



# TECPRO SYSTEMS LIMITED

Corporate Office :

202-204, JMD Pacific Square, Sector-15, Part-II  
Gurgaon-122001, Haryana (INDIA)

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Website : www.tecprosystems.com

(CIN : - L74899DL1990PLC041985)

August 5, 2015

BSE Limited  
2nd Floor, New Trading Wing,  
PJ Towers, Dalal Street,  
Mumbai-400 001

**Ref: Scrip Code: 533266**

**Sub: Extra-ordinary General Meeting held on Wednesday, 5<sup>th</sup> August 2015 at 12.00 Noon  
("EGM")-Proceedings**

Dear Madam/ Sir

In continuation of our letter dated August 5, 2015, intimating about the EGM 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-Extra-ordinary General Meeting held on 5<sup>th</sup> August 2015

Date of EGM	5 <sup>th</sup> August 2015
Total number of shareholders on cutoff date: 29 <sup>th</sup> July 2015	24419
No. of Shareholders present in the meeting either in person or through proxy:	56*
Promoter & Promoter Group	8
Public	48*
No. of Shareholders attended the meeting through Video Conferencing	Nil

\*Includes 16 members who participated through e-voting

The mode of voting for all resolutions was (i) Ballot at the EGM 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

  
Ajay Kumar Bishnoi  
Chairman & Managing Director

Encl: as above

Resolution No. 1-Ordinary Resolution

Appointment of Statutory Auditors to fill the casual vacancy

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	26413254	Nil	26413254	0	100%	0%	
Public-Institutional Holders	7767936	0	Nil	0		0%	0%	
Public-Others	16104515	11511	Nil	8451	3050	74%	26%	
Total	50473791	26424765		26421715	3050			





**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.....

## REPORT OF SCRUTINIZER

[Pursuant to the Companies Act, 2013 and Companies (Management and Administration) Rules, 2014]

To,  
Mr. Ajay Kumar Bishnoi (Chairman)  
Tecpro Systems Limited  
106, Vishwadeep Tower  
Plot No. 4, District Centre  
Janak Puri, New Delhi 110058

Evoting start date: Sunday, August 2, 2015 at 10.00 hrs

Evoting end date: Tuesday, August 4, 2014 at 5:00 p.m.

Extra-ordinary General Meeting of the Equity Shareholders

Date : Wednesday, 5<sup>th</sup> August 2015  
Time : 12 Noon  
Place : Tecpro Tower, A-17  
5th Cross Road, SIPCOT IT Park  
Siruseri, Chennai-603103

Dear Sir,

Subject: Combined Scrutinizer's Report on:

- E-Voting conducted in pursuance to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and
- 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

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 Scrutinizer by:



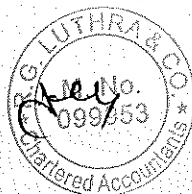
(a) The Board of Directors of Tecpro Systems Limited having its registered office at 106, Vishwadeep Tower, Plot No. 4, District Centre, Janak Puri, New Delhi 110058 for the purpose of scrutinizing the e-voting process as per the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management & Administration) Rules 2014 and

(b) The Chairman of the Extra-ordinary General Meeting held on 5<sup>th</sup> August, 2015 on Poll under the provisions of the Sections 109 of the Companies Act, 2013 read with Rule 21 of the Companies (Management & Administration) Rules 2014.

I have issued separate Scrutinizer's Reports dated 5<sup>th</sup> August 2015 on the e-voting and on the poll on the Resolutions contained in the Notice dated 6<sup>th</sup> July, 2015. As requested by the management, a report on the combined results for voting through e-voting and the poll is as under:

Description	Total Votes received  (A)	Less: Inval id  (B)	Net valid Votes  (C)  (A-B)	Votes in favour of the Resolution		Votes against the Resolution	
				Valid Votes in favour of Resolutio n	% of total valid votes	Valid Votes again st the Resolu tion	% of total valid votes
<u>Special Business</u>  <u>Ordinary Resolution</u>  Appointment of Statutory Auditors to fill the casual vacancy	26424765	0	26424765	26421715	99.99 %	3050	0.01 %


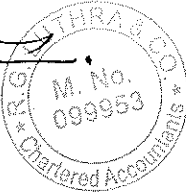
All the resolutions stand Passed, as per combined voting through E-voting process and the Poll, with the requisite majority.



The poll papers and all other relevant records were sealed and handed over to Mr. Suman Kumar Verma, Deputy Company Secretary authorized by the Board for safe keeping.

Thanking You

For R.G. Luthra & Co.  
Chartered Accountants  
Firm Registration No. 006080N

CA Himanshu Kumar, Scrutinizer  
Membership No. - 099953

Date: 05.08.2015

Place: Chennai



Dated.....

## Report of Scrutinizer FOR EVOTING

[Pursuant to Section 108 of the Companies Act, 2013 and rule 20(3)  
of the Companies (Management and Administration) Rules, 2014]

To

Mr. Ajay Kumar Bishnoi (Chairman)  
Tecpro Systems Limited  
106, Vishwadeep Tower  
Plot No. 4, District Centre  
Janak Puri, New Delhi 110058

**Subject:** Scrutinizer's Report on E-Voting conducted in pursuance to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014

Evoting start date: Sunday, August 2, 2015 at 10.00 hrs

Evoting end date: Tuesday, August 4, 2014 at 5:00 p.m.

