

TECPRO SYSTEMS LIMITED

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Gurgaon-122001 (Haryana)
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E-mail : tecprodel@tecprosystems.com
Website : www.tecprosystems.com

May 25, 2011

Fax No. : 022-26598120/8237

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

Ref: Scrip Code: TECPRO

Sub: Submission of Financial Results for the year ended March 31, 2011 and outcome of the Board Meeting.

In terms of the Listing Agreement, we wish to inform that the Board of Directors of the Company in their meeting held today has inter-alia:

- a) Approved the audited financial results of the Company for the financial year ended March 31, 2011;
- b) Recommended a dividend of Rs. 3/- per equity share of Rs. 10/- each for the financial year ending on March 31, 2011 subject to the approval of shareholders in the ensuing Annual General Meeting.
- c) Resolved to obtain consent of its Members, by way of Postal Ballot pursuant to Section 192A of the Companies Act, 1956, read with the Companies (Passing of the Resolution by Postal Ballot) Rules, 2001 in respect of the following resolutions as :

A. Special Resolution:

1. Alteration in the Object Clause of Memorandum of Association of the Company.
2. Appointment of Mr. Aditya Gabrani as Whole-time Director of the Company.

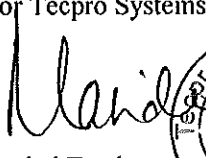
B. Ordinary Resolution:

3. Re-appointment of Mr. Amar Banerjee as Whole-time Director of the Company.
4. Re-appointment of Mr. Ajay Kumar Bishnoi as Chairman & Managing Director of the Company.
5. Re-appointment of Mr. Amul Gabrani as Vice Chairman & Managing Director of the Company.

A copy of the financial results is attached for your information and record.

Thanking you

For Tecpro Systems Limited


Pankaj Tandon
Company Secretary & Compliance Officer

Encl: as above

Regd. Office : 106, Vishwadeep Tower, Plot No. 4, District Centre, Janak Puri,
New Delhi-110058 Ph. : +91-11-45038735 Fax : +91-11-45038734

□ CHENNAI

□ HYDERABAD

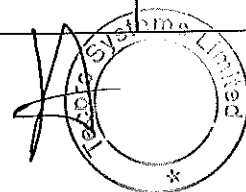
□ KOLKATA

□ MUMBAI



AUDITED FINANCIAL RESULTS FOR THE YEAR ENDED 31 MARCH 2011

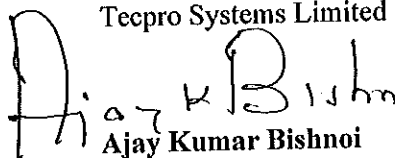
S. No.	PARTICULARS	STANDALONE		STANDALONE		CONSOLIDATED
		QUARTER ENDED		YEAR ENDED		YEAR ENDED
		31.03.2011 (Unaudited)	31.03.2010 (Unaudited)	31.03.2011 (Audited)	31.03.2010 (Audited)	31.03.2011 (Audited)
1	a) Income from operations	96,090.45	73,457.32	196,843.46	145,492.76	196,729.99
	b) Other operating income	23.25	594.12	500.25	803.97	520.73
	Total	96,113.70	74,051.44	197,343.71	146,296.73	197,250.72
2	Expenditure					
	a) (Increase) / decrease in stock in trade and work in progress	324.85	1,044.37	(3,929.97)	(930.65)	(3,929.97)
	b) Consumption of raw materials					
	- manufactured products	5,079.34	2,864.56	18,308.08	13,187.98	18,308.08
	- supplied to fabricators / sites for fabrication	4,805.66	750.32	6,462.89	4,210.78	6,462.89
	c) Purchase of traded goods	10,926.63	18,725.74	28,827.82	44,741.22	28,613.69
	d) Contract cost	43,281.55	26,312.60	87,349.07	41,737.08	87,349.07
	e) Other direct costs	3,233.52	2,455.23	7,845.14	5,816.49	7,845.55
	f) Employees cost	2,897.28	1,869.95	9,130.77	6,282.81	9,284.14
	g) Depreciation and amortization	252.65	230.85	1,027.86	732.83	1,039.43
	h) Other expenditure	5,644.72	4,915.46	13,281.71	11,409.55	13,416.11
	Total	76,446.20	59,169.08	168,303.37	127,188.09	168,388.99
3	Profit from Operations before Other Income, Interest expense and Exceptional Items (1-2)	19,667.50	14,882.36	29,040.34	19,108.64	28,861.73
4	Other income	491.15	389.06	1,219.01	1,287.72	1,034.12
5	Profit before Interest expense and Exceptional Items (3+4)	20,158.65	15,271.42	30,259.35	20,396.36	29,895.85
6	Interest expense	3,214.44	1,361.92	9,257.34	3,561.27	9,257.34
7	Profit after Interest expense but before Exceptional Items (5-6)	16,944.21	13,909.50	21,002.01	16,835.09	20,638.51
8	Exceptional items	-	-	-	-	-
9	Profit / (loss) before tax (7-8)	16,944.21	13,909.50	21,002.01	16,835.09	20,638.51
10	Tax expense	5,970.52	4,818.90	7,379.62	5,870.59	7,391.80
11	Net Profit / (loss) for the period (9-10)	10,973.69	9,090.60	13,622.39	10,964.50	13,246.71
12	Paid - up equity share capital (face value of Rs. 10 each)	5,047.38	4,422.38	5,047.38	4,422.38	5,047.38
13	Reserve excluding Revaluation Reserves	-	-	62,076.70	30,074.77	61,119.20
14	Earnings Per Share (EPS)					
	Basic EPS	21.74	20.56	28.85	25.22	28.05
	Diluted EPS	21.74	20.56	28.85	25.19	28.05
	(Not annualised)					
15	Public shareholding					
	- Number of shares	23,926,251	17,677,951	23,926,251	17,677,951	23,926,251
	- Percentage of shareholding	47.40%	39.97%	47.40%	39.97%	47.40%
16	Promoters and promoter group shareholding					
	a) Pledged/Encumbered					
	- Number of shares	2,103,033	2,103,033	2,103,033	2,103,033	2,103,033
	- Percentage of shares (as a % of the total shareholding of promoter and promoter group)	7.92%	7.92%	7.92%	7.92%	7.92%
	- Percentage of shares (as a % of the total share capital of the company)	4.17%	4.76%	4.17%	4.76%	4.17%
	b) Non-encumbered					
	- Number of shares	24,444,507	24,442,807	24,444,507	24,442,807	24,444,507
	- Percentage of shares (as a % of the total shareholding of promoter and promoter group)	92.08%	92.08%	92.08%	92.08%	92.08%
	- Percentage of shares (as a % of the total share capital of the company)	48.43%	55.27%	48.43%	55.27%	48.43%

