

MINUTES OF THE EIGHTEENTH ANNUAL GENERAL MEETING OF THE SHAREHOLDERS OF M/S SOFTWARE TECHNOLOGY GROUP INTERNATIONAL LIMITED HELD ON MONDAY, THE 27<sup>TH</sup> DAY OF JUNE, 2011 AT 02:00 P.M. AT SHAH AUDITORIUM, 2, GUJRATI SAMAJ MARG, CIVIL LINES, DELHI-110054.

---

PRESENT:

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

IN ATTENDANCE

- |    |                   |                                        |
|----|-------------------|----------------------------------------|
| E) | Ms. Madhvi Sharma | Company Secretary                      |
| F) | Mr. B.K. Chauhan  | Sr. General Manager-Finance & Accounts |

And 78 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:

Ms. Alka Kaul proposed the following resolution as an Ordinary Resolution:

"RESOLVED THAT the Audited Balance Sheet as on 31<sup>st</sup> March, 2011 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. Pramod Menon seconded the resolution.

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



**ITEM NO. 2: RE-APPOINTMENT OF SH. YOGESH CHANDRA VAIDYA AS DIRECTOR OF THE COMPANY, WHO RETIRES BY ROTATION:**

Mr. Vaidya informed the members that he is interested in this resolution and vacated the chair, Mr. Ravi Bhargava, Director was requested to take Chair and conduct this item of business.

Mr. Sanjay Mamgain proposed the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** Sh. Yogesh Chandra Vaidya, who retires by rotation, being eligible for re-appointment be and is hereby appointed as Director of the Company."

Mr. Pramod Menon seconded the resolution.

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

Thereafter Mr. Yogesh Vaidya re-occupied the Chair.

**ITEM NO. 3: APPOINTMENT OF STATUTORY AUDITORS:**

Ms. Alka Kaul proposed the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** M/s Baweja & Kaul, Chartered Accountants, be and are hereby re-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. Sanjay Mamgain seconded the resolution.

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

**ITEM NO. 4: KEEPING REGISTERS AND RECORDS AT A PLACE OTHER THAN THE REGISTERED OFFICE OF THE COMPANY:**

Ms. Alka Kaul proposed the following resolution as a **Special Resolution**:

**"RESOLVED THAT** pursuant to section 163 and other applicable provisions, if any, of the Companies Act, 1956 the approval of shareholders of the Company be and is hereby accorded to keep and maintain the Registers of Members, the Index of Members, Copies of all Annual Returns prepared under section 159 and 160 together with the copies of certificates and documents required to be annexed thereto under section 160 and 161 of the Act or any one or

more of them at E-11, G.K. Enclave-I, New Delhi-110048, a place other than the Registered Office of the Company.”

“RESOLVED FURTHER THAT for the purpose of giving effect to above resolution, the Board of Directors be and is hereby severally authorised to do all such acts, deeds, matters and things and execute all such documents, instruments and writings as it may in its sole and absolute discretion deems necessary or expedient and to settle any question, difficulty or doubt that may arise”

Mr. Sanjay Mamgain 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: 25/7/2011

Date: 25/7/2011

  
YOGESH VAIDYA  
CHAIRMAN OF THE MEETING

  
RAVI BHARGAVA  
CHAIRMAN FOR ITEM NO. 2