



TECPRO SYSTEMS LIMITED

Corporate Office : Tecpro House
78, Sector-34, National Highway-8
Gurgaon-122004 (Haryana) INDIA
Tel : +91-124-4880100
Fax : +91-124-4880110
E-mail : tecprodel@tecprosystems.com
Website : www.tecprosystems.com
(CIN : - L74899DL1990PLC041985)

September 30, 2014

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: Annual General Meeting held on Tuesday, 30th September 2014 at 10.00 A.M.-Proceedings

Dear Madam/ Sir

In continuation of our letter dated September 30, 2014, intimating about the outcome of 24th AGM of the Company, we are submitting results of evoting and physical voting in the prescribed format as per requirement of Clause 35A of the Listing Agreement:

Details of voting results-24th Annual General Meeting held on 30th September 2014

Date of AGM	30 th September 2014
Total number of shareholders on cutoff date: 29 th August 2014	25928
No. of Shareholders present in the meeting either in person or through proxy:	103*
Promoter & Promoter Group	8
Public	95*
No. of Shareholders attended the meeting through Video Conferencing	Nil

*Includes 20 members who participated through e-voting

The mode of voting for all resolutions was (i) Ballot at the AGM and (ii) E-voting facility, which was provided over the CDSL platform.

The details of individual resolutions are attached in annexure herewith.

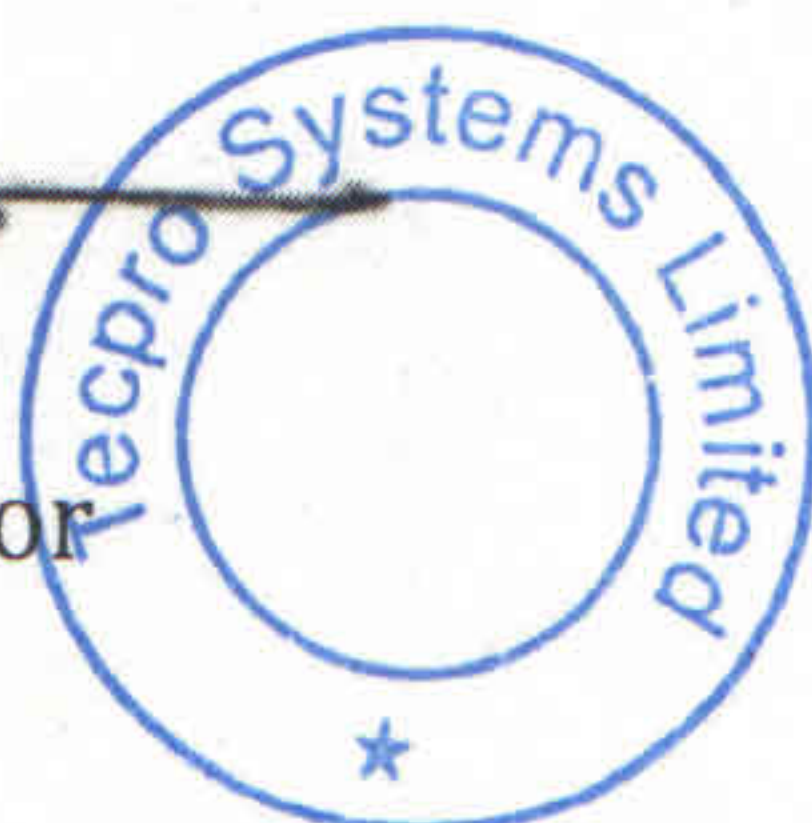
The above is for your information and records.

Thanking You

Yours Sincerely

For Tecpro Systems Limited

Amar Banerjee
Managing Director



Encl: as above

Resolution No. 1-Ordinary Resolution

Adoption of the audited standalone and consolidated financial statements for the financial year ended 31st March, 2014

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	Remark
Promoter and Promoter Group	26601340	26500754	Nil	26500754	0	100%	0%	
Public-Institutional Holders	9630999	864899	Nil	864899		100%	0%	
Public-Others	14241452	4335	Nil	4334	1	100%	0%	
Total	50473791	27369988		27369987	1			



Resolution No. 2-Ordinary Resolution

To appoint a Director in place of Mr. Suresh Kumar Goenka, who retires by rotation and being eligible offers himself for re-appointment

