



R. G. LUTHRA & CO.
CHARTERED ACCOUNTANTS

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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





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. Amar Banerjee (Managing Director)
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: Wednesday, September 24, 2014 at 10.00 a.m.

Evoting end date: Friday, September 26, 2014 at 6:00 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 23rd August,



2014. 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 (India) Limited (CDSL).

2. The Notice dated 23rd August, 2014 convening the 24th Annual General Meeting (hereinafter "AGM") 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 Resolutions to be passed at the said AGM of the Company to be held on 30th September, 2014.
3. The Company has availed the e-voting facility offered by Central Depository Services (India) 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 August 29, 2014, were entitled to vote on the proposed resolutions as set out at item nos. 1 to 8 in the Notice of the AGM of the Company.
5. The voting period for e-voting commenced on Wednesday, September 24, 2014 at 10.00 a.m. and ended on Friday, September 26, 2014 at 6:00 p.m. and the CDSL e-voting platform was blocked thereafter and the votes cast under e-voting facility were then unblocked on 30.09.2014 at 5.00 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 (India) 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:

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	Number of Votes Cast by Them	% of total number of valid votes cast
20	868332	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
Nil	0	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
Nil	Nil

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
19	868062	99.97%

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	270	0.03%

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

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
20	868332	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
Nil	Nil	Nil

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

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
20	868332	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
Nil	Nil	Nil

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

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
18	867342	99.89 %

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	990	0.11 %

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
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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
19	868062	99.97 %

i. 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	270	0.03 %

ii. 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

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
20	868332	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



proxy)		
Nil	Nil	Nil

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

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
20	868332	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
Nil	Nil	Nil

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

All the resolutions 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. Rama Kant, Company Secretary & GM(Legal) 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