

# TECPRO SYSTEMS LIMITED

"Tecpro House", 78, Sector-34, National Highway-8  
Gurgaon-122001 (Haryana) INDIA  
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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: September 30, 2011

Particulars	Clause of Listing Agreement	Compliance Status Yes/No	Remarks
<b>I Board of Directors</b>	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	Declaration shall be included in the Annual Report for FY 2011-12
<b>II. Audit Committee</b>	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	
<b>III. Subsidiary Companies</b>	49 (III)	N.A.	
<b>IV. Disclosures</b>	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)	N.A.	
(E) Remuneration of Directors	49 (IV E)	Yes	Shall be included in the Annual Report for FY 2011-12
(F) Management	49 (IV F)	Yes	Shall be included in the Annual Report for FY 2011-12
(G) Shareholders	49 (IV G)	Yes	Shall be included in the

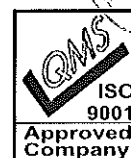
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New Delhi-110058 Ph. : +91-11-45038735 Fax : +91-11-45038734

□ CHENNAI

□ HYDERABAD

□ KOLKATA

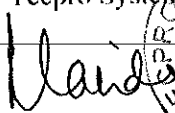
□ MUMBAI



			Annual Report for FY 2011-12
V.CEO/CFO Certification	49 (V)	Yes	
VI. Report on Corporate Governance	49 (VI)	Yes	Shall be included in the Annual Report for FY 2011-12
VII. Compliance	49 (VII)	Yes	Shall be included in the Annual Report for FY 2011-12

Certified True Copy

For Tecpro Systems Limited

  
Pankaj Tandon  
General Manager (Corp. Affairs) &  
Company Secretary

