

The Company Secretary,
Tecpro Systems Ltd.

Tecpro House
78, Sector-34, National Highway-8
Gurgaon-122004
Haryana

Dear Sir,

Sub: Application under Clause 24(f) of the Listing Agreement to the proposed Scheme of Amalgamation under Sections 391-394 of the Companies Act, 1956.

We refer to your various letters resting with letter dated May 18 , 2012, forwarding the draft Scheme of Amalgamation inter-alia involving amalgamation of Tecpro Trema Limited and Ambika Projects (India) Pvt. Ltd. into your company. We also refer to various Exchange correspondence and discussions with company representatives in connection with the captioned matter.

The Exchange has noted the confirmation given by the Company stating that the scheme does not in any way violate or override or circumscribe the provisions of the SEBI Act, 1992, the Securities Contracts (Regulation) Act, 1956, the Depositories Act, 1996, the Companies Act, 1956, the rules, regulations and guidelines made under these Acts, and the provisions of the Listing agreement or the requirements of BSE Ltd.

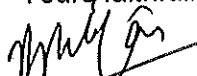
Accordingly, we hereby convey to you the Exchange's 'No-objection' with limited reference to those matters having bearing on listing/ de-listing/ continuous listing requirements within the provisions of the Listing Agreement, so as to enable you to file the scheme with the Hon'ble High Court.

It is to be distinctly understood that the Exchange while granting the "No-objection" does not express its opinion on the fairness or otherwise, of the valuation of the entities concerned or the exchange ratio proposed in the said scheme of amalgamation.

Further you are also advised to bring the contents of this letter to the notice of your shareholders, all relevant authorities as deemed fit, and also in your applications for approval of the composite scheme of arrangement.

The Exchange, however, reserves its right to withdraw its No-objection approval at any later stage if the information submitted to the Exchange is found to be incomplete / incorrect / misleading / false or for any contravention of Rules, Bye-laws and Regulations of the Exchange, Listing Agreement, Guidelines/Regulations issued by statutory authorities etc.

Yours faithfully,


Jayesh Ashtekar
Manager


(Preeti Rai)
Dy. Manager