



TECPRO SYSTEMS LIMITED

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Website : www.tecprosystems.com

14 August, 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

Sub: Outcome of Board Meeting

In terms of Clause 41 of the Listing Agreement, the Board of Directors of the Company at their meeting held today have inter-alia, approved the unaudited standalone financial results of the Company for the quarter ended 30 June, 2013.

A copy of the approved unaudited financial results along with the limited review report of the Auditors of the Company is enclosed herewith.

As regards the observations of the Auditors we wish to clarify as under:

1. Point no. 3 of the Limited Review Report: The invoicing on the consortium formed for implementing export order is based on the Agreement between the consortium and the Company. The final invoicing from the consortium on the end customer will take place after achieving milestones and until then the amount will form part of current assets and not impact the unaudited standalone financial results for the quarter ended 30 June, 2013.
2. Point no. 4 of the Limited Review Report: The Company has Export Orders backed by Letter of Credit from Customers in foreign currency. Against such orders the Company has availed Packing credit in Foreign Currency (PCFC) from Banks. Due to exchange rate fluctuation, the PCFC liability in rupee terms goes up but since there is an export order backing the PCFC, the Company will not be impacted since PCFC will be liquidated from export proceeds. Based on this principle, the Company has treated the natural hedge as covered under Accounting Standard-30 and accordingly not reflected the impact on PCFC in the unaudited standalone financial results for the quarter ended 30 June, 2013.

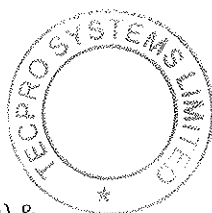
This is for your information and record.

Thanking You

Yours Sincerely

For Tecpro Systems Limited

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



Encl: as above

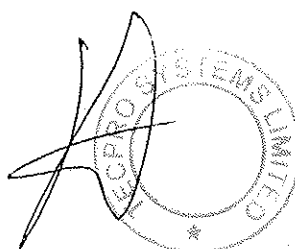
PART I

UNAUDITED STANDALONE FINANCIAL RESULTS FOR THE QUARTER ENDED 30 JUNE 2013

(Rs. in Lakhs, unless otherwise stated)

		QUARTER ENDED	QUARTER ENDED	QUARTER ENDED	YEAR ENDED
		30.06.2013 (Unaudited)	31.03.2013 (Unaudited)	30.06.2012 (Unaudited)	31.03.2013 (Audited)
1	Income from operations				
	a) Income from operations (Net of excise duty)	30,657.41	85,607.89	55,781.24	260,281.17
	b) Other operating income	206.76	474.12	34.62	764.43
	Total income from operations (net)	30,864.17	86,082.01	55,815.86	261,045.60
2	Expenses				
	a) Cost of materials consumed	16,813.47	43,294.17	31,572.11	138,474.33
	b) Purchase of traded goods	2,744.37	9,759.45	6,373.62	23,523.43
	c) Changes in inventories of finished goods, work in progress and stock in trade - project supplies	(2,858.35)	4,874.85	(1,609.62)	2,472.51
	d) Fabrication and other site related expenses	3,523.67	5,249.52	4,095.02	20,261.42
	e) Employees benefits expense	2,856.58	2,379.14	3,155.13	12,319.04
	f) Depreciation and amortization expense	484.98	599.35	443.42	1,981.96
	g) Other expenses	3,623.80	10,534.42	4,414.84	28,440.61
	Total expenses	27,188.52	76,690.90	48,444.52	227,473.30
3	Profit from operations before other income, finance cost, exceptional item and Tax (1-2)	3,675.65	9,391.11	7,371.34	33,572.30
4	Other income	44.09	34.67	168.79	829.39
5	Profit from ordinary activities before finance cost, exceptional item and Tax (3+4)	3,719.74	9,425.78	7,540.13	34,401.69
6	Finance costs	9,725.84	8,788.11	6,498.27	30,127.12
7	Profit from ordinary activities after finance cost but before Exceptional item and Tax (5-6)	(6,006.10)	637.67	1,041.86	4,274.57
8	Exceptional items	-	-	-	-
9	Profit from ordinary activities before tax (7-8)	(6,006.10)	637.67	1,041.86	4,274.57
10	Tax expense	-	208.93	338.03	1,388.93
11	Net Profit from ordinary activities for the period after tax (9-10)	(6,006.10)	428.74	703.83	2,885.64
12	Extraordinary item	-	-	-	-
13	Net profit after taxes (11-12)	(6,006.10)	428.74	703.83	2,885.64
14	Paid - up equity share capital (Face Value of Rs. 10 each)	5,047.38	5,047.38	5,047.38	5,047.38
15	Reserve excluding Revaluation Reserves	-	-	-	73,161.40
16	Earnings Per Share (EPS) before / after extra ordinary item				
	(a) Basic (Rs.)	(11.90)	0.85	1.39	5.72
	(b) Diluted (Rs.)	(11.90)	0.85	1.39	5.72
	(Not annualised)				

