, in such manner, during such period, in one or more tranches and on such other terms and conditions as the Board may decide, as set out in the Explanatory Statement hereto, not exceeding 1,00,000 Equity Shares of the Company, provided that such options to be granted under ESOP 2007 to the employees of its Subsidiary Companies and that all other terms and conditions of the Scheme shall remain unaltered.

RESOLVED FURTHER THAT all acts and deeds done by the Board till date to further the objective of this resolution be and are hereby ratified and approved.

RESOLVED FURTHER THAT subject to the terms stated herein, the equity shares ESOP 2007 shall in all respects rank *pari passu inter-se* as also with the then existing equity shares of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to any offer or grant of options, issue or allotment of equity shares pursuant to the options granted, or securities or instruments representing the same, as described above, under any Employee Stock Option Scheme, the Board be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as it may, in its

absolute discretion, deem necessary or desirable for such purpose and with power on behalf of the Company to settle all questions, difficulties or doubts that may arise in this regard to such issue(s) or allotment(s) (including power to amend, vary, or modify any of the terms and conditions of the scheme, the grant of options, issue or allotment of equity shares pursuant to the options granted), without being required to seek any further consent or approval of the members, in its sole discretion as it may deem fit."

By Order of the Board
For **Powersoft Global Solutions Ltd**

Place: Bangalore
Date: 03.09.2007

P Rajkumar
Director

Notes:

- 1) a) Shareholders are requested to send their assent for or dissent against the resolutions in writing to the Scrutinizer Care: the Registered Office of the Company at #58, 1st Floor, HMT Layout, RT Nagar, Bangalore-560 032 by Postal Ballot form which is enclosed. A self addressed postage paid envelope is also enclosed. Scrutinizer will be in position from the date of posting of this notice and will submit his final report to the Chairman on 4.10.2007.
- b) The Postal Ballot form duly completed and signed should be forwarded to the Scrutinizer , Care: the Registered Office of the Company so as to reach him not later than the close of the working hours on 3.10.2007.
- c) In accordance with Companies (Passing of Resolutions by Postal Ballot) Rules, 2001, postal ballot(s) received after 3.10.2007, shall be treated as if the reply from the share holder (s) has not been received and the same shall not be considered.
- d) Incomplete and unsigned postal ballot is subject to rejection.
- e) Relevant documents including Memorandum and Articles of Association and others are available at the registered office of the Company for inspection.
- 2) The Company has appointed Mr. Vijayakrishna K.T., Company Secretary as Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.

Please read the instructions contained in the Postal Ballot Form carefully and send back the duly completed Form to the Scrutinizer, Care: Registered Office of the Company.

After the Scrutiny, Scrutinizer will submit his report to the Chairman and the result of the Postal Ballot will be announced at the registered office of the Company on 4th October 2007.

- 3) Explanatory statements pursuant to Section 173(2) of the Companies Act, 1956, is annexed hereto.

EXPLANATORY STATEMENTS PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956 FOR THE SPECIAL BUSINESS TO BE TRANSACTED

Items No. 1,2 & 3:

Your Company has grown organically in the past 2 years keeping pace with the industry growth. The company will continue to be focusing on the existing segments aggressively. However, opportunities have been thrown open to your Company way and major expansion program into RFID segment was initiated. Effective steps have been taken towards this end and core team is being built up. RFID segment will entail larger capital investments and after careful and considered studies made by the Company's team and the new senior RFID professionals who have joined the team in the USA, it is proposed to proceed further on this. In order to have some flexibility in terms of fund infusion, it is proposed to issue convertible Warrants in compliance with the prevailing guidelines of SEBI or such other authorities.

Further issue of any securities will require increase of Authorised Share Capital, consequential alterations in the Memorandum and Articles of Association requiring your approvals.

The Board recommends these Resolutions for your approval.

None of the Directors is concerned or interested in the resolutions except to the extent of shareholdings, if any, and to the extent of any Warrants which may be issued to them.

Items No. 4 and 5:

As stated earlier, consequent upon the increase in the Authorised Share Capital of the Company, and to infuse further funds into the Company for the purpose indicated above, and especially to facilitate the expansion of the business, it is proposed that 30,00,000 Warrants be issued at a price of Rs 28/- per Warrant aggregating to Rs 8,40,00,000/- (Rupees Eight Crores Forty Lakhs only) as mentioned in the Resolution Nos. 4 & 5.

