

SOFTWARE TECHNOLOGY GROUP INTERNATIONAL LIMITED

Regd. Office: E-21, 2nd Floor, South Extension, Part-I, New Delhi-110049

Tel: +91-11-40560942 Fax: +91-11-40560941



Notice

NOTICE is hereby given that an Extra-Ordinary General Meeting of the members of the Company will be held on Thursday, the 27th day of January, 2011 at 09:30 A.M. at Plot No. 9, Sector-33, Gurgaon, Haryana-122001 to transact following business:

Special Business:

1. To consider and, if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED that pursuant to the provisions of Section 224 and other applicable provisions, if any, of the Companies Act, 1956, Baweja & Kaul, Chartered Accountants, 306, Corporate Towers, 85A, Zamrudpur, Greater Kailash-I, New Delhi-110048 be and are hereby appointed as statutory auditors of the Company in place of Jain Singhal & associates, Chartered Accountants, M-6, IInd Floor, M-Block Market, Greater Kailash.-II, New Delhi-110048 who have expressed their unwillingness to continue as Statutory Auditors of the Company, to hold office from the conclusion of this Extraordinary General Meeting until the conclusion of next Annual General Meeting of the Company on such remuneration as may be fixed by the Board of Directors of the Company."

"RESOLVED FURTHER THAT Mr. Yogesh Chandra Vaidya, Chairman and/or Mr. Ravi Bhargava, Director and/or Ms. Madhvi Sharma, Company Secretary of the Company be and are hereby severally authorised to do all the incidental acts, deeds and things as may be necessary in order to implement this resolution."

By Order of the Board
For **Software Technology Group International Ltd**

Date: 27/12/2010

Place:Gurgaon

Sd/-
Madhvi Sharma
Company Secretary

Regd. Office: E-21, 2nd Floor
South Extension, Part-I,
New Delhi-110049.

ANNEXURE TO THE NOTICE

EXPLANATORY STATEMENT AS REQUIRED UNDER SECTION 173(2) OF THE COMPANIES ACT, 1956.

Item No. 1

The existing Statutory Auditors of the Company viz. Jain Singhal & associates, Chartered Accountants, M-6, IInd Floor, M-Block Market, Greater Kailash.-II, New Delhi-110048 have resigned as Statutory Auditors of the Company with effect from 17th December, 2010. It is proposed to appoint M/s Baweja & Kaul, Chartered Accountants, 306, Corporate Towers, 85A, Zamrudpur, Greater Kailash-I, New Delhi-110048 as the new Statutory Auditors of the Company. Their consent for their appointment has been duly received by the Company.

Proviso to Section 224(6) of the Companies Act, 1956 provides that where vacancy is caused by resignation of an auditor, the vacancy shall only be filled by the company in general meeting.

A copy of the resignation tendered by the Auditor and Eligibility Letter of new proposed Statutory Auditor, as referred under section 224(1-B) of Companies Act, 1956 are open for inspection at the Registered Office of the Company on any working day except Public Holidays, during business hours upto the date of the Extra-Ordinary General Meeting.

The Board recommends this resolution for the approval of Shareholders.

None of the Directors is, in anyway concerned or interested in this resolution except as a member of the Company.

By Order of the Board
For **Software Technology Group International Ltd.**

Date: 27/12/2010

Place:Gurgaon

Sd/-
Madhvi Sharma
Company Secretary

- A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES, IN ORDER TO BE EFFECTIVE MUST BE RECEIVED BY THE COMPANY AT ITS REGISTERED OFFICE NOT LESS THAN 48 HOURS BEFORE THE TIME OF THE MEETING.**
- Explanatory Statement pursuant to section 173(2) of the Companies Act, 1956 relating to special businesses is annexed hereto.
- Members attending the meeting are requested to complete the enclosed attendance slip & deliver the same at the entrance of the meeting place. Attendance at the meeting will not be allowed without the production of the attendance slip duly signed. Members, whose shares are in the dematerialized form, are requested to bring their Depository Account Number for Identification.

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**Extra-Ordinary General Meeting to be held on Thursday the 27th January, 2011
at 09:30 A.M. at Plot No. 9, Sector-33, Gurgaon, Haryana-122001.**



ATTENDANCE SLIP

Registered Folio No. :(or)

*Demat Account No. D.P. id. No.

Name & Address of Shareholder(s):

.....
I/We certify that I am/We are Member/s Proxy of the Company holding Shares
and hereby record my/our presence at the EXTRA-ORDINARY GENERAL MEETING of the Company at
Plot No. 9, Sector-33, Gurgaon, Haryana-122001 at 09:30 A.M. on Thursday, the 27th January. 2011.

Signature of Member /s/ Proxy

**A Member or his duly appointed Proxy wishing to attend the meeting must complete this Admission Slip
and hand it over at the entrance.**

Name of the Proxy in Block Letters.....

(In case a Proxy attends the meeting)

*Those who hold Shares in Demat Form quote their Demat Account No. and Depository Participant
(D.P.) Id. Number.

**REGISTRATION COUNTER WILL BE OPEN FROM 09:00 A.M. TILL THE START OF EXTRA-
ORDINARY GENERAL MEETING.**

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Proxy Form

I/We.....of.....being a Member/ Member(s) of Software
Technology Group International Ltd. hereby appoint.....of.....falling
him/her of.....as my/our Proxy to attend and vote for me/us
on my/our behalf at the Extra-Ordinary General Meeting of the Company to be held at Plot No. 9,
Sector-33, Gurgaon, Haryana-122001 at 09:30 A.M. on Thursday, the 27th January. 2011 and at any
adjournment thereof.

In witness whereof

I/we have **signed** on this.....day of.....2011

Registered Folio No. :(or)

*Demat Account No.: D.P. Id. No. :

No. of Shares.....

Affix
Rs. 1/-
Revenue
Stamp

Signatures

Member intending to appoint a Proxy should complete the Proxy and deposit it at the Company's
Registered Office, **at least 48 hours before the meeting.**

*Those who hold Shares in Demat Form must quote their Demat Account No. and Depository
participant (D.P) Id. Number.

A Proxy cannot speak at the meeting or vote on a show of hands.