See accompanying notes to the financial results



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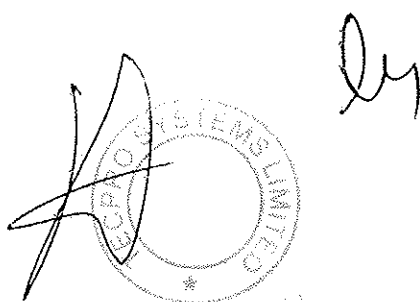
PART-II

SELECT INFORMATION FOR THE QUARTER ENDED 30 JUNE 2013

Particulars		QUARTER ENDED	QUARTER ENDED	QUARTER ENDED	YEAR ENDED
		30.06.2013 (Unaudited)	31.03.2013 (Unaudited)	30.06.2012 (Unaudited)	31.03.2013 (Unaudited)
A	Particulars of shareholding				
	1. Public shareholding				
	- Number of shares	23,860,451	23,910,451	23,910,451	23,910,451
	- Percentage of shareholding	47.27%	47.37%	47.37%	47.37%
	2. Promoters and promoter group shareholding				
	a) Pledged/Encumbered				
	- Number of shares	2,103,033	2,103,033	2,103,033	2,103,033
	- Percentage of shares (as a % of the total shareholding of the promoter and promoter group)	7.90%	7.92%	7.92%	7.92%
	- Percentage of shares (as a % of the total share capital of the company)	4.17%	4.17%	4.17%	4.17%
	b) Non-encumbered				
	- Number of shares	24,510,307	24,460,307	24,460,307	24,460,307
	- Percentage of shares (as a % of the total shareholding of the promoter and promoter group)	92.10%	92.08%	92.08%	92.08%
	- Percentage of shares (as a % of the total share capital of the company)	48.56%	48.46%	48.46%	48.46%

Particulars		QUARTER ENDED
		30.06.2013
B	Investor complaints	
	Pending at the beginning of the quarter	-
	Received during the quarter	3
	Disposed off during the quarter	1
	Remaining unresolved at the end of the quarter	2

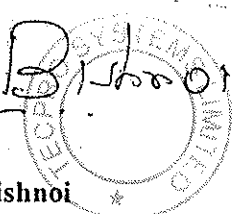
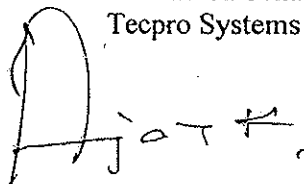
See accompanying notes to the financial results



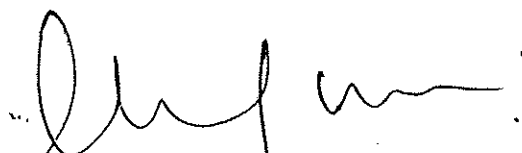
NOTES:

1. The unaudited financial results for the quarter ended 30 June 2013 have been prepared following the same accounting policies as were followed in the annual financial statements for the year ended 31 March 2013.
2. The unaudited financial results for the quarter ended 30 June 2013 were reviewed by the Audit Committee at their meeting held on 14 August 2013 and approved and taken on record by the Board of Directors at their meeting held on 14 August 2013. The statutory auditors of the Company have carried out a Limited Review of the financial results for the quarter ended 30 June 2013 and an modified report has been issued.
3. The Company has natural hedge in respect of Packing Credit in Foreign Currency (PCFC) which is backed by firm export orders and the adverse impact of Rs 1,289 lacs on outstanding PCFC due to exchange rate fluctuation has been recorded in hedge reserve account as per Accounting Standard (AS) 30, 'Financial Instruments: Recognition and Measurement'.
4. The Company periodically reviews its Accounts Receivables including Unbilled Revenue in detail, and the management is confident that inspite of slowdown in the industry, balances are recoverable and the Company is carrying adequate provisions in its books.
5. Previous period figures have been re-grouped / recast, wherever necessary, to make them comparable.

For and on behalf of
Tecpro Systems Limited



Ajay Kumar Bishnoi
Chairman & Managing Director



Amul Gabrani
Vice Chairman & Managing Director

Place : Gurgaon
Date : 14 August 2013

Tecpro Systems Limited

106, Vishwadeep Tower, Plot No-4, District Centre, Janak Puri, New Delhi-110058

UNAUDITED FINANCIAL RESULTS FOR THE QUARTER ENDED 30 JUNE 2013

SEGMENT WISE REVENUE, RESULTS AND CAPITAL EMPLOYED

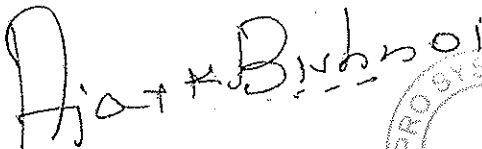
(Rs. In Lakhs)

	Particulars	Quarter Ended	Quarter Ended	Quarter Ended	Year Ended
		30.06.2013	31.03.2013	30.06.2012	31.03.2013
		(Unaudited)	(Unaudited)	(Unaudited)	(Audited)
1	Segment Revenue				
	a) Material handling system (including BOP)	30,864.17	86,082.02	55,815.86	261,045.61
	b) Setting up of complete power plant on Engineering, Procurement and Construction (EPC) basis	-	-	-	-
	Total	30,864.17	86,082.02	55,815.86	261,045.61
	Less : Inter Segment Revenue	-	-	-	-
	Net sales / Income from Operations	30,864.17	86,082.02	55,815.86	261,045.61
2	Segment Results				
	Profit / (Loss) before tax and interest from each segment				
	a) Material handling system (including BOP)	2,817.76	8,149.11	6,832.63	29,729.04
	b) Setting up of complete power plant on Engineering, Procurement and Construction (EPC) basis	-	(481.25)	-	(931.25)
	Total	2,817.76	7,667.86	6,832.63	28,797.79
	Less/(Add):				
	Less: i) Interest expense	8,643.40	7,096.45	5,526.76	25,063.36
	ii) Other un-allocable expenditure net off	222.01	-	425.99	229.01
	iii) Unallocable income	(41.55)	(66.26)	(161.98)	(769.15)
	Total Profit / (loss) before tax	(6,006.10)	637.67	1,041.86	4,503.58
3	Capital Employed (Segment Assets - Segment Liabilities)				
	a) Material handling system (including BOP)	313,099.68	283,980.41	224,400.42	283,980.41
	b) Setting up of complete power plant on Engineering, Procurement and Construction (EPC) basis power plant/ equipments	(17.91)	(17.91)	900.29	(17.91)
	c) Unallocated	(241,480.57)	(205,062.94)	(148,152.29)	(205,062.94)
	Total	71,601.20	78,899.56	77,148.42	78,899.56

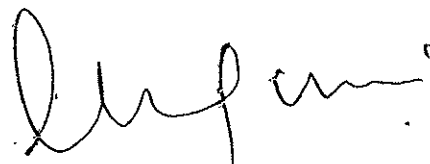
Notes:

1. The segments have been identified in line with Accounting Standard (AS) 17 'Segment Reporting', taking into account the risks and return, organisation structure and internal reporting system.
2. Segment revenue includes revenue from operations directly identifiable to the segment. Segment results and capital employed includes amounts directly identifiable to each of the segments and which can be allocated on a reasonable basis. Unallocable income includes interest income and other income that are not identifiable to the segments. Unallocable expenditure includes corporate expenditure which is not identifiable to any of the segments. Unallocated capital employed includes assets and liabilities which are not specifically allocable to individual segments.
3. Previous period figures have been re-grouped / recast, wherever necessary, to make them comparable.