All of the above would require infusion of funds at short notice and to this extent, your Board felt it essential to have flexibility. Hence the proposal with the terms and conditions is placed before the members for approval. The Warrants would be convertible into 30,00,000 Equity Shares of Rs.10/- each of the Company, i.e., 7,00,000 Equity Shares to Promoters and 23,00,000 Equity Shares to the Strategic Investors in accordance with the SEBI Guidelines in this regard. The details are as under:

a. Objects of the issue:

To part fund the expansion/diversification, acquisition/takeover proposals and working capital needs.

b. Intention of promoters/directors/ key management persons to subscribe to the offer:

Mr. Manish Poddar and Mr. P Rajkumar two of the Promoters, intend to subscribe to the offer as per resolution number 5 above to the tune of 7,00,000 Warrants.

The existing Promoters and Management Team will continue to remain in the management of the Company as in the past without any changes. Further, the composition of the present Board of Directors will remain unaltered.

c. Shareholding pattern before and after the offer (on conversion of Warrants in to Equity Shares and based on the shareholding pattern as on 31.8.2007):

The shareholding pattern of the Company before and after the offer is as under:

The shareholding pattern of the Company before the offer is as under:

**(I) STATEMENT SHOWING SHARE HOLDING
(a) PATTERN**

Name of the Company: POWERSOFT GLOBAL SOLUTIONS LIMITED						
Scrip Code: 5321736				AS on: 31st August 2007		
Code	Category of Shareholder	Number of Share holders	Total number of shares	Number of shares held in dematerialised form	Total shareholding as a percentage of total number of shares	
					As a percentage of (A+B) ¹	As a percentage of (A+B+C)
(A)	Shareholding of Promoter and Promoter Group ²					
(1)	Indian					
(a)	Individuals/Hindu Undivided Family	1	1367000	1367000	11.49	11.49
(b)	Central Government/State Government(s)					
(c)	Bodies Corporate					
(d)	Financial Institutions/ Banks					
(e)	Any Other (Specify)					
	Sub-Total (A)(1)	1	1367000	1367000	11.49	11.49
(2)	Foreign					
(a)	Individuals (Non-Resident Individuals/ Foreign Individuals)	1	3407733		28.63	28.63
(b)	Bodies Corporate					
(c)	Institutions					
(d)	Any Other (specify)					
	Sub-Total (A)(2)	1	3407733	0	28.63	28.63
	Total Shareholding Of Promoter and Promoter Group (A)=(A)(1)+(A)(2)	2	4774733	1367000	40.12	40.12
(B)	Public shareholding ³					
(1)	Institutions					
(a)	Mutual Funds/UTI					
(b)	Financial Institutions/Banks					
(c)	Central Government/State Government(s)					
(d)	Venture Capital Funds					
(e)	Insurance Companies					
(f)	Foreign Institutional Investors	1	534920	534920	4.49	4.49
(g)	Foreign Venture Capital Investors					
(h)	Any Other (specify)					
	Sub-Total (B)(1)	1	534920	534920	4.49	4.49
(2)	Non-institutions					
(a)	Bodies Corporate	226	1185347	1185347	9.96	9.96
(b)	Individuals -	6087	3472155	3380555	29.18	29.18
	i. Individual shareholders Holding nominal share capital up to Rs. 1 lakh.	49	1300084	833484	10.93	10.93
	ii. Individual shareholders holding nominal share capital in excess of Rs. 1 lakh.					
(c)	Any Other (specify)	91	634060	634060	5.33	5.33
	Directors					
	Sub-Total (B)(2)	6453	6591646	6033446	55.39	55.3
	Total Public Shareholding (B)=(B)(1)+(B)(2)	6454	7126566	6568366	59.89	59.89
	TOTAL (A)+(B)	6456	11901299	7935366	100	100
(C)	Shares held by Custodians and against which Depository Receipts have been issued					
	GRAND TOTAL (A)+(B)+(C)	6456	11901299	7935366	100	100

d. Shareholding pattern after the offer (on conversion of Warrants in to Equity Shares and based on the shareholding pattern as on 31.8.2007):

The shareholding pattern of the Company after the offer is as under:

