

Varroc Engineering Limited

Regd. & Corp. Office

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Maharashtra, India

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CIN: L28920MH1988PLC047335



VARROC/SE/INT/2023-24/67

September 13, 2023

To,

The Manager- Listing
The Listing Department,
**National Stock Exchange of India
Limited**
Exchange Plaza, Plot No. C/1, G Block,
Bandra-Kurla Complex,
Bandra (East), Mumbai-400051.
NSE Symbol: VARROC

The Manager – Listing
The Corporate Relation
Department,
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Fort,
Mumbai-400001.
BSE Security Code: 541578
[Debt: 973455 & 975062]

Sub: Outcome of 35th Annual General Meeting of the Company as per Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations')

Dear Sir/Madam,

We are pleased to inform that at the 35th Annual General Meeting ('AGM') of the Shareholders of the Company held on Wednesday, September 13, 2023 at 11:00 a.m. through Video Conference/ Other Audio-Visual Means, all the resolutions set out in the AGM Notice, have been passed with the overwhelming majority.

In this regard, please find enclosed Voting results of the business transacted at the AGM, as required under Regulation 44 of the Listing Regulations and the Consolidated Report of the Scrutinizer dated September 13, 2023, pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014. A copy of the same is also being placed on the Company's website i.e., www.varroc.com and on the Notice Board at Registered Office of the Company.

Kindly take the same on record and note the compliance.

For Varroc Engineering Limited

Ajay Sharma
Group General Counsel and Company Secretary

Encl: a/a

Varroc Engineering Limited

Resolution Required : (Ordinary)		1 - 1a.TO RECEIVE, CONSIDER AND ADOPT THE AUDITED STANDALONE FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED MARCH 31, 2023, AND THE REPORTS OF THE BOARD OF DIRECTORS AND AUDITORS THEREON						
Whether promoter/ promoter group are interested in the agenda/resolution?		No						
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	114589800	114589800	100.0000	114589800	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		114589800	100.0000	114589800	0	100.0000	0.0000
Public Institutions	E-Voting	26750546	23807516	88.9982	23070541	736975	96.9044	3.0956
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		23807516	88.9982	23070541	736975	96.9044	3.0956
Public Non Institutions	E-Voting	11446054	24368	0.2129	23908	460	98.1123	1.8877
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		24368	0.2129	23908	460	98.1123	1.8877
Total		152786400	138421684	90.5982	137684249	737435	99.4673	0.5327

Varroc Engineering Limited								
Resolution Required : (Ordinary)			2 - 1b TO RECEIVE, CONSIDER AND ADOPT THE AUDITED CONSOLIDATED FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED MARCH 31, 2023, AND THE REPORT OF THE AUDITORS THEREON					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	$[3]=\{[2]/[1]\} * 100$	[4]	[5]	$[6]=\{[4]/[2]\} * 100$	$[7]=\{[5]/[2]\} * 100$
Promoter and Promoter Group	E-Voting	114589800	114589800	100.0000	114589800	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		114589800	100.0000	114589800	0	100.0000	0.0000
Public Institutions	E-Voting	26750546	23807516	88.9982	15756270	8051246	66.1819	33.8181
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		23807516	88.9982	15756270	8051246	66.1819	33.8181
Public Non Institutions	E-Voting	11446054	24268	0.2120	23793	475	98.0427	1.9573
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		24268	0.2120	23793	475	98.0427	1.9573
Total		152786400	138421584	90.5981	130369863	8051721	94.1832	5.8168

Varroc Engineering Limited								
Resolution Required : (Ordinary)			3 - TO APPOINT MR. TARANG JAIN AS A DIRECTOR WHO RETIRES BY ROTATION AND BEING ELIGIBLE, OFFERS HIMSELF FOR RE-APPOINTMENT					
Whether promoter/ promoter group are interested in the agenda/resolution?			Yes					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	114589800	114589800	100.0000	114589800	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		114589800	100.0000	114589800	0	100.0000	0.0000
Public Institutions	E-Voting	26750546	23849907	89.1567	19980858	3869049	83.7775	16.2225
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		23849907	89.1567	19980858	3869049	83.7775	16.2225
Public Non Institutions	E-Voting	11446054	24268	0.2120	23698	570	97.6512	2.3488
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		24268	0.2120	23698	570	97.6512	2.3488
Total		152786400	138463975	90.6259	134594356	3869619	97.2053	2.7947

