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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

**FORM 10-K/A**

(Mark One)

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended March 31, 2011

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

**Commission File Number: 0-51378**

**TechPrecision Corporation**

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of incorporation or organization)

51-0539828

(I.R.S. Employer Identification No.)

3477 Corporate Parkway, Suite 140  
Center Valley, PA

(Address of principal executive offices)

18034

(Zip Code)

Registrant's telephone number, including area code: **(484) 693-1700**

Securities registered under Section 12(b) of the Exchange Act: **None.**

Securities registered under Section 12(g) of the Exchange Act: **Common Stock, par value \$.0001 per share**

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.  Yes  No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Exchange Act.  Yes  No

Indicate by check mark whether the registrant (1) filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).  Yes  No

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Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (§229.405 of this chapter) is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer	<input type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/>	Smaller reporting company	<input checked="" type="checkbox"/>

(Do not check if a smaller reporting company)

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).  Yes  No

The aggregate market value of voting and non-voting common stock held by non-affiliates of the Registrant as of September 30, 2010, the last business day of the registrant's most recently completed second fiscal quarter, was approximately \$8,853,769.

The number of shares outstanding of the registrant's common stock as of July 28, 2011 is 16,606,408.

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#### EXPLANATORY NOTE

TechPrecision Corporation (which may be referred to herein as “we,” “us” or the “Company”) is filing this Amendment No. 1 to its Annual Report on Form 10-K/A for the fiscal year ended March 31, 2011 to amend and restate Items 10 through 14 to include the information intended to be incorporated therein by reference to our definitive Proxy Statement with respect to our Annual Meeting of Shareholders for 2011. In addition, in connection with the filing of this Form 10-K/A and pursuant to Rule 12b-15 under the Securities Exchange Act of 1934 (Exchange Act), we are including certain currently dated certifications. The remainder of the Company’s Annual Report on Form 10-K for the fiscal year ended March 31, 2011 filed with the Securities and Exchange Commission on June 29, 2011 remains unchanged.

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## PART III

### Item 10. Directors, Executive Officers, Promoters and Control Persons; Compliance with Section 16(a) of the Exchange Act

#### Directors and Executive Officers

The following table sets forth certain information concerning our directors and executive officers.

<u>Name</u>	<u>Age</u>	<u>Position</u>
Louis A. Winoski (1)(2)	53	Director and former Interim Chief Executive Officer
James S. Molinaro (3)	49	Director and Chief Executive Officer
Michael R. Holly (1)(2)	65	Director
Andrew A. Levy	64	Director
Philip A. Dur (2)	67	Director
Leonard M. Anthony (1)	57	Director
Richard F. Fitzgerald	47	Chief Financial Officer
Stanley A. Youtt	64	Chief Executive Officer of Ranor

- (1) Member of the audit committee.
- (2) Member of the compensation committee.
- (3) Mr. Molinaro was nominated to the Board on July 15, 2010.

*Louis A. Winoski* has been a director of the Company since March 2006, and served as our Interim Chief Executive Officer between March 2009 and July 2010; Mr. Winoski's service as our former Interim Chief Executive Officer is discussed in more detail under the heading "Executive Compensation" below. Mr. Winoski began his career as a U.S. Army Officer, entering the aerospace industry in 1986. Since then, he has held a succession of senior executive management and consulting positions with a number of growth-oriented mid-size hardware and service providers. From May 2006 until March 2009, Mr. Winoski served as the Chief Operating Officer of GCT Garner Inc., the US subsidiary of a Germany-based, aerospace design engineering firm which list Boeing and Airbus among its major customers. He concurrently served as Executive Program Manager for PFW Aerospace AG on the 787 Dreamliner Program. Since March 2002, Mr. Winoski has been managing partner of Homeric Partners, LLC, a management consulting business. Mr. Winoski has a Bachelor of Science degree in industrial and systems management engineering from The Pennsylvania State University. Mr. Winoski brings to the Board substantial experience in the aerospace industry, one of the important industries which the Company services, as well as significant management experience from his years of service as a senior executive in several organizations.

*James S. Molinaro* became our Chief Executive Officer on July 21, 2010. From March 2009 through July 2010, Mr. Molinaro's primary business focus was co-founding Solvinti, LLC, a global distributor of monocrystalline and multicrystalline solar panels and cells in the United States and Europe. Mr. Molinaro served as the President and Chief Executive Officer of Akrion Systems, a manufacturer of products with applications in the semiconductor and solar cell industries from May 2003 to March 2009. Between October 1999 and April 2003, Mr. Molinaro was the Vice President of Sales, Service and Marketing at Akrion Systems. Mr. Molinaro holds a Bachelors of Science in Mechanical Engineering with a concentration in Robotics from Pennsylvania State University, and participated in the Executive Development Course at the Wharton School at the University of Pennsylvania. Mr. Molinaro was chosen to serve on the Board because of his extensive leadership experience in many of the industries, including the solar cell industry, in which the Company's largest customer operates. In addition, the Board believes that it is helpful to have the Company's Chief Executive Officer serve on the Board so that the non-management directors have direct contact with the management of the Company.

*Michael R. Holly* has been a director since March 2006. Since 2004, Mr. Holly has been a private investor and consultant. From 1996 until 2004, Mr. Holly was managing director of Safeguard International Fund, L.P., a private equity fund of which Mr. Holly is a founding partner. Mr. Holly has a Bachelor of Science degree in economics from Mount St. Mary's University. Mr. Holly brings to the Board an extensive background in private investment and financial expertise, and provides advice and leadership with respect to the Company's financial health and the execution of the Company's growth strategies. As a CPA, Mr. Holly chairs the Company's Audit Committee and serves as a financial expert on the Audit Committee.

*Andrew A. Levy* has been a director since March 2009. Since 1978, Mr. Levy has served as CEO of Redstone Capital, a small investment banking firm. Mr. Levy received his Bachelor in Engineering from Yale University, and received his Juris Doctor from Harvard Law School. Mr. Levy is also the manager of WM Realty. Mr. Levy combines an engineering background that enables him to understand the operational aspects of the Company's business with an investment banking background, which qualifies him to engage in assessments of the Company's financial health and the execution of the Company's growth strategies.