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 having been appointed by the Board of Directors of M/s Tecpro Systems Limited having its registered office at 106, Vishwadeep Tower, Plot No. 4, District Centre, Janak Puri, New Delhi 110058 as Scrutinizer for the purpose of scrutinizing the e-voting process in a fair and transparent manner as per the provisions of the Companies Act, 2013, 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 e-voting on the resolutions contained in the Notice dated 6<sup>th</sup> July 2015. My Responsibility, as a Scrutinizer for the E-voting Process, is restricted to scrutinize and submit a Report on the votes Cast "in Favor" or "against" the resolutions stated above based on the report generated from the E-Voting System offered by Central Depository Services Limited (CDSL).
2. The Notice dated 6<sup>th</sup> July 2015 convening the Extra-ordinary General Meeting Scheduled to be held on 5<sup>th</sup> August 2015 (hereinafter "EGM")



of the Company along with the Statement setting out material facts under Section 102 of the Act were sent to the Shareholders in respect to the below mentioned Resolution to be passed at the said EGM of the Company to be held on 5<sup>th</sup> August 2015.

3. The Company has availed the e-voting facility offered by Central Depository Services Limited (CDSL) for conducting e-voting by the Shareholders of the Company.
4. The shareholders of the Company holding shares as on the "cut-off" date of July 29, 2015, were entitled to vote on the proposed resolution as set out at item no. 1 in the Notice of the EGM of the Company.
5. The voting period for e-voting commenced on Sunday, August 2, 2015 at 10.00 a.m. and ended on Tuesday, August 4, 2015 at 5:00 p.m. and the CDSL e-voting platform was blocked thereafter and the votes cast under e-voting facility were then unblocked on Wednesday at 3.00 P.m., in the presence of two witnesses who were not in the employment of the Company.
6. I have scrutinized and reviewed the voting process through electronic means and votes tendered therein based on the data downloaded from the Central Depository Services Limited (CDSL) as per e-voting system, marked as Annexure 1 hereof.
7. I now submit my Report as under on the result of the voting through electronic means in respect of the said Resolutions.

The result of the E voting is as under:

### Special Business

Appointment of Statutory Auditors to fill the casual vacancy

- 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
13	3646	54.45 %

- 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
3	3050	45.55 %



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
0	0

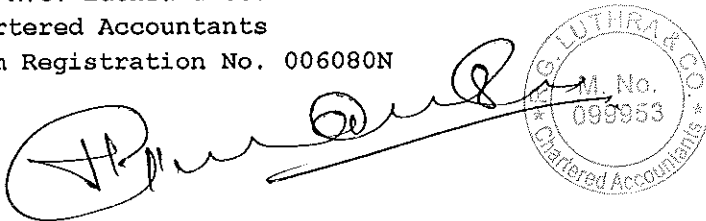
The above resolution stands Passed under E-voting with the requisite majority.

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.

The relevant records were sealed and handed over to Mr. Suman Kumar Verma, Deputy Company Secretary authorized by the Board for safe keeping.

Thanking You

For R.G. Luthra & Co.  
Chartered Accountants  
Firm Registration No. 006080N



CA Himanshu Kumar, Scrutinizer  
Membership No. - 099953

Date: 05.08.2015  
Place: Chennai





**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. Ajay Kumar Bishnoi (Chairman)  
Tecpro Systems Limited  
106, Vishwadeep Tower  
Plot No. 4, District Centre  
Janak Puri, New Delhi 110058

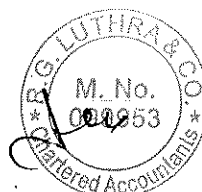
Extra-ordinary General Meeting of the Equity Shareholders

Date : Wednesday, 5<sup>th</sup> August 2015  
Time : 12 Noon  
Place : Tecpro Tower, A-17  
5th Cross Road, SIPCOT IT Park  
Siruseri, Chennai-603103

**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 Wednesday, the 5<sup>th</sup> day of August 2015 at 12.00 Noon at Tecpro Tower, A-17, 5th Cross Road, SIPCOT IT Park, Siruseri, Chennai-603103, submit my report as under:



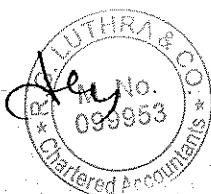
1. The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and the rules thereunder relating to voting through Poll at the Extra-ordinary General Meeting on the resolution contained in the Notice dated 6<sup>th</sup> July, 2015. My Responsibility, 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 EGM.
2. After the time fixed for closing of the poll by the Chairman, ballot box, kept for polling were sealed in my presence with due identification marks placed by me.
3. The locked ballot box were subsequently opened in my presence and poll papers were diligently scrutinized and initialled. 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:

**Special Business**

Appointment of Statutory Auditors to fill the casual vacancy

- 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
40	26418069	100.00 %



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
0	0	0

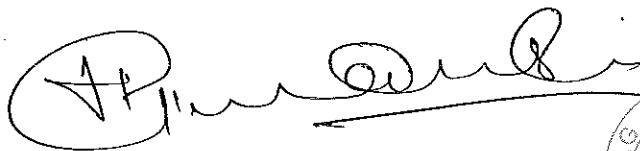
iii. Invalid votes

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

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. Suman Kumar Verma, Deputy Company Secretary authorized by the Board for safe keeping.

Thanking You

For R.G. Luthra & Co.  
Chartered Accountants  
Firm Registration No. 006080N



CA Himanshu Kumar, Scrutinizer  
Membership No. - 099953



Date: 05.08.2015  
Place: Chennai