



TECPRO SYSTEMS LIMITED

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DECLARATION OF THE RESULT IN RESPECT OF NOTICE OF THE POSTAL BALLOT DATED MAY 25, 2011 CIRCULATED TO THE MEMBERS OF THE COMPANY

On the basis of the report dated July 13, 2011 submitted by the Scrutinizer viz. Sh. Rajesh Sharma, Practicing Company Secretary, appointed by the Board for conducting Postal Ballot exercise pursuant to the Companies (Passing of Resolution by Postal Ballot) Rules, 2001, the result of the voting on the resolutions is hereby declared as follows:

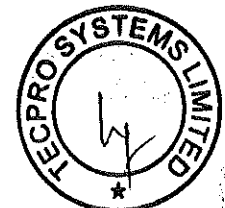
1. Alteration of the Object Clause of the Memorandum of Association of the Company

Particulars	Special Resolution
Total votes	5,04,73,791
Total votes cast	3,53,59,625
Total invalid votes	105
Total valid votes cast	3,53,59,520
Total votes cast in favour of the resolution	3,45,92,629
Total votes cast against the resolution	7,66,891
%age of votes cast in favour of the resolution	97.831
%age of votes cast against the resolution	2.169

Since the votes cast in favour of the above resolution are more than 75% of the total valid votes cast, I hereby declare that the above resolution has been passed as a Special Resolution.

2. Appointment of Mr. Aditya Gabrani as a Whole-time Director

Particulars	Special Resolution
Total votes	5,04,73,791
Total votes cast	3,52,45,462
Total invalid votes	122
Total valid votes cast	3,52,45,340
Total votes cast in favour of the resolution	3,52,44,664
Total votes cast against the resolution	676
%age of votes cast in favour of the resolution	99.998
%age of votes cast against the resolution	0.002



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□ CHENNAI

□ HYDERABAD

□ KOLKATA

□ MUMBAI



Since the votes cast in favour of the above resolution are more than 75% of the total valid votes cast, I hereby declare that the above resolution has been passed as a Special Resolution.

3. Re-appointment of Mr. Amar Banerjee as a Whole-time Director

Particulars	Ordinary Resolution
Total votes	5,04,73,791
Total votes cast	3,52,45,462
Total invalid votes	122
Total valid votes cast	3,52,45,340
Total votes cast in favour of the resolution	3,52,44,966
Total votes cast against the resolution	374
%age of votes cast in favour of the resolution	99.999
%age of votes cast against the resolution	0.001

Since the votes cast in favour of the above resolution are more than 50% of the total valid votes cast, I hereby declare that the above resolution has been passed as an Ordinary Resolution.

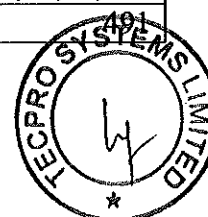
4. Re-appointment of Mr. Ajay Kumar Bishnoi as Chairman & Managing Director

Particulars	Ordinary Resolution
Total votes	5,04,73,791
Total votes cast	3,52,45,479
Total invalid votes	105
Total valid votes cast	3,52,45,374
Total votes cast in favour of the resolution	3,48,14,437
Total votes cast against the resolution	4,30,937
%age of votes cast in favour of the resolution	98.777
%age of votes cast against the resolution	1.223

Since the votes cast in favour of the above resolution are more than 50% of the total valid votes cast, I hereby declare that the above resolution has been passed as an Ordinary Resolution.

5. Re-appointment of Mr. Amul Gabrani as Vice Chairman & Managing Director

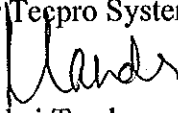
Particulars	Ordinary Resolution
Total votes	5,04,73,791
Total votes cast	3,52,45,437
Total invalid votes	122
Total valid votes cast	3,52,45,315
Total votes cast in favour of the resolution	3,52,44,824
Total votes cast against the resolution	

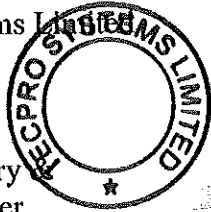


%age of votes cast in favour of the resolution	99.999
%age of votes cast against the resolution	0.001

Since the votes cast in favour of the above resolution are more than 50% of the total valid votes cast, I hereby declare that the above resolution has been passed as an Ordinary Resolution.

For Tecpro Systems Limited


Pankaj Tandon
Company Secretary
Compliance Officer



Place : Delhi

Date : July 13, 2011