

MINUTES OF THE NINETEENTH ANNUAL GENERAL MEETING OF THE SHAREHOLDERS OF M/S SOFTWARE TECHNOLOGY GROUP INTERNATIONAL LIMITED HELD ON WEDNESDAY, THE 1ST DAY OF AUGUST, 2012 AT 11:30 A.M. AT LOK KALA MANCH, 20, LODHI INSTITUTIONAL AREA, LODHI ROAD, NEW DELHI-110003.

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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And 31 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 and the Directors' Report were taken as read with the permission of the shareholders present.

The Chairman then requested the Company Secretary to read the Auditors' Report. The same was taken as read with the permission of the shareholders present.

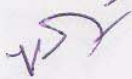
AS ORDINARY BUSINESS:

ITEM NO. 1 : ADOPTION OF ACCOUNTS:

Mrs. Alka Kaul (DP ID / Client ID IN300360 : 20721025) proposed the following resolution to be passed as an Ordinary Resolution:

“RESOLVED THAT the Audited Balance Sheet as on 31st March, 2012 and the Profit and Loss Account for the year ended on that date together with the Directors' Report and the Auditors' Report be and is hereby approved and adopted.”

Mr. Bal Kishan Chauhan (DP ID / Client ID IN300360: 20420096) seconded the resolution.



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

ITEM NO. 2: RE-APPOINTMENT OF MRS, PRASANNA VAIDYA AS DIRECTOR OF THE COMPANY, WHO RETIRES BY ROTATION:

Mr. Ajay Kumar Jain (DP ID / Client ID IN301209 : 10036870) proposed the following resolution to be passed as an **Ordinary Resolution**:

"RESOLVED THAT Mrs. Prasanna Vaidya, who retires by rotation and being eligible offers herself for re-appointment be and is hereby re-appointed as Director of the Company."

Mr. Parmod Kumar Jain (DP ID / Client ID IN300394 : 14752520) seconded the resolution.

Mr. Yogesh Vaidya and Mrs. Prasanna Vaidya being interested in the resolution did not participate in voting.

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

ITEM NO. 3: APPOINTMENT OF STATUTORY AUDITORS:

Mrs. Alka Kaul (DP ID / Client ID IN300360 : 20721025) proposed the following resolution to be passed as an **Ordinary Resolution**:

"RESOLVED THAT M/s H.K. Batra, & Associates, Chartered Accountants, be and are hereby appointed as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company on such remuneration as may be fixed by the Board of Directors of the Company."

Mr. Bal Kishan Chauhan (DP ID / Client ID IN300360: 20420096) seconded the resolution.

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

AS SPECIAL BUSINESS:

ITEM NO. 4: APPOINTMENT OF MR. MAHESH CHANDER SHRIVASTAVA AS DIRECTOR OF THE COMPANY:

Mr. Inder Kumar Jain (DP ID / Client ID 12014100 : 00007632) proposed the following resolution to be passed as an **Ordinary Resolution**:

"Resolved that Mr. Mahesh Chander Shrivastava in respect of whom the Company has received notices in writing alongwith requisite deposits from members of the Company proposing him as a candidate for the office of director under the provisions of Section 257 of



the Companies Act, 1956, and who is eligible for appointment to the office of director, be and is hereby appointed as the Director of the Company."

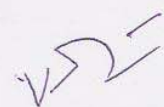
Mr. Bal Kishan Chauhan (DP ID / Client ID IN300360: 20420096) seconded the resolution.

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:16/08/2012


YOGESH VAIDYA
CHAIRMAN OF THE MEETING