Varroc Engineering Limited								
Resolution Required : (Ordinary)			4 - TO RE-APPOINT M/S SRBC & CO. LLP, CHARTERED ACCOUNTANTS, PUNE, AS STATUTORY AUDITORS OF THE COMPANY AND TO FIX THEIR REMUNERATION					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	114589800	114589800	100.0000	114589800	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		114589800	100.0000	114589800	0	100.0000	0.0000
Public Institutions	E-Voting	26750546	23849907	89.1567	23820662	29245	99.8774	0.1226
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		23849907	89.1567	23820662	29245	99.8774	0.1226
Public Non Institutions	E-Voting	11446054	24268	0.2120	23751	517	97.8696	2.1304
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		24268	0.2120	23751	517	97.8696	2.1304
Total		152786400	138463975	90.6259	138434213	29762	99.9785	0.0215

Varroc Engineering Limited								
Resolution Required : (Ordinary)			5 - RATIFICATION OF REMUNERATION OF COST AUDITOR OF THE COMPANY					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	114589800	114589800	100.0000	114589800	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		114589800	100.0000	114589800	0	100.0000	0.0000
Public Institutions	E-Voting	26750546	23849907	89.1567	23849907	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		23849907	89.1567	23849907	0	100.0000	0.0000
Public Non Institutions	E-Voting	11446054	24268	0.2120	23041	1227	94.9440	5.0560
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		24268	0.2120	23041	1227	94.9440	5.0560
Total		152786400	138463975	90.6259	138462748	1227	99.9991	0.0009

Varroc Engineering Limited								
Resolution Required : (Special)			6 - ISSUE OF NON-CONVERTIBLE DEBENTURES ON PRIVATE PLACEMENT BASIS					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	114589800	114589800	100.0000	114589800	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		114589800	100.0000	114589800	0	100.0000	0.0000
Public Institutions	E-Voting	26750546	23849907	89.1567	23679184	170723	99.2842	0.7158
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		23849907	89.1567	23679184	170723	99.2842	0.7158
Public Non Institutions	E-Voting	11446054	24268	0.2120	23181	1087	95.5209	4.4791
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		24268	0.2120	23181	1087	95.5209	4.4791
Total		152786400	138463975	90.6259	138292165	171810	99.8759	0.1241

Varroc Engineering Limited								
Resolution Required : (Special)			7 - APPOINTMENT OF MR. TARUN TYAGI AS WHOLE TIME DIRECTOR OF THE COMPANY					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	114589800	114589800	100.0000	114589800	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		114589800	100.0000	114589800	0	100.0000	0.0000
Public Institutions	E-Voting	26750546	23849907	89.1567	21302365	2547542	89.3184	10.6816
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		23849907	89.1567	21302365	2547542	89.3184	10.6816
Public Non Institutions	E-Voting	11446054	24268	0.2120	23736	532	97.8078	2.1922
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		24268	0.2120	23736	532	97.8078	2.1922
Total		152786400	138463975	90.6259	135915901	2548074	98.1598	1.8402

Varroc Engineering Limited								
Resolution Required : (Special)			8 - TO CONSIDER AND APPROVE THE AMENDMENT IN ARTICLES OF ASSOCIATION OF THE COMPANY					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	114589800	114589800	100.0000	114589800	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		114589800	100.0000	114589800	0	100.0000	0.0000
Public Institutions	E-Voting	26750546	23849907	89.1567	23299011	550896	97.6902	2.3098
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		23849907	89.1567	23299011	550896	97.6902	2.3098
Public Non Institutions	E-Voting	11446054	24428	0.2134	23733	695	97.1549	2.8451
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		24428	0.2134	23733	695	97.1549	2.8451
Total		152786400	138464135	90.6260	137912544	551591	99.6016	0.3984

COMBINED SCRUTINIZER REPORT FOR REMOTE E-VOTING & EVOTING AT THE ANNUAL GENERAL MEETING CARRIED OUT FOR M/S VARROC ENGINEERING LIMITED

To,

The Chairman of 35th Annual General Meeting
of the Equity Shareholders of
Varroc Engineering Limited

35th Annual General Meeting of the Members of M/s Varroc Engineering Limited ("The Company") held through Video Conferencing (VC) / Other Audio-Visual Means (OAVM) on Wednesday, September 13, 2023 at 11:00 a.m. IST.