For and on behalf of
Tecpro Systems Limited


Ajay Kumar Bishnoi
Chairman & Managing Director




Amul Gabrani
Vice Chairman & Managing Director

Place : Gurgaon
Date : 14 August 2013

B S R & Co.

(Registered)

Chartered Accountants

Building No.10, 8th Floor, Tower-B
DLF Cyber City, Phase - II
Gurgaon - 122 002 (India)

Telephone: +91-124-2549191

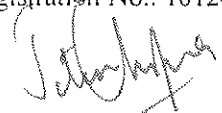
Fax: +91-124-2549101

Review Report to the Board of Directors of Tecpro Systems Limited

1. We have reviewed the accompanying statement of unaudited financial results ('the Statement') of Tecpro Systems Limited ('the Company') for the quarter ended 30 June 2013, being submitted by the Company pursuant to the requirements of clause 41 of the Listing Agreement except for the disclosures regarding "Public Shareholding" and "Promoter and Promoter Group Shareholding", which have been traced from disclosures made by the management and have not been reviewed by us. Attention is drawn to the fact that the corresponding figures for the quarter ended 31 March 2013 as reported in these financial results are the balancing figures between audited figures in respect of the full financial year ended 31 March 2013 and the published year to date figures upto the end of the third quarter of the financial year ended 31 March 2013. Also, the figures upto the end of the third quarter of the year ended 31 March 2013 were only been reviewed and not subjected to audit. This Statement is the responsibility of the Company's Management and has been approved by the Board of Directors of the Company at their meeting held on 14 August 2013. Our responsibility is to issue a report on these financial results, based on our review.
2. We conducted our review in accordance with the Standard on Review Engagement (SRE) 2410, "Review of Interim Financial Information Performed by the Independent Auditor of the Entity", issued by the Institute of Chartered Accountants of India. This Standard requires that we plan and perform the review to obtain moderate assurance as to whether the financial statements are free of material misstatement. A review is limited primarily to inquiries of company personnel and analytical procedures applied to financial data and thus provides less assurance than an audit. We have not performed an audit and, accordingly, we do not express an audit opinion.
3. *The Company has recorded transactions of design and engineering services amounting to Rs.2160 lakhs in jointly controlled operations. As per the requirement of Accounting Standard (AS)-27 "Financial reporting of Interests in Joint Ventures", the Company should have accounted for its share of expenses and income from the Jointly Controlled operations in its books. However, the Company has not consolidated the same, accordingly the impact if any, on the result of the Company cannot be ascertained.*
4. *Attention is drawn to note 3, wherein the Company has accounted for Packing Credit in Foreign Currency (PCFC) which is backed by firm export orders as a natural hedge transaction as per Accounting Standard (AS) 30, 'Financial Instruments: Recognition and Measurement'. However, we are of the view that this transaction should be accounted for as per the requirement of Accounting Standard (AS) 11, the Effect of Changes in Foreign Exchange. Had the Company recorded the foreign exchange loss as per AS 11 instead of AS 30, other expenses would have been higher by Rs. 1,289 lacs and the loss for the quarter ended 30 June 2013 would have been higher by corresponding amount.*

5. Based on our review conducted as above, *except for our comments in paras 3 and 4 above, impact of which cannot be ascertained*, nothing has come to our attention that causes us to believe that the accompanying Statement of unaudited financial results, prepared in accordance with applicable accounting standards and other recognised accounting practices and policies, has not disclosed the information required to be disclosed in terms of Clause 41 of the Listing Agreement, including the manner in which it is to be disclosed, or that it contains any material misstatement.

For B S R & Co.
Chartered Accountants
Registration No.: 101248W


Jiten Chopra
Partner
Membership No.: 092894

Place: Gurgaon
Date: 14 August 2013