(I) STATEMENT SHOWING SHARE HOLDING

(a) PATTERN

Name of the Company: POWERSOFT GLOBAL SOLUTIONS LIMITED						
Scrip Code: 532736				AS on: 31st August 2007		
Code	Category of Shareholder	Number of Share holders	Total number of shares	Number of shares held in dematerialised form	Total shareholding as a percentage of total number of shares	
					As a percentage of (A+B) ¹	As a percentage of (A+B+C)
(A)	Shareholding of Promoter and Promoter Group ²					
(1)	Indian					
(a)	Individuals/Hindu Undivided Family	1	1467000	1467000	9.84	9.84
(b)	Central Government/State Government(s)					
(c)	Bodies Corporate					
(d)	Financial Institutions/ Banks					
(e)	Any Other (Specify)					
	Sub-Total (A)(1)	1	1467000	1467000	9.84	9.84
(2)	Foreign					
(a)	Individuals (Non-Resident Individuals/ Foreign Individuals)	1	4007733	4007733	26.90	26.90
(b)	Bodies Corporate					
(c)	Institutions					
(d)	Any Other (specify)					
	Sub-Total (A)(2)	1	4007733	4007733	26.90	26.90
	Total Shareholding Of Promoter and Promoter Group (A)=(A)(1)+(A)(2)	2	5474733	5474733	36.74	36.74
(B)	Public shareholding ³					
(1)	Institutions					
(a)	Mutual Funds/UTI					
(b)	Financial Institutions/Banks					
(c)	Central Government/State Government(s)					
(d)	Venture Capital Funds					
(e)	Insurance Companies					
(f)	Foreign Institutional Investors	1	534920	534920	3.59	3.59
(g)	Foreign Venture Capital Investors					
(h)	Any Other (specify)					
	Sub-Total (B)(1)	1	534920	534920	3.59	3.59
(2)	Non-institutions					
(a)	Bodies Corporate	226	1185347	1185347	7.95	7.95
(b)	Individuals -	6110	5772155	5680555	38.74	38.74
	i. Individual shareholders Holding nominal share capital up to Rs. 1 lakh.	49	1300084	833484	8.72	8.72
	ii. Individual shareholders holding nominal share capital in excess of Rs. 1 lakh.					
(c)	Any Other (specify)	91	634060	634060	4.26	4.26
	Directors					
	Sub-Total (B)(2)	6476	8891646	8333446	59.67	59.67
	Total Public Shareholding (B)=(B)(1)+(B)(2)	6477	9426566	88668366	63.26	63.26
	TOTAL (A)+(B)	6479	14901299	10935366	100	100
(C)	Shares held by Custodians and against which Depository Receipts have been issued					
		-	-	-	-	-
	GRAND TOTAL	6479	14901299	10935366	100	100
	(A)+(B)+(C)					

The above shareholding pattern has been arrived on the assumption that the entire Warrants proposed to be issued would be converted in to Equity Shares.

e) Proposed time limit within which the allotment shall be complete:

Within 15 days from the date of passing this resolution or within 15 days from the date of receipt of any approval by any regulatory authority or Central Government, whichever is later as per SEBI (DIP Guidelines) as amended.

f) Identity of the proposed allottee(s) and percentage of post preferential issue capital that may be held by them:

The proposed allottee(s) of the Equity Shares are as detailed hereunder and they shall be holding 15.43% in toto in the post preferential issue capital and upon conversion of Warrants in to Equity Shares and 19.33% of the current capital.

Sl. No.	Name of the Allottee	No. of Equity Shares Proposed to be Issued	Percentage of Shareholding in the Post Preferential Capital
1	Ravi Kanaiyalal Sheth	200,000.00	1.34
2	Masuma Rajabali Rupani	200,000.00	1.34
3	Siddarth Nahar	200,000.00	1.34
4	Narandas Jethalal Thakkar	27,000.00	0.18
5	Praful Roy	20,000.00	0.13
6	Dewan Singh Chauhan	335,000.00	2.25
7	S.Srikanth	20,000.00	0.13
8	Anirban Dutta	20,000.00	0.13
9	Pannalal Goswami	300,000.00	2.01
10	N. Roopanshree	5,000.00	0.03
11	Rajaram Prasad	350,000.00	2.35
12	Pushpendar Kumar	75,000.00	0.50
13	K Lalitha T. Bhat	15,000.00	0.10
14	Jaideep Goswami	20,000.00	0.13
15	Ananth Bhat	20,000.00	0.13
16	Reena Ranka	10,000.00	0.07
17	Bharathi Uchil	10,000.00	0.07
18	Rishi Om	350,000.00	2.35
19	Rachana Bachhawat	13,000.00	0.09
20	Anish Vijay	85,000.00	0.57
21	Maruthi G.R.	10,000.00	0.07
22	Sangeeta Sanjay Dave	5,000.00	0.03
23	Mahalakshmi Mukund	10,000.00	0.07
	Total	2,300,000.00	15.43

g) Issue price

The Issue price of Rs 28/- per Warrant is in accordance with the SEBI (Disclosure & Investor Protection) Guidelines, 2000 and for the purpose of the above guidelines, the Relevant Date is 3.9.2007.

h) Auditors' Certificate:

A copy of the Certificate of the Statutory Auditors of the Company as per SEBI Guidelines shall be available at the Registered Office of the Company for inspection by the shareholders and will be available on request.

