



TECPRO SYSTEMS LIMITED

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11 November, 2013

The National Stock Exchange of India Limited
Exchange Plaza, 5th Floor,
Plot No. C/1, G Block,
Bandra Kurla Complex, Bandra (E)
Mumbai-400 051

Ref.: Scrip Code - TECPRO

Subject: Intimation under clause 30, 31 and 35A of the Listing Agreement

Dear Madam/Sir,

This is to inform you that the Extra-Ordinary General Meeting (EGM) of the Company was convened on Monday, the 11th November, 2013 at 10.00 A.M. and in the EGM, appointment of M/s M. S. Krishnaswami & Rajan, Chartered Accountants, as the Statutory Auditors of the Company was approved by the members. Further in pursuance of clause 30, 31 and 35A of Listing agreement, we hereby provide the following informations:

- a) In compliance with the provisions of clause 30 of the Listing Agreement, we hereby inform you that M/s M. S. Krishnaswami & Rajan, Chartered Accountants have been appointed as Statutory Auditors of the Company with effect from 11th November, 2013.
- b) In Compliance with the provisions of Clause 31 of the Listing Agreement the proceedings of the Extra-Ordinary General Meeting are enclosed herewith as **Annexure-1**.
- c) A disclosure prescribed under clause 35A of the Listing Agreement is enclosed as **Annexure-2**.

This is for your information and records please.

Thanking you

Yours truly
For Tecpro Systems Limited

Pankaj Tandon
General Manager (Corp. Affairs) &
Company Secretary



Enclosed: as above

Annexure-1

CERTIFIED TRUE COPY OF THE PROCEEDINGS OF THE EXTRA ORDINARY GENERAL MEETING OF THE MEMBERS OF TECPRO SYSTEMS LIMITED HELD ON MONDAY, THE 11TH DAY OF NOVEMBER, 2013 AT 10:00 A.M. AT HOTEL SWAGAT PALACE, RIICO CHOWK, BHIWADI, RAJASTHAN-301019

Present

Mr. Amar Banerjee

Whole-time Director

In Attendance

Mr. Pankaj Tandon

General Manager (Corp. Affairs) &
Company Secretary

Members Present

In Person: 132

In Proxy: 14

Mr. Amar Banerjee, Whole-time Director of the Company was elected as the Chairman of the meeting. The Chairman took the chair and welcomed the members present at the meeting and after ascertaining the quorum called the meeting in order. He introduced the official sitting on dias.

Thereafter, with the permission of the members present in the meeting, the Notice of the meeting having already been circulated to the members was taken as read.

The Chairman declared that the item included in the Notice be taken for consideration and accordingly the following business was transacted:

APPOINTMENT OF STATUTORY AUDITORS

The Chairman apprised about the Item of Agenda regarding appointment of M/s M.S. Krishnaswami & Rajan, Chartered Accountants as the Statutory Auditors of the Company.

Mr. Sripal Singh Mohnot, a member proposed the resolution as an Ordinary Resolution and Mr. Pramod Kumar Jain, another member seconded the resolution:

"RESOLVED THAT pursuant to the provisions of Section 224(6) of the Companies Act, 1956 and other applicable provisions, if any, M/s M.S. Krishnaswami & Rajan, Chartered Accountants, be and are hereby appointed as Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s B S R & Co. LLP (formerly known as M/s B S R & Co.), Chartered Accountants, the erstwhile Statutory Auditors of the Company and to hold office from the date of passing of this resolution until the conclusion of the next Annual General Meeting at such remuneration as may be decided by the Board of Directors of the Company."

The resolution was put to vote and the same was passed by majority votes by show of hands.

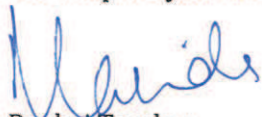


VOTE OF THANKS

The meeting concluded with vote of thanks to the Chair.

Certified True Copy

For Tecpro Systems Limited



Pankaj Tandon
General Manager (Corp. Affairs) &
Company Secretary



Place: Gurgaon

Date: November 11, 2013

TECPRO SYSTEMS LIMITED[Scrip Code: TECPRO]Disclosure of voting results by listed entities in terms to Clause 35A of the Listing Agreement

Date of the AGM/EGM:	11 November, 2013
Total number of shareholders on record date	26,214
No. of shareholders present in the meeting either in person or through proxy:	146
Promoters and Promoter Group:	6
Public:	140
No. of Shareholders attended the meeting through Video Conferencing:	Nil
Promoters and Promoter Group:	
Public:	
Agenda-wise :-	
Details of the Agenda:	
Resolution No. 1:	
Appointment of M/s M. S. Krishnaswami & Rajan, Chartered Accountants, as the Statutory Auditors of the Company.	
Resolution required: (Ordinary/Special)	
Mode of voting: (Show of hands/Poll/Postal ballot/E-voting)	




In case of Poll/Postal ballot/E-voting: N.A. for all resolutions

Promoter/Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	--	--	--	--	--	--	--
Public Institutional holders	--	--	--	--	--	--	--
Public-Others	--	--	--	--	--	--	--
Total	--	--	--	--	--	--	--

Handwritten signature

TEC PRO SYSTEMS LIMITED