



TECPRO SYSTEMS LIMITED

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(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

Pursuant to clause 31 of the listing agreement, please find below the proceedings of 24th Annual General Meeting held on Tuesday, 30th September 2014 at 10.00 A.M. at Hotel Mapple Emerald, National Highway 8, Rajokri, New Delhi 110018.

Pursuant to clause 35B of the Listing Agreement and the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company had extended e-voting facility to the Members of the Company in respect of the businesses to be transacted at the 24th Annual General Meeting.

All resolutions were passed with requisite majority through resolutions passed through e-voting and physical voting at the AGM.

Resolutions passed with requisite majority through e-voting and physical voting are as follows:

Ordinary Resolution:

1. Adoption of the audited standalone and consolidated financial statements for the financial year ended 31st March, 2014
2. To appoint a Director in place of Mr. Suresh Kumar Goenka, who retires by rotation and being eligible offers himself for re-appointment
3. To appoint a Director in place of Mr. Sakti Kumar Banerjee, who retires by rotation and being eligible offers himself for re-appointment



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FM 587567



EMS 587568



OHS 587569

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

Special Resolution

5. 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.
6. To appoint Mr. Amar Banerjee (DIN: 00475983) as Managing Director for a period of 2 years with effect from June 9, 2014.
7. To give authority to borrow in accordance with the Companies Act, 2013 upto a limit of Rs. 7,000 Crore
8. 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

The above is for your information and records.

Thanking You

Yours Sincerely

For Tecpro Systems Limited


Pankaj Tandon
General Manager (Corp. Affair) &
Company Secretary
M.No. F 7248