*Philip A. Dur* has been a member of our Board since the October 2009. Mr. Dur currently serves on the board of directors at Kennametal, Inc. From October 2001 until his retirement in December 2005, Mr. Dur served as Corporate Vice President, Northrop Grumman Corporation and President, Northrop Grumman Ship Systems Sector. Earlier in his private sector career, Mr. Dur held executive leadership positions at Northrop Grumman Electronic Systems, Tenneco, Inc. and Tenneco Automotive. Prior to his private sector experience, Mr. Dur served in the United States Navy, attaining the rank of Rear Admiral. Among his assignments were Commander of the SARATOGA Battle Group and Director of the Naval Strategy Division. Mr. Dur holds a Ph.D. in Political Economy and Government and a Masters in Public Administration from Harvard University as well as masters and undergraduate degrees from the University of Notre Dame. Mr. Dur's significant management experience from his years of service in the military and private sectors, including his service on other boards of directors, enables him to contribute both to the Company's strategic and industry-related decision-making as well as to discussions of its management and corporate governance.

*Leonard M. Anthony* has been a director since September 2010. Mr. Anthony's primary professional activity, since September 2008, has been serving on the Board of Directors for McJunkin Red Man Corporation where he chairs the audit committee. Previously, Mr. Anthony served as the president and chief executive officer of WCI Steel, Inc., an integrated producer of custom steel products, from December 2007 to October 2008. He was also a member of the board of directors of WCI Steel from December 2007 to October 2008. Mr. Anthony has more than 25 years of financial and operational management experience. From April 2005 to August 2007, Mr. Anthony was the executive vice president and chief financial officer of Dresser-Rand Group Inc., a global supplier of rotating equipment solutions to the oil, gas, petrochemical and processing industries. Mr. Anthony earned a B.S. in accounting from Pennsylvania State University, an M.B.A. from the Wharton School of the University of Pennsylvania and an A.M.P. from Harvard Business School. Mr. Anthony's significant executive and board experience within the steel manufacturing industry qualifies him to engage in the Board's assessment of our business and growth opportunities, as well as to provide insight into corporate governance and management best practices among peer companies.

*Richard Fitzgerald* joined the Company as Chief Financial Officer in March 2009. Prior to joining us as Chief Financial Officer, Mr. Fitzgerald served as Vice President and Chief Financial Officer of Nucleonics, Inc., a private venture capital backed biotechnology company. Before becoming CFO of Nucleonics, Mr. Fitzgerald served in a variety of senior financial roles during his tenure there, which extended from 2002 through December 2008. Prior to his employment with Nucleonics, Inc., Mr. Fitzgerald served as Director, Corporate Development of Exelon Corporation and PECO Energy Company from 1997 through 2002. Mr. Fitzgerald began his career with Coopers & Lybrand (now PricewaterhouseCoopers) in Philadelphia, and was engaged as a consultant providing tax, corporate development and financial consulting services for a specialty pharmaceutical company and a transportation manufacturing concern between December 2008 and March 2009. Mr. Fitzgerald is a member of both the American and Pennsylvania Institutes of Certified Public Accountants. He holds a Bachelor of Science Degree in Business Administration from Bucknell University.

*Stanley A. Youtt* has served as the Chief Executive Officer of Ranor since 2000 and as a member of our Board of Directors from 2006 until 2010. Mr. Youtt received a Bachelor of Science degree in naval architecture and marine engineering from the University of Michigan and Masters Degree in civil engineering (applied mechanics) from the University of Connecticut.

Each of our directors is elected for a term of one year, or until their successor is duly elected and qualified. None of our officers and directors are related.

## Board Committees and Director Independence

The board of directors has two committees, the audit committee and the compensation committee. Michael R. Holly, Leonard M. Anthony and Louis A. Winoski are the members of the audit committee. Michael R. Holly, Philip A. Dur and Louis A. Winoski are members of the compensation committee. As of March 31, 2011, each of Michael R. Holly, Philip A. Dur and Leonard M. Anthony are independent directors; Mr. Winoski, who serves on both the audit committee and the compensation committee (of which he is the Chairman), was not deemed independent during the fiscal year ended March 31, 2011 due to his service as our Interim Chief Financial Officer. The Board has determined that Mr. Holly, who is the chairman of the audit committee, is an audit committee financial expert. The board also determined that in view of the interim nature of his position, that it was in the best interest of the Company for Mr. Winoski to continue serving on the audit and compensation committees. As of the appointment of James S. Molinaro as our Chief Executive Officer on July 15, 2010, and Mr. Winoski's concurrent resignation as our Interim Chief Executive Officer, Mr. Winoski will not be considered an independent board member until July 16, 2013. We apply the independence standards described in the NASDAQ Listed Company Manual to determine the independence of our directors.

## Code of Ethics

Our board of directors has adopted a code of business conduct and ethics for its officers and employees. The code of business conduct and ethics is posted on our website- [www.techprecision.com](http://www.techprecision.com)- under "Investor Relations."

## Section 16(a) Compliance

Section 16(a) of the Securities Exchange Act of 1934, requires our directors, executive officers and persons who own more than 10% of our common stock to file with the SEC initial reports of ownership and reports of changes in ownership of common stock and other of our equity securities. To our knowledge, during the fiscal year ended March 31, 2011, all reports required to be filed pursuant to Section 16(a) were filed on a timely basis, except for the following: (i) Mr. Stanley A. Youtt failed to timely file Forms 4 reporting sales consummated on November 9, 2010 and November 24, 2010; (ii) Mr. Richard F. Fitzgerald failed to timely file a Form 4 reporting the acquisition of stock options on August 4, 2010; (iii) Mr. James S. Molinaro failed to timely file a Form 3 reporting his beneficial ownership of our common stock as of July 21, 2010 (the date he joined us as chief executive officer) and a Form 4 reporting his acquisition of stock options on August 4, 2010; (iv) Mr. Andrew A. Levy failed to timely file Forms 4 reporting sales consummated on August 30, 2010 and March 15, 2011; (v) Mr. Louis A. Winoski failed to timely file a Form 4 reporting the exercise of options and corresponding sale of common stock consummated on February 28, 2011; and (vi) Mr. James G. Reindl, formerly a beneficial owner of more than 10% of our common stock, failed to timely file a Form 4 reporting a sale consummated on March 9, 2011.

## Item 11. Executive Compensation.

### SUMMARY COMPENSATION TABLE

Set forth below is information for the years ended March 31, 2011 and 2010 relating to the compensation of (i) each person who served as our Principal Executive Officer during the fiscal year ended March 31, 2011; and (ii) the two most highly compensated executive officers of the Company other than the Principal Executive Officer who were serving in such positions as of March 31, 2011.