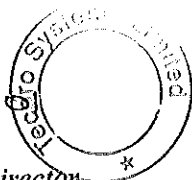


NOTES:

1. The statement of unaudited financial results for the quarter ended 31 March 2011 and the audited financial results for the year ended 31 March 2011 has been prepared following the same accounting policies as were followed in the annual financial statements for the year ended 31 March 2010.
2. The Board of Directors have recommended a dividend of Rs. 3/- on equity share of Rs. 10/- each i.e. @ 30%, subject to approval of shareholders at the ensuing annual general meeting.
3. Consolidation of financial statements of the Company and its subsidiaries has been done by applying Accounting Statement (AS) -21 prescribed by Company (Accounting Standards) Rule, 2006. The Consolidated financial statements for the previous year has not been presented since the Company was not a listed entity as on that date and was not required to prepare consolidated financial results.
4. The Company made a fresh issue of 6,250,000 equity shares of the face value of Rs. 10/- each for cash comprising 6,183,055 equity shares issued to public at a price of Rs. 355/- and 66,945 equity shares issued to employees at a price of Rs. 338/- per share. The allotment of these equity shares has been made by the Company at its meeting held on 8 October 2010. Share issue proceeds have been utilised in accordance with the objects of the offer stated in the prospectus
5. The Equity Shares of the Company were listed on the National Stock Exchange of India Limited and the Bombay Stock Exchange Limited ('the Stock Exchanges') on 12 October 2010 and the provisions of Listing Agreement with the Stock Exchanges have become applicable to the Company from the said date.
6. Twelve Investor complaints were pending at the beginning of the quarter ended 31 March 2011. During the quarter, the Company received 46 Investor complaints and have resolved all the 58 Investor complaints. Hence, no complaint was pending as on 31 March 2011.
7. The figures for the previous period(s) / year have been re-grouped / recast, wherever necessary to make them comparable.
8. The unaudited financial results for the quarter ended 31 March 2011 and the audited financial results for the year ended 31 March 2011 were reviewed by the Audit Committee and approved by the Board of Directors at their meeting held on 25 May 2011.