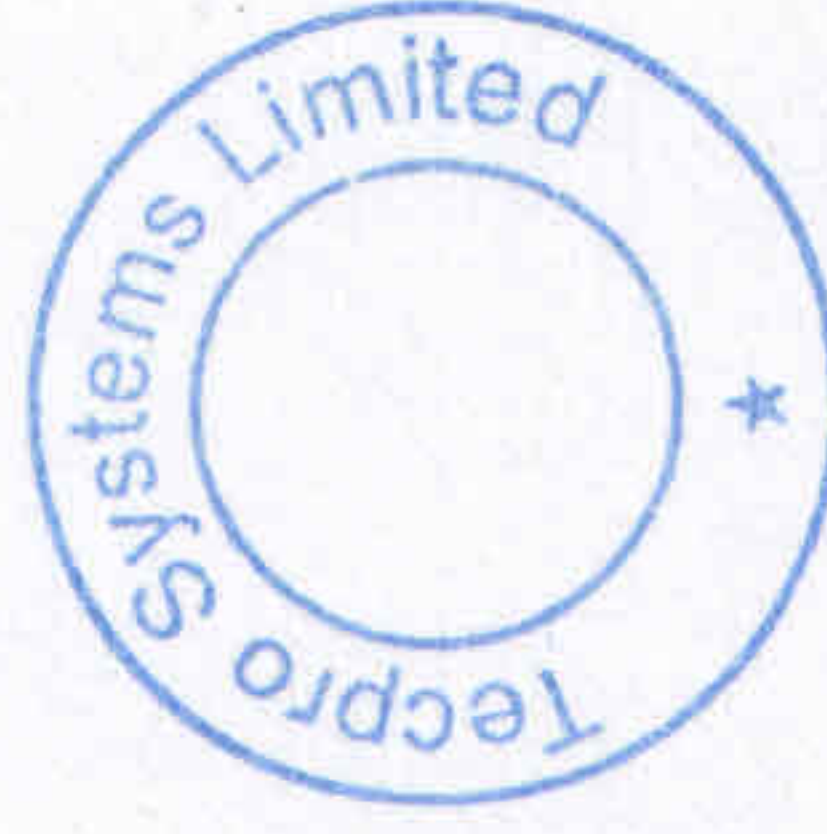
Promoter/ Public	No. of Shares held	No. of Votes Polled	% of Votes Polled on outstanding Shares	No. of Votes-in Favour	No. of Votes-against	% of Votes in favour on votes polled	% of votes against on votes polled	Remark
Promoter and Promoter Group	26601340	26500754	Nil	26500754	0	100%	0%	
Public-Institutional Holders	9630999	864899	Nil	864899		100%	0%	
Public-Others	14241452	4335	Nil	4064	271	100%	0%	
Total	50473791	27369988		27369717	271			



Resolution No. 3-Ordinary Resolution

To appoint a Director in place of Mr. Sakti Kumar Banerjee, who retires by rotation and being eligible offers himself for re-appointment

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	Remark
Promoter and Promoter Group	26601340	26500754	Nil	26500754	0	100%	0%	
Public-Institutional Holders	9630999	864899	Nil	864899		100%	0%	
Public-Others	14241452	4335	Nil	4334	1	100%	0%	
Total	50473791	27369988		27369987	1			



Resolution No. 4-Ordinary Resolution

To appoint M/s M.S. Krishnaswami & Rajan, Chartered Accountants (Firm Registration No. 01554S), as Statutory Auditors and to fix their remuneration.

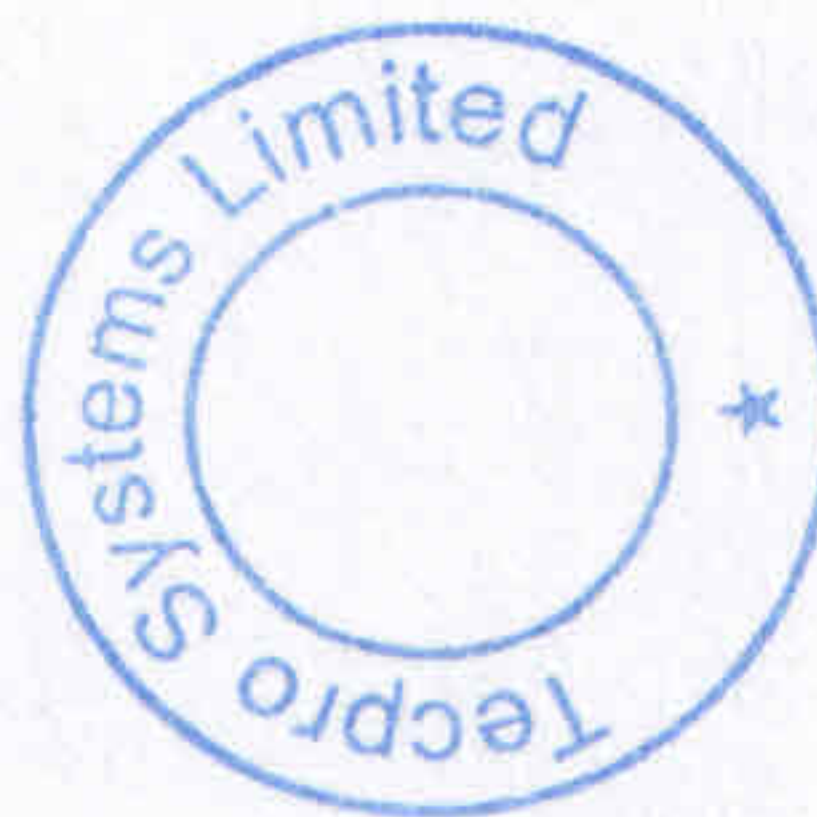
Promoter/ Public	No. of Shares held	No. of Votes Polled	% of Votes Polled on outstanding Shares	No. of Votes-in Favour	No. of Votes- against	% of Votes in favour on votes polled	% of votes against on votes polled	Remark
Promoter and Promoter Group	26601340	26500754	Nil	26500754	0	100%	0%	
Public-Institutional Holders	9630999	864899	Nil	864899		100%	0%	
Public-Others	14241452	4335	Nil	4334	1	100%	0%	
Total	50473791	27369988		27369987	1			



