



TECPRO SYSTEMS LIMITED

Tecpro House
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Gurgaon-122001 (Haryana) INDIA
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Fax : +91-124-4880110
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, 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 shall be included in the Annual Report for FY 2011-12
II. Audit Committee	49 (II)		
(A) Qualified & Independent Audit Committee	49 (II)(A)	Yes	
(B) Meeting of Audit Committee	49 (II)(B)	Yes	
(C) Powers of Audit Committee	49 (II)(C)	Yes	
(D) Role of Audit Committee	49 (II)(D)	Yes	
(E) Review of Information by Audit Committee	49 (II)(E)	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	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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□ CHENNAI

□ HYDERABAD

□ KOLKATA

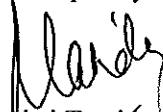

□ MUMBAI



			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



 Parkaj Tandón
 General Manager (Corp. Affairs) &
 Company Secretary