

MINUTES OF THE EXTRA-ORDINARY GENERAL MEETING OF THE SHAREHOLDERS OF M/S SOFTWARE TECHNOLOGY GROUP INTERNATIONAL LIMITED HELD ON MONDAY, THE 28TH DAY OF FEBRUARY, 2011 AT 09:30 A.M. AT PLOT NO. 9, SECTOR-33, GURGAON-122001, HARYANA.

PRESENT:

- | | | |
|----|----------------------------|--------------------------|
| A) | Shri Yogesh Chandra Vaidya | Chairman and Shareholder |
| B) | Smt. Prasanna Vaidya | Director and Shareholder |
| C) | Shri. Ravi Bhargava | Director |

IN ATTENDANCE

- | | | |
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| D) | Ms. Madhvi Sharma | Company Secretary |
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40 members personally present.

QUORUM:

The Chairman welcomed the members present to attend the meeting. The requisite quorum being present, the Chairman called the meeting to be in order and proceeded ahead with the specified agenda. The Chairman informed the members that no proxy was received by the Company for this meeting.

The notice convening the meeting was taken as read with the permission of the shareholders present.

The Chairman placed before the meeting the Certificate from the Statutory Auditor of the Company, M/s Baweja & Kaul, Chartered Accountant, to the effect that Company has duly complied with the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 and read the content of the same.

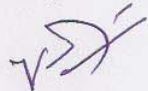
The Chairman then requested the members present to take up the agenda item.

AS SPECIAL RESOLUTION:

ITEM NO. 1 : To create, offer, issue and allot 12,37,140 equity shares to AKM Systems (P) Ltd. on preferential basis by converting its unsecured loan.

Proposed by: Shri Sanjay Mamgain

"RESOLVED THAT pursuant to the provisions of Section 81(1A) and all other applicable provisions, if any, of the Companies Act, 1956 and any other laws, rules and regulations (including any amendments thereto or re-enactments thereof for the time being in force) as may be applicable and subject to the provisions of the Memorandum and Articles of Association of the Company and subject to such approvals, consents, permissions and sanctions of such statutory, Government and/or regulatory authorities / agencies, including the Stock Exchanges either in India or abroad, SEBI, RBI, etc., and subject to such conditions and modifications, if any, as may be prescribed by any of them in granting such approvals, consents,



permissions and sanctions which may be agreed to by the Board of Directors of the Company (the 'Board' which term shall include any Committee which the Board of Directors may have constituted or may hereafter constitute for the time being for exercising the powers conferred on the Board of Directors by this Resolution) and as per various provisions of SEBI (Issue of Capital & Disclosure Requirements) Regulations 2009, and pursuant to the valuation done by the Statutory Auditors of the company on the relevant date viz. 29th January, 2011, the approval of the shareholders be and is hereby accorded to the Board, to create, offer, issue and allot 12,37,140 equity shares of the face value of Rs. 10/- each at par to M/s. AKM Systems Pvt. Ltd., a non-promoter entity, on preferential basis by converting their unsecured loan amounting to Rs. 1,23,71,400/- (including interest accrued till 31/12/2010) into equity shares of the Company."

"RESOLVED FURTHER THAT the Equity Shares shall rank *pari passu* in all respects with the existing Equity Shares of the Company, including entitlement to dividend."

"RESOLVED FURTHER THAT the equity shares allotted on preferential basis shall be locked in for a period of one year from the date of their allotment."

"RESOLVED FURTHER THAT for the purposes giving effect to above resolution, the Board be and is hereby authorised to do and perform all such acts, deeds and things as it may, in its absolute discretion deem necessary, desirable or appropriate to settle any question, difficulty or doubt that may arise in regard to the issue of equity shares as it may think fit and to accept on behalf of the Company such conditions and modifications, if any, relating to the issue of equity shares which may be imposed, required or suggested by any regulatory authority and which the Board in its discretion thinks fit and proper."

"RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred by this resolution to any Director or Directors or to any Committee of Directors or to any Officer or Officers of the company to give effect to this resolution."

"RESOLVED FURTHER THAT the Board be and is hereby authorised to accept any modification(s) to or to modify the terms of issue of the said new equity shares subject to the provisions of the Companies Act, 1956 and SEBI/ Listing Guidelines / Regulations without being required to seek any further consent or approval of the Company in general meeting."

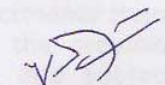
Seconded by: Shri Pramod Menon

The resolution was put to vote by show of hands and was passed unanimously.

VOTE OF THANKS:

There being no other business the meeting concluded with vote of thanks to the chair.

Date: 16/3/2011.


YOGESH VAIDYA
CHAIRMAN OF THE MEETING