

MINUTES OF THE EXTRA-ORDINARY GENERAL MEETING OF THE SHAREHOLDERS OF M/S SOFTWARE TECHNOLOGY GROUP INTERNATIONAL LIMITED HELD ON THURSDAY, THE 27TH DAY OF JANUARY, 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

- D) Ms. Madhvi Sharma Company Secretary

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

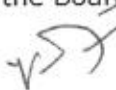
The Chairman then requested the members present to take up the agenda item.

AS ORDINARY BUSINESS:

ITEM NO. 1 : Appointment of new statutory Auditor M/s Baweja & Kaul, Chartered Accountant in place outgoing Statutory Auditor, M/s Jain Singhal & Associates who had resigned from the office of statutory auditor of the Company

Proposed by: Mr. Pramod Kumar Jain

"RESOLVED that pursuant to the provisions of Section 224 and other applicable provisions, if any, of the Companies Act, 1956, M/s 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 M/s 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 Extra-Ordinary 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."



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MEMBERS OF THE SOFTWARE TECHNOLOGY GROUP INTERNATIONAL

"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."

Seconded by: Manish Kapur

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.


YOGESH VAIDYA
CHAIRMAN OF THE MEETING

The Chairman welcomed the members present at the meeting. The requisite quorum being present, the Chairman declared the meeting to be in order and proceeded with the specified agenda.

The meeting was held with the permission of the members present.

Agenda item requested for the day was discussed and the meeting concluded.

AS ORDINARY BUSINESS:

Item 1: Appointment of new statutory auditor. Mr. Ravi Bhargava, Chartered Accountant, is placed on the Statutory Auditor's list. Mr. Singh & Associates, Chartered Accountants, are designated from the office of statutory auditor.

Proposed by: Mr. Pramod Kumar Jha

Item 2: Appointment of the director. Mr. Ravi Bhargava, Chartered Accountant, is placed on the Statutory Auditor's list. Mr. Singh & Associates, Chartered Accountants, are designated from the office of statutory auditor. Mr. Ravi Bhargava, Chartered Accountant, is placed on the Statutory Auditor's list. Mr. Singh & Associates, Chartered Accountants, are designated from the office of statutory auditor.