Resolution No. 5-Special Resolution

To make application to the Central Government for waiver of excess remuneration paid to Mr. Amar Banerjee, Whole-time Director of the Company during Financial Year 2013-14.

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	Remark
Promoter and Promoter Group	26601340	26500754	Nil	26500754	0	100%	0%	
Public-Institutional Holders	9630999	864899	Nil	864899		100%	0%	
Public-Others	14241452	4335	Nil	3309	1026	100%	0%	
Total	50473791	27369988		27368962	1026			



Resolution No. 6-Special Resolution

To appoint Mr. Amar Banerjee (DIN: 00475983) as Managing Director for a period of 2 years with effect from June 9, 2014.

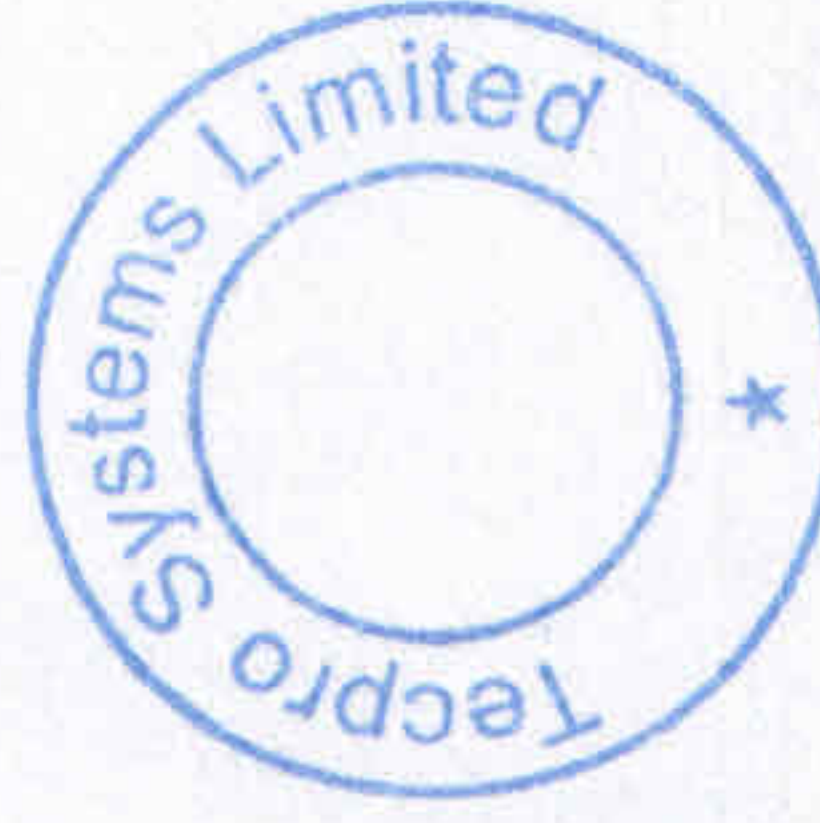
Promoter/ Public	No. of Shares held	No. of Votes Polled	% of Votes Polled on outstanding Shares	No. of Votes-in Favour	No. of Votes-against	% of Votes in favour on votes polled	% of votes against on votes polled	Remark
Promoter and Promoter Group	26601340	26500754	Nil	26500754	0	100%	0%	
Public-Institutional Holders	9630999	864899	Nil	864899		100%	0%	
Public-Others	14241452	4335	Nil	4064	271	100%	0%	
Total	50473791	27369988		27369717	271			



Resolution No. 7-Special Resolution

To give authority to borrow in accordance with the Companies Act, 2013 upto a limit of Rs. 7,000 Crore

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	Remark
Promoter and Promoter Group	26601340	26500754	Nil	26500754	0	100%	0%	
Public-Institutional Holders	9630999	864899	Nil	864899		100%	0%	
Public-Others	14241452	4335	Nil	4334	1	100%	0%	
Total	50473791	27369988		27369987	1			



Resolution No. 8-Special Resolution

To give authority to create mortgage/charge over the property(ies) of the Company in accordance with the Companies Act, 2013 and upto a limit as detailed in the resolution no. 8

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	Remark
Promoter and Promoter Group	26601340	26500754	Nil	26500754	0	100%	0%	
Public-Institutional Holders	9630999	864899	Nil	864899	0	100%	0%	
Public-Others	14241452	4335	Nil	4334	1	100%	0%	
Total	50473791	27369988		27369987	1			

