



Tecpro Systems Limited

CIN:L74899DL1990PLC041985

Regd. Office: 106, Vishwadeep Tower, Plot No. 4, District Centre, Janakpuri, New Delhi-110058

Ph. No. 0124-4339800; Fax: 0124-4339801

Email: compliances@tecprosystems.com, Website: www.tecprosystems.com

NOTICE OF EXTRA-ORDINARY GENERAL MEETING

Notice is hereby given that an Extra-ordinary General Meeting (EGM) of the Members of Tecpro Systems Limited will be held on Wednesday, the 5th day of August, 2015 at 12.00 Noon at Tecpro Tower, A-17, 5th Cross Road, SIPCOT IT Park, Siruseri, Chennai-603103 to transact the following business:

SPECIAL BUSINESS:

Appointment of Statutory Auditors to fill the casual vacancy

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 139(8) and other applicable provisions, if any, of the Companies Act, 2013 as amended from time to time or any other law for the time being in force (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force) read with the applicable provisions of Companies (Audit and Auditors) Rules, 2014, M/s. C S Hariharan & Co., Chartered Accountants be and are hereby appointed as Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s. M.S. Krishnaswami & Rajan, Chartered Accountants to hold office from the conclusion of this Extra-ordinary General Meeting until the conclusion of the ensuing Annual General Meeting to conduct the Statutory Audit for the period ended 31st March, 2015 on such remuneration as may be fixed by the Board of Directors in consultation with the Auditors.

RESOLVED FURTHER THAT Mr. Ajay Kumar Bishnoi, Chairman & Managing Director, and Mr. Amul Gabrani, Vice Chairman & Managing Director of the Company be and are hereby severally authorized to do all such acts, deeds and things as may be deemed necessary for giving effect to this resolution including but not limited to giving intimation to ROC, Stock Exchanges or such other authorities as may be necessary."

By Order of the Board
For **Tecpro Systems Limited**

Sd/-

Ajay Kumar Bishnoi
Chairman & Managing Director

Date : 06.07.2015

Place : Chennai

NOTES:

1. **A Member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself/herself and the proxy need not be a member of the Company. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company.**

The proxy form in order to be effective must be deposited with the Company not less than 48 hours before the time fixed for commencement of the Meeting. The proxy form is enclosed herewith with the Notice.

2. Members of the Company holding shares in physical form, are requested to surrender their share certificates, in original, to your Depository Participants (DPs) for dematerialization. Kindly note that shares of the Company are traded on the Stock Exchanges compulsorily in demat mode. Hence, by holding in demat mode you can deal freely in the shares at market value.

3. The company sends communications including Notices for AGM and EGM, Explanatory Statements thereto, Balance Sheets, Directors' Reports, Auditor's Reports, Financial Results etc. through email to shareholders whose emails are registered with the Company. While going through the Register of Members, we have noticed that there are members who have not registered their email IDs with the Company. Consequently, we are unable to send communications to them electronically. In compliance with provisions of Rule 18 of the Companies (Management and Administration) Rules, 2014 and

applicable provisions of the Companies Act, 2013 and Rules made thereunder, we request the members to register their email IDs with their Depository Participants. Shareholders holding shares in physical form may kindly register / send their email IDs at the RTA of the Company at the following address by post:

Link Intime India Private Limited
Unit: Tecpro Systems Limited
44, Community Centre, 2nd Floor
Naraina Industrial Area, Phase I
Near PVR Naraina, New Delhi 110028

4. Shareholders whose email IDs have undergone any change or whose IDs require any correction, may kindly follow the procedure detailed in 3 above.
5. The Securities and Exchange Board of India (SEBI) has mandated the submission of the Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are therefore requested to submit PAN to their Depository Participants with whom they are maintaining the demat account and the members holding shares in physical form can submit their PAN with the Company.
6. Corporate Members intending to send their authorised representatives are requested to send a duly certified copy of the Board Resolution authorizing the representatives to attend and vote at the Extra-ordinary General Meeting.
7. Members/Proxies attending the meeting are requested to bring the Attendance Slip (duly completed) to the Meeting.
8. An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 is annexed hereto and forms part of notice.
9. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business (10.00 A.M. to 5.00 P.M.) on all working days except Saturday and Sunday upto and including the date of Extra-ordinary General Meeting.
10. Electronic copy of this notice is being sent to all the members whose email IDs are registered with the Company/Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copy is being sent to them. The record date for the purpose of sending notices whether by way email or physical copy is 3rd July, 2015.
11. In accordance with provisions of section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 the business may be transacted through electronic voting system and the Company is providing facility for voting by electronic means ("e-voting") to its members. The Company has engaged the services of Central Depository Services (India) Limited ("CDSL") to provide e-voting facilities and for security and enabling the members to cast their vote in a secure manner. It may be noted that this e-voting facility is optional. The e-voting facility will be available at the link www.evotingindia.com during the following voting period.:

Commencement of e-voting:	From 10:00 hrs. of August 2, 2015
End of e-voting:	Upto 17:00 hrs. of August 4, 2015

E Voting shall not be allowed beyond 17: 00 hrs. of August 4, 2015. During the e-voting period, Shareholders of the Company, holding shares either in physical form or in dematerialised form, as on the recorded date may cast their vote electronically.