I, Uma Lodha, Company Secretary in Whole-Time Practice (Membership No.5363, CP No. 2593), Proprietor of Uma Lodha & Co. (Practicing Company Secretaries) was appointed as Scrutinizer by the Board of Directors of M/s Varroc Engineering Limited for the purpose of scrutinizing the Remote e-voting and e-voting at the 35th Annual General Meeting ("AGM") of the Company in a fair and transparent manner pursuant to Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) ("the Rules") and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015, ("Listing Regulations") and with the MCA General Circular Nos. 14/2020, 17/2020, 20/2020, 02/2021, 21/2021, 02/2022 and 10/2022 dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021, December 14, 2021, May 5, 2022 and December 28, 2022, respectively ("MCA Circulars") (hereinafter collectively referred to as "MCA Circulars") and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022, and Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023 ("SEBI circulars") regarding holding of the Annual General Meeting (AGM) on Wednesday, September 13, 2023 at 11:00 a.m. IST through Video Conferencing (VC) facility / Other Audio Visual Means (OAVM) facility and also for ascertaining the requisite majority for the Resolutions proposed therein.

2. Management Responsibility

The Management of the Company is responsible to ensure the compliance with the requirements of the Act and the Rules including MCA Circulars and Listing Regulations relating to Remote e-voting and e-voting at the AGM for the resolutions contained in the Notice of the 35th AGM of the Members of the Company. Our responsibility as a Scrutinizer is to ensure that the Remote e-voting and e-voting at the AGM is carried out in a fair and transparent manner and to make a Consolidated Scrutinizer's Report on the votes cast "IN FAVOUR" or "AGAINST" the Resolutions contained in the Notice of the 35th AGM of the Members of the Company. The Company has engaged the services of National Securities Depository Limited (NSDL) for voting by electronic means (both for Remote e-voting and e-voting at the AGM).

3. Further, I submit my Report as under:

- In compliance with the aforesaid MCA circulars and SEBI circular, the Company has sent Notice of 35th AGM and Annual Report for FY 2022-23 only by electronic mode on Tuesday, August 22, 2023 to all the Members whose email addresses were registered with the Depository Participants or the Company. The AGM Notice contained the detailed procedure to be followed by the Members who were desirous of casting their votes

electronically as provided in the Rule 20 of the Companies (Management and Administration) Rules, 2014.

- Further, the Company had uploaded the AGM Notice containing the items of business to be transacted at the AGM on the website of the Company and also on website of the Stock Exchanges viz. BSE Limited and National Stock Exchange of India Limited and NSDL's website for perusal by those members who may want to access the same.
- The Company had published advertisement in English language in 'The Business Standard' Newspaper and in Regional Language (Marathi) in 'Loksatta' Newspaper containing all required information:
 - a. in terms of MCA Circulars: In English language and In Marathi language on Monday, August 14, 2023;
 - b. in terms of applicable provisions of Rule 20: In English language and In Marathi language on Wednesday, August 23, 2023
- the Company had engaged services of NSDL for providing Remote e-voting facility prior to AGM and e-voting at the AGM to all its members to cast their vote on all the Resolutions set out in the Notice of 35th AGM.

Cut-off date for e-voting	Wednesday, September 06, 2023
Commencement of Remote e-voting	9:00 a.m. (IST) on Saturday, September 09, 2023
Conclusion of Remote e-voting	5:00 p.m. (IST) on Tuesday, September 12, 2023
E-voting at the AGM	From commencement of the AGM till conclusion of AGM

- At the AGM, the Chairman, announced that the Members present at the AGM through VC/OAVM and who have not cast their vote by remote e-voting, can exercise their voting rights through e-voting using the same e-voting system of NSDL which was used during remote e-voting.
- Thereafter, on completion of e-voting during the AGM, the votes cast by the Members during the AGM through e-voting and the votes under remote e-voting cast prior to the AGM were unblocked and the report was downloaded from the NSDL e-voting platform which was diligently scrutinised and reviewed.

The combined results of the Remote e-voting and e-voting at the AGM are given as "**Annexure-I**" to this report. Based on combined results, we report that, all the resolutions as per the Notice of the 35th AGM of the Company stands passed with requisite majority.

Annexure-I

The result of the Remote E-voting together with that of the Evoting at the AGM is as under:

1. (a) Adoption of Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2023, and the reports of the Board of Directors and Auditors thereon - Ordinary Resolution

(i) Voted in **favour** of the resolution:

Mode of Voting	Number of members cast	Number of votes cast	% of total number of Valid votes cast (a+b)
Voted through remote e-voting	214	1,37,682,736	99.47 %
Voted through e-voting at the AGM	06	1,513	0.00 %
Total (a)	220	1,37,684,249	99.47 %

(ii) Voted **against** the resolution:

Mode of Voting	Number of members cast	Number of votes cast	% of total number of Valid votes cast (a+b)
Voted through remote e-voting	19	7,37,435	0.53 %
Voted through e-voting at the AGM	-	-	-
Total(b)	19	7,37,435	0.53 %

(iii) **Abstained** Votes:

Mode of Voting	Number of Members whose votes were invalid	Number of shares held by them
Voted through remote e-voting	-	-
Voted through e-voting at the AGM	-	-
Total	-	-

***Total number of Valid votes cast (a+b) = 1,38,421,684**

- 1 (b) Adoption of Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2023, and Report of the Auditors thereon - Ordinary Resolution

(i) Voted in **favour** of the resolution:

Mode of Voting	Number of members cast	Number of votes cast	% of total number of Valid votes cast (a+b)
Voted through remote e-voting	208	1,30,368,350	94.18 %
Voted through e-voting at the AGM	06	1,513	0.00
Total (a)	214	1,30,369,863	94.18 %

(ii) Voted **against** the resolution:

Mode of Voting	Number of members cast	Number of votes cast	% of total number of Valid votes cast (a+b)
Voted through remote e-voting	24	80,51,721	5.82 %
Voted through e-voting at the AGM	-	-	0
Total (b)	24	80,51,721	5.82 %

(iii) **Abstained** Votes:

Mode of Voting	Number of Members whose votes were invalid	Number of shares held by them
Voted through remote e-voting	-	-
Voted through e-voting at the AGM	-	-
Total	-	-

***Total number of Valid votes cast (a+b)= 1,38,421,584**

2. Re-appointment of Mr. Tarang Jain (DIN:00027505) as a Director who retires by rotation and being eligible offers himself for re-appointment – Ordinary Resolution

(i) Voted in **favour** of the resolution:

Mode of Voting	Number of members cast	Number of votes cast	% of total number of Valid votes cast (a+b)
Voted through remote e-voting	202	1,34,592,843	97.20 %
Voted through e-voting at the AGM	06	1,513	0.00 %
Total (a)	208	1,34,594,356	97.20 %

(ii) Voted **against** the resolution:

Mode of Voting	Number of members cast	Number of votes cast	% of total number of Valid votes cast (a+b)
Voted through remote e-voting	31	38,69,619	2.80 %
Voted through e-voting at the AGM	-	-	-
Total(b)	31	38,69,619	2.80 %

(iii) **Abstained** Votes:

Mode of Voting	Number of Members whose votes were invalid	Number of shares held by them
Voted through remote e-voting	-	-
Voted through e-voting at the AGM	-	-
Total	-	-

***Total number of Valid votes cast (a+b) = 1,38,463,975**

3. Reappointment of M/s SRBC & CO LLP, Chartered Accountants, Pune as Statutory Auditors of the Company and to fix their remuneration – Ordinary Resolution

(i) Voted in **favour** of the resolution:

Mode of Voting	Number of members cast	Number of votes cast	% of total number of Valid votes cast (a+b)
Voted through remote e-voting	215	1,38,432,700	99.98 %
Voted through e-voting at the AGM	06	1,513	0.00 %
Total (a)	221	1,38,434,213	99.98 %

(ii) Voted **against** the resolution:

Mode of Voting	Number of members cast	Number of votes cast	% of total number of Valid votes cast (a+b)
Voted through remote e-voting	17	29,762	0.02 %
Voted through e-voting at the AGM	-	-	-
Total(b)	17	29,762	0.02 %

(iii) **Abstained** Votes:

Mode of Voting	Number of Members whose votes were invalid	Number of shares held by them
Voted through remote e-voting	-	-
Voted through e-voting at the AGM	-	-
Total	-	-

***Total number of Valid votes cast (a+b) = 1,38,463,975**

4. Approval for Ratification of Remuneration of Cost auditor of the Company – Ordinary Resolution

(i) Voted in **favour** of the resolution:

Mode of Voting	Number of members cast	Number of votes cast	% of total number of Valid votes cast (a+b)
Voted through remote e-voting	214	1,38,461,235	100 %
Voted through e-voting at the AGM	06	1,513	0.00 %
Total(a)	220	1,38,462,748	100 %

(ii) Voted **against** the resolution:

Mode of Voting	Number of members cast	Number of votes cast	% of total number of Valid votes cast (a+b)
Voted through remote e-voting	14	1,227	0.00 %
Voted through e-voting at the AGM	-	-	-
Total (b)	14	1,227	0.00 %

(iii) **Abstained Votes:**

Mode of Voting	Number of Members whose votes were invalid	Number of shares held by them
Voted through remote e-voting	-	-
Voted through e-voting at the AGM	-	-
Total	-	-

***Total number of Valid votes cast (a+b)= 1,38,463,975**

5. Approval for Issue of Non-Convertible Debentures on Private Placement basis - Special Resolution

(i) Voted in **favour** of the resolution:

