



R. G. LUTHRA & CO.
CHARTERED ACCOUNTANTS

Plot No.3, 4/8 Marla, Model Town,
Gurgaon - 122001
Mobile : 9811010661
E-mail : cahimanu11@gmail.com
himanu11@rediffmail.com

Dated.....

FORM No.MGT-13

Report of Scrutinizer

[Pursuant to rule section 109 of the Companies Act, 2013 and rule 21(2)
of the Companies (Management and Administration) Rules, 2014]

To,
Mr. Amar Banerjee (Managing Director)
Tecpro Systems Limited
106, Vishwadeep Tower
Plot No. 4, District Centre
Janak Puri, New Delhi 110058

Annual General Meeting of the Equity Shareholders
Date : 30th September 2014
Time : 10 A.M.
Place : Hotel Mapple Emerald, National Highway 8, Rajokri, New Delhi 110018

Subject: Scrutinizer's Report on Poll conducted in pursuance to the provisions of Section 109 of the Companies Act, 2013 read with Rule 21 of the Companies (Management and Administration) Rules

Dear Sir,

I Himanshu Kumar, Partner of M/s R.G.Luthra & Co., Practicing Chartered Accountant having office at Plot No. 3, 4/8 Marla, Model Town, Gurgaon 122001, appointed as the Scrutinizer for the purpose of the poll taken on the below mentioned resolution(s), at the meeting of the Equity Shareholders of Tecpro Systems Limited held on 30th September, 2014 at 10am at Hotel Mapple Emerald, National Highway 8, Rajokri, New Delhi 110018, submit my report as under:

1. The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and the rules thereunder relating to voting through Poll at the Annual General Meeting on the resolutions



contained in the Notice dated 23rd August, 2014. My Responsibility, as a Scrutinizer for the Poll, is restricted to scrutinize and submit a Report on the votes Cast "in Favor" or "against" the resolutions stated above based on the Polls cast by the Shareholders at the AGM.

2. After the time fixed for closing of the poll by the Chairman, the ballot box, kept for polling were locked in my presence with due identification marks placed by me.
3. The locked ballot box was subsequently opened in my presence and poll papers were diligently scrutinized and initialed. The poll papers were reconciled with the records maintained by the Registrar and Transfer Agents of the Company and the authorizations/ proxies lodged with the Company.
4. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.
OR
I did not find any poll papers invalid.

5. The result of the Poll is as under:

Item No. 1 -Ordinary Resolution:

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

- i. Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of Votes Cast by Them	% of total number of valid votes cast
31	26501655	100 %

- ii. Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of Votes Cast by Them	% of total number of valid votes cast
1	1	0.00 %



iii. Invalid votes

Total Number of members present and voting (in person or by proxy) Whose votes were declared invalid	Number of Votes Cast by Them
5	22

Item 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.

i. Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of Votes Cast by Them	% of total number of valid votes cast
31	26501655	100 %

ii. Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of Votes Cast by Them	% of total number of valid votes cast
1	1	0.00 %

iii. Invalid votes

Total Number of members present and voting (in person or by proxy) Whose votes were declared invalid	Number of Votes Cast by Them
5	22

Item 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.

i. Voted in favour of the resolution:



Number of members present and voting (in person or by proxy)	Number of Votes Cast by Them	% of total number of valid votes cast
31	26501655	100 %

ii. Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of Votes Cast by Them	% of total number of valid votes cast
1	1	0.00 %

iii. Invalid votes

Total Number of members present and voting (in person or by proxy) Whose votes were declared invalid	Number of Votes Cast by Them
5	22

Item 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.

i. Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of Votes Cast by Them	% of total number of valid votes cast
31	26501655	100 %

ii. Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of Votes Cast by Them	% of total number of valid votes cast
1	1	0.00 %

iii. Invalid votes

Total Number of members present and voting (in person or by proxy)	Number of Votes Cast by Them
--	------------------------------



Whose votes were declared invalid	
5	22

Item 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

i. Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of Votes Cast by Them	% of total number of valid votes cast
30	26501620	100 %

ii. Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of Votes Cast by Them	% of total number of valid votes cast
2	36	0.00 %

iii. Invalid votes

Total Number of members present and voting (in person or by proxy) Whose votes were declared invalid	Number of Votes Cast by Them
5	22