Name and Position	Fiscal Year	Salary (\$)	Bonus \$(1)	Option Awards \$(2)	All Other Compensation \$(3)	Total (\$)
James S. Molinaro	2011	205,385	123,750	65,927	—	395,062
Chief Executive Officer (4)	2010	—	—	—	—	—
Louis A. Winoski	2011	—	—	80,973	60,000	140,973
Former Interim Chief Executive Officer	2010	—	—	80,973	120,000	200,973

Stanley A. Youtt, <i>Chief Executive Officer – Ranor</i>	2011	220,000	74,800	—	—	294,800
	2010	220,000	40,000	—	—	260,000
Richard F. Fitzgerald, <i>Chief Financial Officer</i>	2011	225,000	76,500	32,702	—	334,202
	2010	195,000	40,000	22,813	—	257,813

(1) Bonus payments for each of Messrs. Molinaro, Fitzgerald and Youtt were determined by our Board of Directors in its discretion and paid in June and July, 2011.

(2) These amounts reflect the aggregate grant date fair value of option awards computed in accordance with FASB ASC Topic 718. Key assumptions in calculating these amounts are described in Note 13 to our audited consolidated financial statements set forth in our Annual Report on Form 10K for the fiscal year ended March 31, 2011.

(3) Mr. Winoski was compensated for his services as our Interim Chief Executive Officer pursuant to a consulting agreement that is described in greater detail below, under the heading “Employment and Executive Consulting Agreements.” All of Mr. Winoski’s compensation for his service as our Interim Chief Executive Officer was paid pursuant to this consulting agreement.

(4) Mr. Molinaro became our Chief Executive Officer effective July 21, 2010. His employment agreement provides for an initial base salary of \$300,000, which may be adjusted at the discretion of our Board of Directors from time to time.

#### Outstanding Equity Awards at Fiscal Year-End Table

Name	Number of Securities Underlying Unexercised Options (#) Exercisable	Number of Securities Underlying Unexercised Options (#) Unexercisable	Option Exercise Price	Option Expiration Date
Louis A. Winoski (1)	200,000	--	\$0.84	Jan. 28, 2020
James S. Molinaro (2)	--	1,000,000	\$0.70	Aug. 4, 2020
Stanley A. Youtt	--	--	--	--
Richard F. Fitzgerald (2)	--	150,000	\$0.70	Aug. 4, 2020
(3)	100,000	50,000	\$0.49	Mar. 22, 2019

(1) Options granted to Mr. Winoski vested in two 100,000 installments on January 29, 2010 and June 30, 2010.

(2) Options granted to Mr. Molinaro and Mr. Fitzgerald on August 4, 2010, vest in three equal installments beginning on the first anniversary date of the option grant.

(3) Options granted to Mr. Fitzgerald on March 23, 2009, vest in three equal installments beginning on the first anniversary date of the option grant.

#### Employment and Executive Consulting Agreements

We have employment agreements with each of Messrs. Molinaro, Youtt and Fitzgerald and, until August 31, 2010, an executive consulting agreement with Mr. Winoski, each of which is described below. In connection with the appointment of Mr. Molinaro on July 21, 2010, as our Chief Executive Officer, Mr. Winoski resigned from his role as our Interim Chief Executive Officer. Following his resignation, Mr. Winoski continued to provide consulting and transition services under his executive consulting agreement through August 31, 2010, at which time the executive consulting agreement was terminated with the mutual consent of Mr. Winoski and the Company.

*James S. Molinaro Employment Agreement*

Mr. Molinaro's service as the Company's Chief Executive Officer began on July 21, 2010 and will be governed by the terms of an offer letter executed by Mr. Molinaro and the Company dated July 15, 2010 (the "Offer Letter"). Pursuant to the Offer Letter, Mr. Molinaro will receive an annual base salary of \$300,000 (subject to adjustment by the Board from time to time) and will be eligible to receive an annual performance bonus of up to 50% of his then-current base salary. In addition, on August 4, 2010, the Company granted to Mr. Molinaro an option to purchase 1,000,000 shares of the Company's common stock under the Company's 2006 Long-Term Incentive Plan (the "Option Grant"), with an exercise price of \$0.70, the closing price per share of the Company's common stock on the date of grant. The Option Grant will vest in substantially equal annual installments on each of the first three anniversaries of the date of grant, and will expire on August 4, 2020.

The Offer Letter also provides for certain severance payments to Mr. Molinaro in the event of his termination. If Mr. Molinaro is terminated other than for "Cause", or because of his death or disability (or if Mr. Molinaro resigns for "Good Reason"), he will be entitled to receive twelve months of continued payment of his then-current annual base salary as well as reimbursement for payments for continued health benefits under the Company's health plans for twelve months. If Mr. Molinaro's employment is terminated under such circumstances, and such termination occurs between the date the Company enters into a letter of intent pursuant to which it would consummate a change of control and the date that is 31 days after the consummation of such change of control, Mr. Molinaro will be entitled to the same severance payments but for an eighteen month period following termination, and all unvested shares underlying the Option Grant at the time of termination will become immediately vested upon such termination. Under the Offer Letter, "Cause" is defined to include, without limitation, (i) Mr. Molinaro's insubordination or failure to apply best efforts to his employment duties; (ii) his conviction of, or plea of *nolo contendere* to, any felony or crime involving dishonesty, fraud or moral turpitude; (iii) neglect of his employment duties or failure to perform those duties to the satisfaction of the Board that is not cured within thirty days of notice thereof; and (iv) his negligent (or worse) misconduct in connection with his duties that violates the Company's code of conduct, code of ethics or other policies. Mr. Molinaro's resignation within sixty days of the occurrence of any of the following, without his consent, constitutes "Good Reason" under the Offer Letter: (i) a material reduction in Mr. Molinaro's then-current base salary; (ii) a breach of the Offer Letter by the Company that is not cured within 30 days of notice thereof; or (iii) a material and adverse change in his duties, authority or responsibilities that is not cured within 30 days.