12. The Company has appointed CA Himanshu Kumar, Practicing Chartered Accountants, as 'scrutinizer' (the "Scrutinizer"), to scrutinize the voting and remote e-voting process for the Extra-ordinary General Meeting in a fair and transparent manner

13. The facility for voting, either through electronic voting system or ballot or polling paper shall also be made available at the meeting and members attending the meeting who have already cast their vote by remote e-voting shall not be able to exercise their voting right at the meeting. However there is no restriction to the member who have already exercised their voting right through remote e-voting to attend the meeting.
14. "cut-off date for determining the eligibility to vote by electronic means or in the general meeting is 29th July, 2015.
15. Any grievances relating to the facility for voting through electronic means may be addressed to the following:
Mr. Suman Kumar Verma
Deputy Company Secretary
Tecpro Systems Limited
202-204, JMD Pacific Square
Sector 15, Part II, Gurgaon 122001
Ph. No. 0124-4339800
Email: compliances@tecprosystems.com

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on 10.00 hrs. of August 02, 2015 and ends on 17.00 hrs August 04, 2015. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 29 July, 2015, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
a. For CDSL: 16 digits beneficiary ID,
b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • Members who have not updated their PAN with the Company/ Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN field.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. • Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant i.e. Tecpro Systems Limited on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option

- YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Note for Non-Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xix) Any person, who acquires shares of the Company and become member of the company after dispatch of the notice and holding shares as on the cut of date i.e. 29th July, 2015, may follow the same instruction as mention above for remote e-voting.
- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

**ANNEXURE TO THE NOTICE
EXPLANATORY STATEMENT UNDER SECTION 102(1) OF THE COMPANIES ACT, 2013**

M/s. M.S. Krishnaswami & Rajan, Chartered Accountants have tendered their resignation from the office of Statutory Auditors due to some personal reasons, resulting into a casual vacancy in the office of Statutory Auditors of the company. As per the provisions of Section 139(8) of the Companies Act, 2013 ("Act"), the casual vacancy caused by the resignation of auditors of the Company can only be filled up by the Company in general meeting. The Board proposes that M/s. C S Hariharan & Co., Chartered Accountants be appointed as the Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s. M.S. Krishnaswami & Rajan, Chartered Accountants.

M/s. C S Hariharan & Co., Chartered Accountants, have conveyed their consent to be appointed as the Statutory Auditors of the Company along with a confirmation that, their appointment, if made by the members, would be within the limits prescribed under the Companies Act, 2013.

The Copy of the resignation letter received from M/s. M.S. Krishnaswami & Rajan, Chartered Accountants together with the consent letter and brief profile of M/s. C S Hariharan & Co., Chartered Accountants is available for inspection during working hours at the registered office of the Company.

Accordingly, Ordinary Resolution is submitted to the meeting for the consideration and approval of members.

None of the Directors, Key Managerial Persons or their relatives, in any way, concerned or interested in the said resolution.

By Order of the Board
For **Tecpro Systems Limited**

Sd/-

Ajay Kumar Bishnoi
Chairman & Managing Director

Date : 06.07.2015
Place : Chennai



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ATTENDANCE SLIP

DP ID/CL ID/Folio No.	
Name of Shareholder(s)	
Address	

I/We certify that I am/we are Member(s)/Proxy of the Member(s) of the Company holding shares.

I hereby record my presence at the **Extra-ordinary General Meeting** of the Company to be held on Wednesday, August 5, 2015 at 12:00 Noon at Tecpro Tower, A-17, 5th Cross Road, SIPCOT IT Park, Siruseri, Chennai-603103.

Signature of Member / Proxy

Notes:

1. A member or his duly appointed Proxy wishing to attend the meeting must complete this Attendance Slip and hand it over at the entrance.
2. Name of the Proxy in Block letters..... (in case the Proxy attends the meeting)
3. Those who hold shares in Demat form to quote their Demat Account No. and Depository Participant (D.P.) ID. No.

Form No. MGT-11

PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN:			
Name of the Company			
Registered Office			
Name of the Member (S)			
Registered address			
E-mail Id		Folio No/Client Id/DP ID	

I/We, being the member(s) of.....shares of the above named company, hereby appoint

1. Name			
Address			
E-Mail ID		Signature	
Or Failing Him			
2. Name			
Address			
E-Mail ID		Signature	
Or Failing Him			
3. Name			
Address			
E-Mail ID		Signature	

As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra-ordinary General Meeting of the Company, to be held on Wednesday, August 5, 2015 at 12.00 Noon at Tecpro Tower, A-17, 5th Cross Road, SIPCOT IT Park, Siruseri, Chennai-603103.

Resolution No.	
1.	

Signed this.....day of.....2015

Signature of Shareholder :

Signature of Proxy holder(s) :

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registeredoffice of the Company, not less than 48 hours before the commencement of the meeting.



BY COURIER