Item 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.

i. Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of Votes Cast by Them	% of total number of valid votes cast
31	26501655	100 %



ii. Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of Votes Cast by Them	% of total number of valid votes cast
1	1	0.00 %

iii. Invalid votes

Total Number of members present and voting (in person or by proxy) Whose votes were declared invalid	Number of Votes Cast by Them
5	22

Item No. 7- Special Resolution:

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

i. Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of Votes Cast by Them	% of total number of valid votes cast
31	26501655	100 %

ii. Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of Votes Cast by Them	% of total number of valid votes cast
1	1	0.00 %

iii. Invalid votes

Total Number of members present and voting (in person or by proxy) Whose votes were declared invalid	Number of Votes Cast by Them
5	22

Item 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.

i. Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of Votes Cast by Them	% of total number of valid votes cast
31	26501655	100 %

ii. Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of Votes Cast by Them	% of total number of valid votes cast
1	1	0.00 %

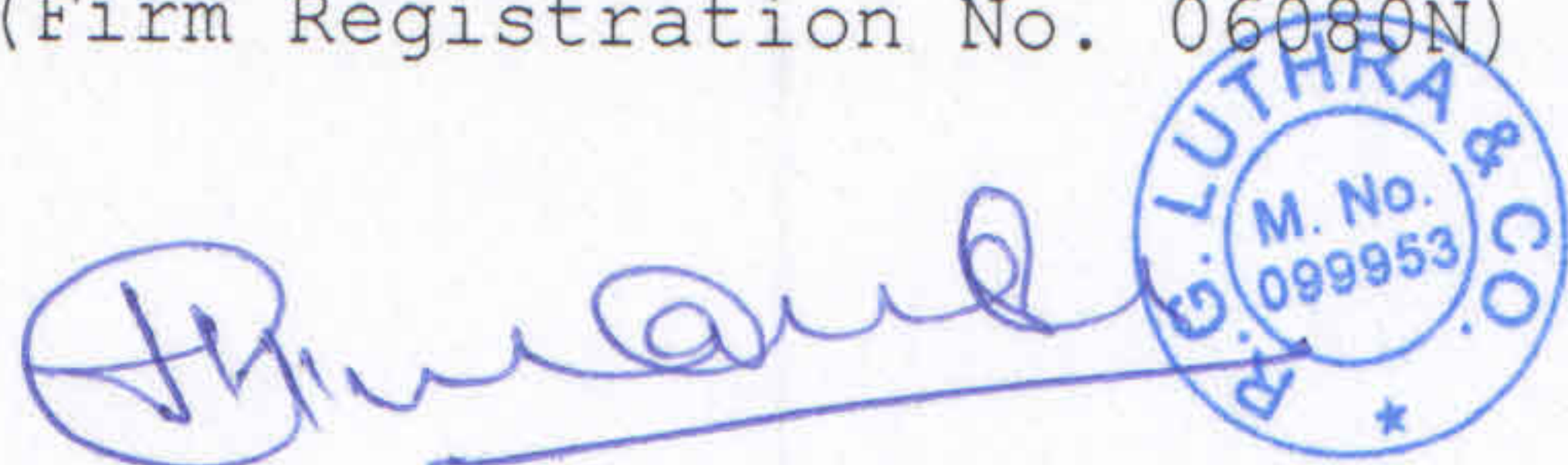
iii. Invalid votes

Total Number of members present and voting (in person or by proxy) Whose votes were declared invalid	Number of Votes Cast by Them
5	22

6. A Compact Disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.
7. The poll papers and all other relevant records were sealed and handed over to Mr. Pankaj Tandon, General Manager (Corp. Affair) & Company Secretary authorized by the Board for safe keeping.

Thanking You

For R.G.Lthra & Co., Practicing Chartered Accountant
(Firm Registration No. 06080N)



Himanshu Kumar, Scrutinizer

M.No. - 099953

Date: 30.09.2014

Place: Gurgaon