In addition to the compensation and severance arrangements described above, the Offer Letter contains customary provisions relating to confidentiality and non-competition, and provides for the execution of an At-Will Employment, Confidential Information, Invention Assignment and Arbitration Agreement (the "Confidentiality Agreement"), which was executed by the Company and Mr. Molinaro on July 21, 2010. The Confidentiality Agreement (i) prohibits Mr. Molinaro from divulging to third parties or using confidential information of the Company, whether developed by him or not, without the Company's prior consent; (ii) confirms that all intellectual work products generated by Mr. Molinaro during the term of his employment with the Company, including, without limitation, writings, processes, drawings and diagrams, are the property of the Company; and (iii) prohibits Mr. Molinaro from competing against the Company, including by soliciting the Company's employees or its current or prospective clients, until the one year anniversary of the later of the termination of his employment and the receipt of his last severance payment.

*Stanley A. Youtt Employment Agreement*

In February 2006, contemporaneously with our acquisition of Ranor, Ranor entered into an employment agreement with Stanley A. Youtt pursuant to which he would serve as Ranor's Chief Executive Officer for a term of three years ending on February 28, 2009. Pursuant to the agreement, we paid Mr. Youtt salary at the annual rate of \$200,000. Mr. Youtt is also eligible for performance bonuses based on financial performance criteria set by the board. In the event that we terminate Mr. Youtt's employment without cause, we are required to make a lump-sum payment to him equal to his base compensation for the balance of the term and to provide the insurance coverage that we would provide if he remained employed. In February 2009, we and Mr. Youtt renewed his agreement at the annual rate of \$220,000 on terms comparable to the original agreement.

#### *Richard F. Fitzgerald Employment Agreement*

We executed an employment agreement (the "CFO Employment Agreement") on March 23, 2009, to engage Mr. Richard F. Fitzgerald for the position of Chief Financial Officer ("CFO"). The terms of the CFO Employment Agreement provide that Mr. Fitzgerald shall report directly to the Board and the Chief Executive Officer and his duties include, but are not limited to, directing the preparation of budgets, financial forecasts and strategic planning of the Company as well as establishing major economic objectives and policies for the Company and ensuring compliance with the Company's SEC reporting obligations.

Upon his execution of the CFO Employment Agreement, Mr. Fitzgerald received a signing bonus of \$25,000.00. Pursuant to the CFO Employment Agreement, Mr. Fitzgerald receives an annual base salary of \$195,000 and was awarded a one-time grant of options to purchase 150,000 shares of the Company's common stock, which vest in three equal parts over three years. The exercise price of the options was equal to the market price as of the grant date. Mr. Fitzgerald is also eligible for an annual cash performance bonus based upon the financial performance of the Company as determined by the Board. Mr. Fitzgerald is entitled to participate fully in the Company's employee benefit plans and programs. Mr. Fitzgerald will also be reimbursed for reasonable and necessary out-of-pocket expenses incurred by him in the performance of his duties and responsibilities as CFO.

The Company may terminate the CFO Employment Agreement at any time without "cause," as defined in the CFO Employment Agreement. In the event of a termination without cause, the Company will be required to pay Mr. Fitzgerald an amount equal to one year of his base salary paid in equal installments in accordance with the Company's payroll policies. The Company may terminate the CFO Employment Agreement for cause at any time upon seven (7) days written notice, during which period Mr. Fitzgerald may contest his termination before the Board.

Upon termination of the CFO Employment Agreement, Mr. Fitzgerald will have the obligation not to disclose the Company's confidential information or trade secrets to anyone following termination of the CFO Employment Agreement. Mr. Fitzgerald is also subject to a covenant not to compete with the Company for a period of 12 months following termination of the CFO Employment Agreement.

On July 31, 2010, the Board of Directors approved an annual base salary of \$225,000 for Mr. Fitzgerald, effective retroactively as of April 1, 2010. Additionally, the Company granted to Mr. Fitzgerald an option to purchase 150,000 shares of the Company's common stock under the Company's 2006 Long-Term Incentive Plan (the "Option Grant"), with an exercise price of \$0.70, the closing price per share of the Company's common stock on the date of grant. The Option Grant will vest in substantially equal annual installments on each of the first three anniversaries of the date of grant, and will expire on August 4, 2020.

#### *Louis A. Winoski Executive Consulting Agreement*

On March 31, 2009, we entered into an executive consulting agreement with Mr. Louis A. Winoski pursuant to which Mr. Winoski agreed to provide executive management and consulting services in the role of Interim Chief Executive Officer of the Company. Pursuant to this agreement, the Company agreed to pay Mr. Winoski monthly consulting fees of \$10,000. The executive consulting agreement had an initial term of 6 months, unless extended by the mutual written agreement of the parties.

As of July 21, 2010, Mr. Winoski's role as Interim Chief Executive Officer terminated in connection with the appointment of James S. Molinaro as the Company's Chief Executive Officer. Mr. Winoski continued to provide consulting and transition services under his executive consulting agreement through August 31, 2010, at which time the executive consulting agreement was terminated with the mutual consent of Mr. Winoski and the Company.

#### **Directors' Compensation**

##### ***Fees for Employee Directors***

Any director who is also one of our employees does not receive any additional compensation for his or her service as a director the Company. However, our former Interim Chief Executive Officer, Mr. Winoski, continued to receive his Board and Committee fees as well as compensation for his consulting services during his tenure as our Interim Chief Executive Officer.

### **Fees and Equity Awards for Non-Employee Directors**

From October 1, 2009 through September 30, 2010, we paid our independent directors a fee of \$5,000 per quarter. In addition, as of April 2009, the Audit Committee and Compensation Committee chairs were entitled to receive additional fees of \$3,000 annually. During early fiscal 2011, the Company completed a Board compensation benchmarking project with an external consulting firm. Based on the results of that benchmarking effort, commencing October 1, 2010 the fee structure for non-employee directors is as follows:

<b>Fee Category</b>	<b>Fees</b>
Quarterly Retainer	\$ 6,000
In-person Board Meeting Fee (Quarterly)	\$ 2,500
Telephonic Board Meeting Fee	\$ 500
Audit & Compensation Committee Chairs - Annual Retainer	\$ 8,000
Non-executive Chairman – Annual Retainer	\$ 12,000

In addition, our 2006 Long-Term Incentive Plan, as amended, provides for the grant of non-qualified options to purchase 50,000 shares, exercisable in installments, to each newly elected non-employee director and annual grants of 10,000 options to purchase shares of Common Stock commencing with the third year of service as a director, as described under the heading “Executive Compensation - 2006 Long-Term Incentive Plan.” The following table sets forth compensation paid to each non-employee director who served during the year ended March 31, 2011. Mr. Molinaro’s compensation for his service as our Chief Executive Officer since July 2010, and Mr. Winoski’s compensation for his service as our Interim Chief Executive Officer through July 2010, are set forth under the heading “Executive Compensation - Summary Compensation Table.”

