

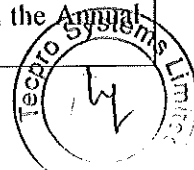
TECPRO SYSTEMS LIMITED

202-204, Pacific Square, Sector-15, Part-II
Gurgaon-122001 (Haryana)
Phone : +91-124-4343100
Fax : +91-124-4343243
E-mail : tecprodel@tecprosystems.com
Website : www.tecprosystems.com

Quarterly Compliance Report on Corporate Governance under Clause 49 of the Listing Agreement

Name of the Company: Tecpro Systems Limited
Quarter ending on: March 31, 2011

Particulars	Clause of Listing Agreement	Compliance Status Yes/No	Remarks
I Board of Directors	49 I		
(A) Composition of Board	49(IA)	Yes	
(B) Non-executive Directors' Compensation & Disclosures	49 (IB)	Yes	
(C) Other Provisions as to Board and Committees	49 (IC)	Yes	
D) Code of Conduct	(49 (ID)	Yes	Will be included in the Annual Report
II. Audit Committee	49 (II)		
(A) Qualified & Independent Audit Committee	49 (IIA)	Yes	
(B) Meeting of Audit Committee	49 (IIB)	Yes	
(C) Powers of Audit Committee	49 (IIC)	Yes	
(D) Role of Audit Committee	49 II(D)	Yes	
(E) Review of Information by Audit Committee	49 (IIE)	Yes	
III. Subsidiary Companies	49 (III)	N.A.	
IV. Disclosures	49 (IV)		
(A) Basis of Related Party Transactions	49 (IV A)	Yes	
(B) Disclosure of Accounting Treatment	49 (IV B)	N.A.	
(C) Board Disclosures	49 (IV C)	Yes	
(D) Proceeds from Public Issues, Rights Issues, Preferential Issues etc.	49 (IV D)	Yes	
(E) Remuneration of Directors	49 (IV E)	Yes	Will be included in the Annual Report
(F) Management	49 (IV F)	Yes	Will be included in the Annual Report
(G) Shareholders	49 (IV G)	Yes	Will be included in the Annual Report



Regd. Office : 106, Vishwadeep Tower, Plot No. 4, District Centre, Janak Puri,
New Delhi-110058 Ph. : +91-11-45038735 Fax : +91-11-45038734

□ CHENNAI

□ HYDERABAD

□ KOLKATA

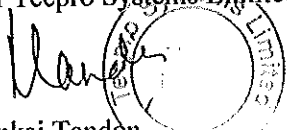
□ MUMBAI



V.CEO/CFO Certification	49 (V)	Yes	
VI. Report on Corporate Governance	49 (VI)	Yes	Will be included in the Annual Report
VII. Compliance	49 (VII)	Yes	Will be included in the Annual Report

Certified True Copy

For Tecpro Systems Limited


 Pankaj Tandon
 Company Secretary &
 Compliance Officer