For and on behalf of
Tecpro Systems Limited

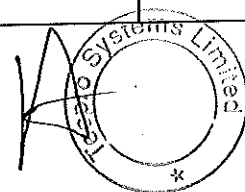

Ajay Kumar Bishnoi
Chairman & Managing Director



Place : Gurgaon
Date : 25 May 2011

AUDITED STATEMENT OF ASSETS AND LIABILITIES AS ON 31 MARCH 2011

S. No.	PARTICULARS	STANDALONE		CONSOLIDATED
		AS AT		AS AT
		31.03.2011 (Audited)	31.03.2010 (Audited)	31.03.2011 (Audited)
1	Shareholders' funds			
	(a) Share capital	5,047.38	4,422.38	5,047.38
	(b) Reserve and surplus	62,787.51	30,795.59	61,830.00
		67,834.89	35,217.97	66,877.38
2	Share application money	-	-	0.10
3	Minority interest	-	-	0.17
4	Loan funds			
	a) Secured Loans	74,686.16	48,579.33	74,686.16
	b) Unsecured Loans	-	100.02	0.05
	Total (1+2+3+4)	142,521.05	83,897.32	141,563.86
5	Fixed asset (including work in progress)	16,118.75	13,184.00	20,123.31
6	Investments	3,696.10	941.81	760.44
7	Deferred tax assets (net)	257.98	119.11	247.82
8	Current assets, loans and advances			
	(a) Inventories	13,989.39	10,614.57	13,989.39
	(b) Sundry debtors	140,733.88	91,758.52	140,574.40
	(c) Cash and bank balances	29,915.76	18,201.28	29,953.47
	(d) Loans and advances	13,633.22	7,410.97	11,971.98
	(e) Other current assets	35,706.88	19,854.02	35,709.06
		233,979.13	147,839.36	232,198.30
9	Less: Current liabilities and provisions			
	(a) Current liabilities	106,237.46	73,742.02	106,470.28
	(b) Provisions	5,293.45	4,444.94	5,295.73
		111,530.91	78,186.96	111,766.01
10	Net current assets/(liabilities) (8-9)	122,448.22	69,652.40	120,432.29
	Total	142,521.05	83,897.32	141,563.86



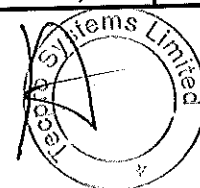
Tecpro Systems Limited

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

CONSOLIDATED AUDITED FINANCIAL RESULTS FOR THE YEAR ENDED 31 MARCH 2011
SEGMENT WISE REVENUE, RESULTS AND CAPITAL EMPLOYED

(Rs. in lakhs)

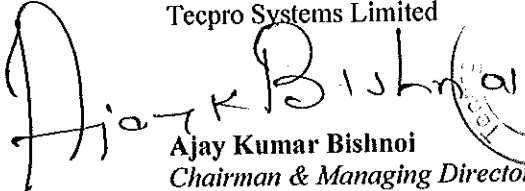
S. No.	Particulars	Standalone		Standalone		Consolidated
		Quarter Ended		Year Ended	Year Ended	Year Ended
		31.03.2011	31.03.2010	31.03.2011	31.03.2010	31.03.2011
		(Unaudited)	(Unaudited)	(Audited)	(Audited)	(Audited)
1	Segment Revenue					
	a) Material handling system	96,090.45	73,360.71	196,843.46	142,658.87	196,729.99
	b) Setting up of complete power plant on Engineering, Procurement and Construction (EPC) basis	-	126.44	-	2,996.54	-
	c) Waste Processing	-	-	-	-	-
	d) Power generation and distribution	-	-	-	-	-
	Total	96,090.45	73,487.15	196,843.46	145,655.41	196,729.99
	Less : Inter Segment Revenue	-	(29.83)	-	(162.65)	-
	Net sales / Income from Operations	96,090.45	73,457.32	196,843.46	145,492.76	196,729.99
2	Segment Results					
	Profit / (Loss) before tax and interest from each segment					
	a) Material handling system	19,746.88	16,729.14	29,006.55	20,825.14	28,826.08
	b) Setting up of complete power plant on Engineering, Procurement and Construction (EPC) basis	-	(1,488.47)	-	(1,390.09)	-
	c) Waste Processing	-	-	-	-	(1.61)
	d) Power generation and distribution	-	-	-	-	(2.11)
	Total	19,746.88	15,240.67	29,006.55	19,435.05	28,822.35
	Less: i) Interest	(3,214.44)	(1,361.92)	(9,257.34)	(3,561.27)	(9,257.34)
	ii) Other un-allocable expenditure net off unallocable income	411.77	30.75	1,252.80	961.31	1,073.50
	Total Profit / (loss) before tax	16,944.21	13,909.50	21,002.01	16,835.09	20,638.51
3	Capital Employed (Segment Assets - Segment Liabilities)					
	a) Material handling system	10,452.09	31,543.93	110,854.63	66,196.56	112,034.93
	b) Setting up of complete power plant on Engineering, Procurement and Construction (EPC) basis	-	(3,059.10)	968.36	2,207.92	968.36
	c) Waste Processing	-	-	-	-	74.32
	d) Power generation and distribution	-	-	-	-	(0.34)
	c) Unallocated	(1,270.55)	(20,985.59)	(43,988.10)	(33,186.52)	(46,200)
	Total	9,181.54	7,499.24	67,834.89	35,217.96	66,877.38

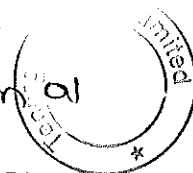


Notes:

- 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 net sales (sale of manufactured goods and traded goods), service income and contract revenue 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) The unaudited financial results for the quarter ended 31 March 2011 and the audited financial results for the year ended 31 March 2011 were reviewed by the Audit Committee and approved by the Board of Directors at their meeting held on 25 May 2011.

For and on behalf of
Tecpro Systems Limited


Ajay Kumar Bishnoi
Chairman & Managing Director



Place : Gurgaon
Date : 25 May 2011