Mode of Voting	Number of members cast	Number of votes cast	% of total number of Valid votes cast (a+b)
Voted through remote e-voting	215	1,38,290,652	99.88 %
Voted through e-voting at the AGM	06	1,513	0.00 %
Total(a)	221	1,38,292,165	99.88 %

(ii) Voted **against** the resolution:

Mode of Voting	Number of members cast	Number of votes cast	% of total number of Valid votes cast (a+b)
Voted through remote e-voting	16	1,71,810	0.12 %
Voted through e-voting at the AGM	-	-	-
Total (b)	16	1,71,810	0.12 %

(iii) **Abstained Votes:**

Mode of Voting	Number of Members whose votes were invalid	Number of shares held by them
Voted through remote e-voting	-	-
Voted through e-voting at the AGM	-	-
Total	-	-

***Total number of Valid votes cast (a+b)= 1,38,463,975**

6. Approval for Appointment of Mr. Tarun Tyagi as Whole Time Director of the Company - Special Resolution

(i) Voted in **favour** of the resolution:

Mode of Voting	Number of members cast	Number of votes cast	% of total number of Valid votes cast (a+b)
Voted through remote e-voting	187	1,35,914,388	98.16 %
Voted through e-voting at the AGM	06	1,513	0.00 %
Total (a)	193	1,35,915,901	98.16 %

(ii) Voted against the resolution:

Mode of Voting	Number of members cast	Number of votes cast	% of total number of Valid votes cast (a+b)
Voted through remote e-voting	44	25,48,074	1.84 %
Voted through e-voting at the AGM	-	-	-
Total (b)	44	25,48,074	1.84 %

(iii) Abstained Votes:

Mode of Voting	Number of Members whose votes were invalid	Number of shares held by them
Voted through remote e-voting	-	-
Voted through e-voting at the AGM	-	-
Total	-	-

***Total number of Valid votes cast (a+b)= 1,38,463,975**

**7. To Consider and Approve the Amendment in Articles of Association of the Company
- Special Resolution**

(i) Voted in favour of the resolution:

Mode of Voting	Number of members cast	Number of votes cast	% of total number of Valid votes cast (a+b)
Voted through remote e-voting	214	1,37,911,031	99.60 %
Voted through e-voting at the AGM	06	1,513	0.00
Total (a)	220	1,37,912,544	99.60 %

(ii) Voted against the resolution:

Mode of Voting	Number of members cast	Number of votes cast	% of total number of Valid votes cast (a+b)
Voted through remote e-voting	16	5,51,591	0.40 %
Voted through e-voting at the AGM	-	-	-
Total (b)	16	5,51,591	0.40 %

(iii) Abstained Votes:

Mode of Voting	Number of Members whose votes were invalid	Number of shares held by them
Voted through remote e-voting	-	-
Voted through e-voting at the AGM	-	-
Total	-	-

***Total number of Valid votes cast (a+b)= 1,38,464,135**

UMA LODHA & CO.

COMPANY SECRETARIES

Suite No. 507, 5th Floor, Highway Commercial Centre,
I.B Patel Road, Goregaon East, Mumbai - 400063
Tel: 91-22-40131001/02 Mob: +91-9821247172
Email: uma@umalodha.com | info@umalodha.com
Website: www.umalodha.com

All the Resolution stands passed under Remote e-voting and Evoting at the AGM with the requisite majority.

The electronic data and all other relevant records containing details of Members, who voted "IN FAVOUR", or "AGAINST" for each resolution under Remote e-voting and e-voting at the AGM shall remain in our safe custody until the Chairman approves and signs the Minutes of the aforesaid AGM and thereafter will be handed over to the Company Secretary of the Company for safe preservation.

Thanking you,
Yours faithfully,
For Uma Lodha & Co.

Practicing Company Secretaries

UMA NIPUN
LODHA



Digitally signed by UMA NIPUN LODHA
DN: cn=UMA NIPUN LODHA, o=UMA NIPUN LODHA, ou=UMA NIPUN LODHA, email=uma@umalodha.com, postalCode=400063, c=IN
Date: 2023.09.13 17:29:24 +05'30'

Uma Lodha

Proprietor

(COP NO. 2593)

UDIN No.: F005363E001003272

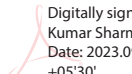
Place: Mumbai

Date: 13.09.2023

Counter Signed

For Varroc Engineering Limited

Ajay Kumar
Sharma



Digitally signed by Ajay
Kumar Sharma
Date: 2023.09.13 17:29:24
+05'30'

Ajay Sharma

Group General Counsel and Company Secretary

ACS: 9127