<b>Name</b>	<b>Fees Earned</b>		<b>Option Awards</b>		<b>Total (\$)</b>
	<b>(1)</b>		<b>(2)</b>		
Leonard M. Anthony (3)	\$ 15,500	\$ 16,439	\$ 31,939		
Philip A. Dur	\$ 31,500	\$ 6,147	\$ 37,647		
Michael R. Holly	\$ 29,500	\$ 4,478	\$ 33,978		
Andrew A. Levy	\$ 25,500	--	\$ 25,500		
Louis A. Winoski (4)	\$ 27,500	\$ 4,478	\$ 31,978		

- (1) Board fees for the first two quarters of fiscal 2011 were paid on the fee scale effective through September 30, 2010, as described above. Fees for services during the third and fourth quarters were paid according to the fee scale adopted on October 1, 2010. Committee and Chairman’s fees were paid on the October 1, 2010 fee scale but prorated to reflect the mid-year adoption of such fee scale.
- (2) Represents the aggregate grant date fair value of option awards computed in accordance with FASB ASC Topic 718. As of March 31, 2011, there were a total of 2,046,661 options outstanding under the Company’s 2006 Long Term Incentive plan of which 135,000 were issued to Board members. Mr. Winoski has an additional stock option grant of 200,000 shares from his role as our Interim Chief Executive Officer which is reported in the Executive Compensation table in Item 11.
- (3) Mr. Anthony was elected to the Company’s board of directors on September 27, 2010.
- (4) Mr. Winoski also received cash and equity compensation as the Company’s Interim Chief Executive Officer, which compensation is set forth under the heading “Summary Compensation Table.”

### **2006 Long-Term Incentive Plan**

Under the 2006 Long-Term Incentive Plan, as amended (the “2006 Plan”), each newly elected independent director receives at the time of his election, a five-year option to purchase 50,000 shares at an exercise price equal to the fair market value on the date of his or her election. The option vests 30,000 shares on the date of grant and 10,000 shares on each of the first and second anniversaries of the grant date. The 2006 Plan also provide for an annual option grant to directors beginning on July 1 after the third anniversary of a director’s election to the Board of Directors. On April 19, 2011, and at the recommendation of the Compensation Committee, the Board of Directors approved an amendment to the 2006 Plan to increase the size of these annual option grants from 5,000 shares to 10,000 shares.

Of the 3,000,000 shares of common stock covered by the 2006 Plan, as of July 28, 2011, there were outstanding options to purchase 2,623,662 shares of common stock, which amount included options to purchase 155,000 shares of our common stock issued to our independent directors and options to purchase 1,650,000 shares of our common stock issued to our executive officers. On April 19, 2011, the Board of Directors approved discretionary options grants of 100,000 options to Mr. Fitzgerald and 250,000 options to Mr. Molinaro, in each case with an exercise price of \$1.96 (the closing price of the Company's common stock on the date of grant). The options granted on April 19, 2011 to Mr. Molinaro and Mr. Fitzgerald vest in three equal installments beginning on the first anniversary of the date of grant. These grants were made under the 2006 Plan, and are included in the options outstanding under the 2006 Plan.

The following table summarizes the equity compensation plans under which our securities may be issued as of March 31, 2011.

<b>Plan Category</b>	<b>Number of securities to be issued upon exercise of outstanding options and warrants</b>	<b>Weighted-average exercise price of outstanding options and warrants</b>	<b>Number of securities remaining available for future issuance under equity compensation plans</b>
Equity compensation plans approved by security holders	2,046,661	\$ 0.738	774,173
Equity compensation plan not approved by security holders	100,000	\$ 1.65	N/A

No unregistered securities were sold during the year ended March 31, 2011.

#### **Compensation Policies and Practices and Risk Management**

One of the responsibilities of our compensation committee is to ensure that the Company's compensation programs are structured so as to discourage inappropriate risk-taking. The Company believes that its existing compensation practices and policies for all employees, including executive officers, mitigate against this risk by, among other things, providing a meaningful portion of total compensation in the form of equity incentives. These equity incentives are awarded with either staggered or cliff vesting over several years, so as to promote long-term rather than short-term financial performance and to encourage employees to focus on sustained stock price appreciation. In addition, the Company's existing compensation policies attempt to discourage employees from taking excessive risks to achieve individual performance objectives such as annual cash incentive compensation and long-term incentive compensation which are based upon balanced company-wide, business unit and individual performance and base salaries structured so as to be consistent with an employee's responsibilities and general market practices. The compensation committee will continue to monitor the Company's existing compensation practices and policies and investigate applicable enhancements to align the Company's existing practices and policies with long-term stockholder value.

#### **Compensation Committee Interlocks and Insider Participation**

The Compensation Committee has three members: Mr. Holly, Mr. Dur and Mr. Winoski (Chairman). To the knowledge of the Company, there are no interlocking relationships among members of our Board of Directors.

#### **Compensation Committee Report**

We, the Compensation Committee of the board of directors of TechPrecision Corporation, have reviewed and discussed the "Compensation Discussion and Analysis" set forth above with management and, based on such review and discussions, we recommend to the board of directors that the "Compensation Discussion and Analysis" set forth above be included in this Amendment no. 1 to the Annual Report on Form 10-K/A.

Compensation Committee of the Board of Directors:  
Louis A. Winoski, Chairman  
Michael R. Holly  
Leonard M. Anthony

*The preceding Report of the Compensation Committee shall not be deemed to be incorporated by reference into any filing made by us under the Securities Act or the Exchange Act, notwithstanding any general statement contained in any such filing incorporating this report by reference, except to the extent we incorporate such report by specific reference.]*

**Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters.**

The following table provides information as to shares of common stock beneficially owned, as of July 28, 2011, by:

- each director and nominee for director;
- each executive officer named in the summary compensation table (each, a “Named Executive Officer”);
- each person owning of record or known by us, based on information provided to us by the persons named below, to own beneficially at least 5% of our common stock; and
- all directors and officers as a group.

