



TECPRO SYSTEMS LIMITED

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

Name of the Company: Tecpro Systems Limited
Quarter ending on: June 30, 2012

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	Declaration has been included in the Annual Report for FY 2011-12
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 (IID)	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)	N.A.	
(E) Remuneration of Directors	49 (IV E)	Yes	Has been included in the Annual Report for FY 2011-12

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CHENNAI HYDERABAD KOLKATA MUMBAI



(F) Management	49 (IV F)	Yes	Has been included in the Annual Report for FY 2011-12
(G) Shareholders	49 (IV G)	Yes	Has been included in the Annual Report for FY 2011-12
V.CEO/CFO Certification	49 (V)	Yes	Has been included in the Annual Report for FY 2011-12
VI. Report on Corporate Governance	49 (VI)	Yes	Has been included in the Annual Report for FY 2011-12
VII. Compliance	49 (VII)	Yes	Has been included in the Annual Report for FY 2011-12

Certified True Copy

For Tecpro Systems Limited


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