



TECPRO SYSTEMS LIMITED

Regd. Office: 106, Vishwadeep Tower, Plot No. 4, District Centre, Janakpuri, New Delhi-110058

NOTICE

Notice is hereby given that an Extra-ordinary General Meeting of the members of Tecpro Systems Limited will be held on Monday, the 11th day of November, 2013 at 10:00 A.M. at Hotel Swagat Palace, RIICO Chowk, Bhiwadi, Rajasthan-301019 to transact the following business:

SPECIAL BUSINESS:

To consider and, if thought fit, to pass, with or without modification, the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 224(6) of the Companies Act, 1956 and other applicable provisions, if any, M/s M. S. Krishnaswami & Rajan, Chartered Accountants, be and are hereby appointed as Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s B S R & Co. LLP (formerly known as M/s B S R & Co.), Chartered Accountants, the erstwhile Statutory Auditors of the Company and to hold office from the date of passing of this resolution until the conclusion of the next Annual General Meeting at such remuneration as may be decided by the Board of Directors of the Company."

By order of the Board of Directors of
Tecpro Systems Limited

Sd/-

Pankaj Tandon

Place: Gurgaon General Manager (Corp. Affairs) &
Date : 18 October, 2013 Company Secretary

Notes:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. SUCH PROXIES SHOULD BE DEPOSITED WITH THE REGISTERED OFFICE OF THE COMPANY AT LEAST 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.

2. A blank proxy form is enclosed for the use by members.
3. Members/Proxies should bring the Attendance Slip sent herewith duly filled in for attending the Extra-ordinary General Meeting.
4. Please check the PIN Code in the address slip pasted on the envelope and advise correction, if any, therein. Also please do indicate the PIN Code of your delivery Post Office while notifying change in your address to the Company.
5. Requests for transfer of Equity Shares in case of shares held in physical form and related correspondence should be addressed to the RTA of the Company, Link Intime India Pvt. Ltd. at 44, Community Centre, 2nd Floor, Naraina Industrial Area, Phase-I, Near PVR Naraina, New Delhi - 110028.
6. All the relevant documents as mentioned in the notice are available for inspection by the shareholders during office hours at the registered office of the Company on any working day during the business hours upto the date of the meeting.
7. Nomination: In terms of Section 109A of the Companies Act, 1956, individual shareholders holding shares in the Company in physical form either singly or jointly may nominate an individual to whom all the rights in the shares on the Company vest in the event of death of the sole/ all joint shareholders, if any.

EXPLANATORY STATEMENT PURSUANT TO THE PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013 [ERSTWHILE SECTION 173(2) OF THE COMPANIES ACT, 1956]

M/s B S R & Co. LLP, Chartered Accountants, the Statutory Auditors of the Company, have tendered their resignation vide their letter dated 16th October 2013. In order to fill the resultant casual vacancy, the Board of Directors of your Company proposes to appoint M/s M. S. Krishnaswami & Rajan, Chartered Accountants as the Statutory Auditors of the Company

who have already submitted a certificate stating their eligibility to be appointed as the Statutory Auditors of the Company under Section 224(1B) of the Companies Act, 1956.

Pursuant to the provisions of Section 224(6) of the Companies Act, 1956, a casual vacancy created in the office of Statutory Auditors due to the resignation tendered by the Statutory Auditors, can be filled up only by seeking approval of the members in the general meeting. Therefore, your Board hereby places the above resolution for your approval by way of an ordinary resolution.

The resignation letter of M/s B S R & Co. LLP, the consent and profile of M/s M. S. Krishnaswami & Rajan, Chartered Accountants alongwith other documents are available for inspection on any working day during

business hours upto the date of meeting at the registered office of the Company.

None of the Directors and other key managerial personnel of the Company including their relatives is interested in the resolution.

Your Directors commend the above said resolution for your approval.

By order of the Board of Directors of
Tecpro Systems Limited

Sd/-

Pankaj Tandon

Place: Gurgaon

General Manager (Corp. Affairs) &

Date : 18 October, 2013

Company Secretary