Except as otherwise indicated, each person has the sole power to vote and dispose of all shares of common stock listed opposite his name. Each person is deemed to own beneficially shares of common stock which are issuable upon exercise of warrants or options or upon conversion of convertible securities if they are exercisable or convertible within 60 days of July 28, 2011.

<u>Name</u>	<u>Shares</u>	<u>Percentage</u>
Andrew A. Levy 46 Baldwin Farms North Greenwich, CT 06831	1,822,100	10.97%
Howard Weingrow 805 Third Avenue New York, NY 10022 (1)	1,250,000	7.53%
Robert Lifton 805 Third Avenue New York, NY 10022 (2)	1,250,000	7.53%
James G. Reindl 347 E. Hillendale Road Kennett Square, Pennsylvania 19348	1,150,000	6.93%
Stanoff Corporation 805 Third Avenue New York, NY 10022	1,100,000	6.62%
Stanley A. Youtt One Bella Drive Westminster, MA 01473 (3)	879,916	5.30%
Barron Partners, LP 730 Fifth Avenue New York, NY 10019 (4)	813,616	4.90%
Richard F. Fitzgerald (5)	150,000	*%
James S. Molinaro (6)	343,333	2.07%
Michael R. Holly (7)	152,500	*%
Louis A. Winoski (8)	267,500	1.61%
Philip A. Dur (9)	50,000	*%
Leonard M. Anthony (10)	40,000	*%
All officers and directors as a group (eight individuals) (11)	3,705,349	22.32%

\* Less than 1%

(1) Includes (i) 150,000 shares of common stock held by Mr. Weingrow and (ii) 1,100,000 shares of common stock held by Stanoff Corporation, of which Mr. Weingrow is a principal, and deemed beneficially owned by Mr. Weingrow.

(2) Includes (i) 150,000 shares of common stock held by M. Lifton and (ii) 1,100,000 shares of common stock held by Stanoff Corporation, of which Mr. Lifton is a principal, and deemed beneficially owned by Mr. Lifton.

(3) Mr. Youtt stepped down from the Board in September 2010. Mr. Youtt continues to serve as the Chief Executive Officer of our operating subsidiary, Ranor.

(4) Holdings reflected in this table include (i) 670,853 common shares held by Barron Partners and (ii) 142,763 common shares that are issuable upon the conversion of Series A Preferred shares held by Barron Partners, for a total holding of 4.9% of the common stock outstanding at July 28, 2011. Pursuant to the Certificate of Designation, dated February 24, 2006, related to the Preferred Stock, such Preferred Stock cannot be converted into common stock unless and until such conversion would cause the holder of converted shares of Preferred Stock to own no more than 4.9% of our outstanding common stock. Because Barron Partners is prohibited from converting Series A Preferred Stock once it holds 4.9% of the common stock outstanding, it would not be eligible to convert additional Preferred Stock it holds into common at this time, and therefore such shares are not included in the table above. In a series of transactions from June 21, 2011 through June 27, 2011, Barron Partners converted 498,000 Series A Convertible Preferred shares into 650,978 common shares.

(5) Includes 150,000 shares of common stock issuable upon the exercise of stock options granted to Mr. Fitzgerald that may be exercised within 60 days of July 28, 2011.

(6) Includes (i) 10,000 shares of common stock and (ii) 333,333 shares of common stock issuable upon the exercise of stock options granted to Mr. Molinaro that may be exercised within 60 days of July 28, 2011.

- (7) Includes (i) 135,000 shares of common stock held by Mr. Holly and (ii) 17,500 shares of common stock issuable upon the exercise of stock options granted to Mr. Holly that may be exercised within 60 days of July 28, 2011.
- (8) Includes (i) 50,000 shares of common stock and (ii) 217,500 shares of common stock issuable upon the exercise of stock options granted to Mr. Winoski that may be exercised within 60 days of July 28, 2011.
- (9) Includes 50,000 shares of common stock issuable upon the exercise of stock options granted to Mr. Dur that may be exercised within 60 days of July 28, 2011.
- (10) Includes 40,000 shares of common stock issuable upon the exercise of stock options granted to Mr. Anthony that may be exercised within 60 days of July 28, 2011.
- (11) Includes 813,333 shares of common stock issuable upon the exercise of stock options granted to our directors and officers.

**Item 13. Certain Relationships and Related Transactions and Director Independence**

**Certain Relationships and Related Transactions**

On December 20, 2010, the Company, through its wholly owned subsidiary, Ranor, purchased the property located at Bella Drive, Westminister, Massachusetts pursuant to a Purchase and Sale Agreement, by and among the former owner of the property WM Realty (an entity controlled by the Company’s director, Andrew Levy), and Ranor. Prior to consummation of the sale under the Purchase Agreement, the Company had leased the purchased property from WM Realty.

The property includes a 125,000 sq. ft. manufacturing facility that serves as Ranor’s primary operating location. Pursuant to the Purchase Agreement, Ranor paid WM Realty \$4,275,000 for the property, which price was based on independent, third-party appraisals obtained by the Company. Under the Purchase Agreement, the parties agreed to share equally in the \$91,448 prepayment penalty associated with the early termination of the mortgage that encumbered the property and which was paid off in full in connection with the closing under the Purchase Agreement. In addition, the Purchase Agreement provided for the early termination of Ranor’s lease of the property from WM Realty, pursuant to which Ranor had been paying annual rent of \$450,000.

All transactions with related parties are subject to approval by the audit committee. As part of its review of related party transactions, the audit committee generally seeks to obtain evidence regarding whether the terms of the related party transaction are market-based. The audit committee relies on such information, in addition to other transaction-specific factors, in its review and approval of related party transactions.

**Independence of Directors**

For information regarding the independence of our directors, please see the discussion under Item 10, below the heading “Board Committees and Director Independence,” which discussion is incorporated herein by reference.

**Item 14. Principal Accountant Fees and Services.**

The following is a summary of fees for professional services rendered by Tabriztchi & Co., CPA, P.C. (“Tabriztchi”), our independent registered public accounting firm, for the years ended March 31, 2011 and 2010:

	Year ended March 31,	
	2011	2010
Audit fees	\$ 91,555	\$ 85,171
Audit related fees	7,000	7,000
Tax fees	9,287	12,543
All other fees	-0-	-0-
<b>Total</b>	<b>\$ 107,842</b>	<b>\$ 104,714</b>

*Audit fees.* Audit fees represent fees for professional services performed by Tabriztchi for the audit of our annual financial statements and the review of our quarterly financial statements, as well as services that are normally provided in connection with statutory and regulatory filings or engagements.