The approval of the shareholders is sought pursuant to Section 81 of the Companies Act, 1956 and in terms of the Listing Agreement with Stock Exchange to the issue of the above Warrants as set out in the resolution.

Mr. Manish Poddar, Chairman & CEO of the Company and Mr. P Rajkumar, Director of the Company are interested in the resolution proposed at item No. 5 above as the Warrants are proposed to be allotted to them.

Items No. 6:

The Shareholders will appreciate that your Company operates in a segment where the attrition rate is quite high. Apart from the compensation package in line with the industry norms, Employee Stock Option Schemes have worked as effective tool to arrest attrition. Your Directors have considered this from the experience of many IT companies and felt that a suitable Scheme is in place for the employees as also for the employees of the subsidiary companies with the plans of RFID and other segments being worked out through subsidiary company models. Accordingly, the Company has worked out Scheme to issue Equity Shares to the eligible employees under suitable Stock Option Plans. In terms of the prevailing guidelines of SEBI and other statutes, to offer ESOP to the Employees of subsidiary companies, approvals of the Shareholders is to be obtained separately. Your Board is convinced that ESOP is one of the methodologies of strengthening the binding between the Employees and the Company as also the respective subsidiary companies.

Needless to add that the Stock Options be issued at the price arrived at in line with the prevailing Guidelines on the date of grant.

Your Directors recommend the resolution for approval.

None of the Directors is concerned or interested in the resolution.

By Order of the Board
For **Powersoft Global Solutions Ltd**

Place: Bangalore
Date: 03.09.2007

P Rajkumar
Director

POWERSOFT GLOBAL SOLUTIONS LIMITED

Regd. Off.: 58, 1st Floor, HMT Layout, R T Nagar, Bangalore - 560 032

SERIAL NUMBER

POSTAL BALLOT FORM

(Please follow the instructions appearing on the reverse hereof)

- 1) Name(s) of shareholder(s) _____
(in block letters): _____

- 2) Registered address of the
sole/first named shareholder: _____

- 3) Registered folio No. _____
DP Id No./Client Id No. _____
- 4) Number of shares held : _____
- 5) I/We here by exercise my/our vote in respect of the Special Resolution to be passed through postal ballot for the business stated in the notice of the Company dated 3rd September, 2007 by sending my/our assent or dissent to said resolution by placing the tick mark(✓) at the appropriate rows below:

Item No.	Assent	Dissent
1) I/we assent/dissent to the resolution		
2) I/We assent/dissent to the resolution		
3) I/We assent/dissent to the resolution		
4) I/We assent/dissent to the resolution		
5) I/We assent/dissent to the resolution		
6) I/We assent/dissent to the resolution		
7) I/We assent/dissent to the resolution		

Place:

Date:

(Signature of the shareholder)

INSTRUCTIONS

- 1) A member desiring to exercise vote by Postal Ballot may complete this Postal Ballot Form and send it to the Scrutinizer, c/o the Company's Registered Office in the attached self addressed envelope. Postage will be borne and paid by the Company. However, envelopes containing Postal Ballot Form, if sent by courier at the expense of the Registered shareholder(s), will also be accepted.
- 2) The self-addressed envelope bears the address of the scrutinizer appointed by the Board of Directors of the Company.
- 3) This form should be completed and signed by the shareholder. In case of joint holding, this form should be completed and signed (as per the specimen signature registered with the Company) by the first named shareholder and in his / her absence, by the next named shareholder.
- 4) Unsigned Postal Ballot Form will be rejected.
- 5) Duly completed Postal Ballot Form should reach the scrutinizer, c/o the Company's Registered Office not later than the close of working hours on 3rd October, 2007. Any Postal Ballot Form received after this date will be strictly treated as if the reply from the member has not been received.
- 6) In case of shares held by companies, trust, societies, etc. the duly completed Postal Ballot Form should be accompanied by a certified true copy of Board Resolution / Authorisation in favour of the signatory.
- 7) Voting rights shall be reckoned on the paid up value of shares registered in the name of the shareholder(s) / beneficial owner(s) on the date of dispatch of the notice.