*Audit-related fees.* Audit-related fees represent fees for assurance and related services performed by Tabriztchi that are reasonably related to the performance of the audit or review of our financial statements. These services include services related to the annual audit of the Company's 401k savings plan and consultation with respect to financial reporting and accounting standards.

*Tax fees.* Tax fees represent fees for tax compliance services performed by Tabriztchi. During the year ended March 31, 2011, Tabriztchi provided support services related to an IRS audit.

*All other fees.* There were no other fees paid to Tabriztchi for the year ended March 31, 2011.

*Policy on Audit Committee Pre-Approval of Audit and Permissible Non-Audit Services of Independent Auditors*

The audit committee's policy is to pre-approve all audit and permissible non-audit services provided by the independent registered public accounting firm. These services may include audit services, audit-related services, tax services and other services. The independent registered public accounting firm and management are required to periodically report to the audit committee regarding the extent of services provided by the independent registered public accounting firm in accordance with this pre-approval, and the fees for the services performed to date. The audit committee may also pre-approve particular services on a case-by-case basis. All services were pre-approved by the audit committee.

**Appointment of KPMG LLP as Independent Registered Public Accounting Firm**

On July 6, 2011, in connection with the selection of KPMG LLP ("KPMG") as our independent registered public accounting firm, the Audit Committee notified Tabriztchi that it had determined to dismiss Tabriztchi as the Company's independent registered public accounting firm. The reports of Tabriztchi on the Company's consolidated financial statements as of and for the years ended March 31, 2011 and 2010, did not contain an adverse opinion or disclaimer of opinion, nor were they qualified or modified as to uncertainty, audit scope, or accounting principles.

During the Company's fiscal years ended March 31, 2011 and March 31, 2010, and through July 6, 2011, there were no disagreements between the Company and Tabriztchi on any matter of accounting principle or practice, financial statement disclosure, or auditing scope of procedure that, if not resolved to Tabriztchi's satisfaction, would have caused it to make reference in connection with their audit report to the subject matter of the disagreements, or "reportable events" as that term is defined in Item 304(a)(1)(v) of Regulation S-K.

## PART IV

### Item 15. Exhibits.

- 3.1 Certificate of Incorporation of the Registrant (Exhibit 3.1 to the Company's registration statement on Form SB-2, filed with the Commission on August 28, 2006 and incorporated herein by reference).
- 3.2 By-laws of the Registrant (Exhibit 3.1 to the Company's current report on Form 8-K, filed with the Commission on September 18, 2009 and incorporated herein by reference).
- 3.3 Certificate of Designation for Series A Convertible Preferred Stock of the Registrant (Exhibit 3.1 to the Company's current report on Form 8-K, filed with the Commission on March 3, 2006 and incorporated herein by reference).
- 3.4 Certificate of Amendment to Certificate of Designation for Series A Convertible Preferred Stock of the Registrant (Exhibit 3.5 to the Company's quarterly report on Form 10-Q, filed with the Commission on November 12, 2009 and incorporated herein by reference).
- 4.1 Loan and Security Agreement, dated February 24, 2006, between Ranor, Inc. and Sovereign Bank (Exhibit 4.1 to the Company's current report on Form 8-K, filed with the Commission on March 3, 2006 and incorporated herein by reference).
- 4.2 Guaranty of the Registrant in favor of Sovereign Bank (Exhibit 4.2 to the Company's current report on Form 8-K, filed with the Commission on March 3, 2006 and incorporated herein by reference).
- 4.3 First Amendment, dated January 29, 2007, to Loan and Security Agreement, dated February 24, 2006, between Ranor, Inc. and Sovereign Bank (Exhibit 99.1 to the Company's current report on Form 8-K, filed with the Commission on February 20, 2007 and incorporated herein by reference).
- 4.4 Second Amendment, dated June 28, 2007 to Loan and Security Agreement dated February 24, 2006, between Ranor, Inc. and Sovereign Bank (Exhibit 4.5 to the Company's annual report on Form 10-KSB, filed with the Commission on July 2, 2007 and incorporated herein by reference).
- 4.5 Mortgage Security Agreement and Fixture Filing, dated as of October 4, 2006, between WM Realty Management, LLC and Amalgamated Bank (Exhibit 4.6 to the Company's annual report on Form 10-KSB, filed with the Commission on July 2, 2007 and incorporated herein by reference).
- 4.6 Mortgage Note, dated October 4, 2006, made by WM Realty Management, LLC in favor of Amalgamated Bank (Exhibit 4.7 to the Company's annual report on Form 10-KSB, filed with the Commission on July 2, 2007 and incorporated herein by reference).
- 4.7 Massachusetts Development Finance Agency Revenue Bonds, Ranor Issue, Series 2010a, dated December 30, 2010 in the original aggregate principal amount of \$4,250,000 (Exhibit 4.1 to the Company's quarterly report on Form 10-Q, filed with the Commission on February 14, 2011 and incorporated herein by reference).
- 4.8 Massachusetts Development Finance Agency Revenue Bonds, Ranor Issue, Series 2010b, dated December 30, 2010 in the original aggregate principal amount of \$1,950,000 (Exhibit 4.2 to the Company's quarterly report on Form 10-Q, filed with the Commission on February 14, 2011 and incorporated herein by reference).
- 4.9 Eighth Amendment to Loan Agreement, dated December 30, 2010, between Ranor, Inc. and Sovereign Bank (Exhibit 10.4 to the Company's quarterly report on Form 10-Q, filed with the Commission on February 14, 2011 and incorporated herein by reference).
- 4.10 Mortgage, Loan and Security Agreement, dated December 1, 2010, between Massachusetts Development Finance Agency, Ranor, Inc. and Sovereign Bank (Exhibit 10.5 to the Company's quarterly report on Form 10-Q, filed with the Commission on February 14, 2011 and incorporated herein by reference).
- 4.11 ISDA 2002 Master Agreement, dated as of December 30, 2010, between Sovereign Bank and Ranor, Inc. (Exhibit 10.6 to the Company's quarterly report on Form 10-Q, filed with the Commission on February 14, 2011 and incorporated herein by reference).
- 4.12 Bond Purchase Agreement, dated December 30, 2010, from Ranor, Inc. and Registrant to Sovereign Bank and Massachusetts Development Finance Agency (Exhibit 10.7 to the Company's quarterly report on Form 10-Q, filed with the Commission on February 14, 2011 and incorporated herein by reference).
- 10.1 Preferred Stock Purchase Agreement, dated February 24, 2006, between the Registrant and Barron Partners LP (Exhibit 99.1 to the Company's current report on Form 8-K, filed with the Commission on March 3, 2006 and incorporated herein by reference).

- 10.2 Registration Rights Agreement, dated February 24, 2006, between the Registrant and Barron Partners LP (Exhibit 99.2 to the Company's current report on Form 8-K, filed with the Commission on March 3, 2006 and incorporated herein by reference).
- 10.3 Agreement dated February 24, 2006, among the Registrant, Ranor Acquisition LLC and the members of Ranor Acquisition LLC (Exhibit 99.3 to the Company's current report on Form 8-K, filed with the Commission on March 3, 2006 and incorporated herein by reference).
- 10.4 Subscription Agreement, dated February 24, 2006, between the Registrant and certain purchasers of the Registrant's Common Stock (Exhibit 99.4 to the Company's current report on Form 8-K, filed with the Commission on March 3, 2006 and incorporated herein by reference).
- 10.5 Registration Rights Provisions, dated February 24, 2006, between the Registrant and certain purchasers of the Registrant's Common Stock (Exhibit 99.5 to the Company's current report on Form 8-K, filed with the Commission on March 3, 2006 and incorporated herein by reference).
- 10.6 Employment Agreement, dated February 24, 2006, between the Registrant and Stanley Youtt (Exhibit 99.6 to the Company's current report on Form 8-K, filed with the Commission on March 3, 2006 and incorporated herein by reference).
- 10.7 2006 Long-term Incentive Plan, as restated effective November 22, 2010 (Exhibit 10.2 to the Company's annual report on Form 10-KSB, filed with the Commission on July 2, 2007 and incorporated herein by reference).
- 10.8 Limited Guarantee, dated October 4, 2006, by Andrew Levy in favor of Amalgamated Bank (Exhibit 10.13 to the Company's annual report on Form 10-KSB, filed with the Commission on July 2, 2007 and incorporated herein by reference).
- 10.9 At-Will Employment, Confidential Information, Invention Assignment and Arbitration Agreement, dated July 21, 2010, between the Registrant and James Molinaro (Exhibit 10.2 to the Company's current report on Form 8-K, filed with the Commission on July 22, 2010 and incorporated herein by reference).
- 10.10 Lease Agreement, dated November 17, 2010, between Center Valley Parkway Associates, L.P. and the Registrant (Exhibit 10.1 to the Company's quarterly report on Form 10-Q, filed with the Commission on February 14, 2011 and incorporated herein by reference).
- 10.11 Purchase and Sale Agreement, dated December 20, 2010, between WM Realty Management, LLC and Ranor, Inc. dated December 20, 2010 (Exhibit 10.3 to the Company's quarterly report on Form 10-Q, filed with the Commission on February 14, 2011 and incorporated herein by reference).
- 10.10 Amendment, dated May 31, 2007, to the Agreement between the Company and Barron Partners LP dated August 17, 2005 (Exhibit 10.14 to the Company's annual report on Form 10-KSB, filed with the Commission on July 2, 2007 and incorporated herein by reference).
- 10.11 Separation, Severance and Release Agreement, dated March 31, 2009, between the Registrant and James G. Reindl (Exhibit 10.1 to the Company's current report on Form 8-K, filed with the Commission on April 2, 2009 and incorporated herein by reference).
- 10.12 Executive Consulting Agreement, dated March 31, 2009, between the Registrant and Louis A. Winoski (Exhibit 10.2 to the Company's current report on Form 8-K, filed with the Commission on April 2, 2009 and incorporated herein by reference).
- 10.13 Employment Agreement, dated March 23, 2009, between the Registrant and Richard F. Fitzgerald (Exhibit 10.3 to the Company's current report on Form 8-K, filed with the Commission on April 2, 2009 and incorporated herein by reference).
- 14.1 Code of Business Conduct and Ethics of Registrant (Exhibit 14.1 to the Company's annual report on Form 10-KSB, filed with the Commission on April 17, 2006 and incorporated herein by reference).
- 21.1 List of Subsidiaries (Exhibit 21.1 to the Company's annual report on Form 10-KSB, filed with the Commission on April 17, 2006 and incorporated herein by reference).
- 23.1 Consent of Independent Registered Public Accounting Firm
- 31.1 Certification of Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
- 31.2 Certification of Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
- 32.1 Certification of Chief Executive Officer and Chief Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

TECHPRECISION CORPORATION  
(Registrant)  
July 29, 2011

*/s/ James S Molinaro*

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James S. Molinaro  
Chief Executive Officer

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## CERTIFICATION

I, James S. Molinaro, certify that:

1. I have reviewed this Amendment no. 1 to annual report on Form 10-K/A of Techprecision Corporation for the year ended March 31, 2011;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this annual report is being prepared;
  - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent function):
  - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Dated: July 29, 2011

/s/ James Molinaro  
James Molinaro  
Chief Executive Officer

## CERTIFICATION

I, Richard F. Fitzgerald, certify that:

1. I have reviewed this Amendment no. 1 to annual report on Form 10-K/A of Techprecision Corporation for the year ended March 31, 2011;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this annual report is being prepared;
  - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent function):
  - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Dated: July 29, 2011

/s/ Richard F. Fitzgerald  
Richard F. Fitzgerald  
Chief Financial Officer

CERTIFICATION PURSUANT TO  
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with Amendment no. 1 to the annual report on Form 10-K/A of Techprecision Corporation (the "Company") for the year ended March 31, 2011, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, James S. Molinaro, the Chief Executive Officer, and I, Richard F. Fitzgerald, the Chief Financial Officer of the Company, do hereby certify pursuant to 18 U.S.C. §1350, as adopted pursuant to §906 of the Sarbanes-Oxley Act of 2002, that:

- (1) the Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended; and
- (2) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Dated: July 29, 2011

/s/ James Molinaro  
James Molinaro  
Chief Executive Officer

Dated: July 29, 2011

/s/ Richard F. Fitzgerald  
Richard F. Fitzgerald  
Chief Financial Officer