

Varroc Engineering Limited

Regd. & Corp. Office

L-4, MIDC, Industrial Area
Waluj, Aurangabad 431
136, Maharashtra, India

Tel + 91 240 6653700
Fax + 91 240 2564540

email: varroc.info@varroc.com
www.varroc.com
CIN: L28920MH1988PLC047335



VARROC/SE/INT/2022-23/72

September 29, 2022

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,
Bombay Stock Exchange Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Fort,
Mumbai-400001.
BSE Security Code: 541578
[Debt: 973454 & 973455]

Sub: Outcome of 34th 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 34th Annual General Meeting ('AGM') of the Shareholders of the Company held on Thursday, September 29, 2022 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 29, 2022, 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

Voting Results as per Regulation 44 of the Listing Regulations

Varroc Engineering Limited								
Resolution Required : (Ordinary)			1 - 1(a). ADOPTION OF AUDITED STANDALONE FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED MARCH 31, 2022, 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	27419991	20885708	76.1696	20885708	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		20885708	76.1696	20885708	0	100.0000	0.0000
Public Non Institutions	E-Voting	10776609	53712	0.4984	39783	13929	74.0672	25.9328
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		53712	0.4984	39783	13929	74.0672	25.9328
Total		152786400	135529220	88.7050	135515291	13929	99.9897	0.0103

Varroc Engineering Limited

Resolution Required : (Ordinary)			2 - 1(b). THE AUDITED CONSOLIDATED FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED MARCH 31, 2022, 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	27419991	20885708	76.1696	20391634	494074	97.6344	2.3656
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		20885708	76.1696	20391634	494074	97.6344	2.3656
Public Non Institutions	E-Voting	10776609	53712	0.4984	39783	13929	74.0672	25.9328
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		53712	0.4984	39783	13929	74.0672	25.9328
Total		152786400	135529220	88.7050	135021217	508003	99.6252	0.3748

Varroc Engineering Limited								
Resolution Required : (Ordinary)			3 - TO APPOINT MR. ROHIT PRAKASH 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?			No					
Category	Mode of Voting	No. of shares held [1]	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
			[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	27419991	25680129	93.6548	23991686	1688443	93.4251	6.5749
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		25680129	93.6548	23991686	1688443	93.4251	6.5749
Public Non Institutions	E-Voting	10776609	53712	0.4984	39256	14456	73.0861	26.9139
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		53712	0.4984	39256	14456	73.0861	26.9139
Total		152786400	140323641	91.8430	138620742	1702899	98.7864	1.2136

Varroc Engineering Limited								
Resolution Required : (Special)			4 - APPROVAL FOR PAYMENT OF REMUNERATION TO MR. ROHIT PRAKASH, 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	27419991	25680129	93.6548	23755870	1924259	92.5068	7.4932
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		25680129	93.6548	23755870	1924259	92.5068	7.4932
Public Non Institutions	E-Voting	10776609	53712	0.4984	39207	14505	72.9949	27.0051
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		53712	0.4984	39207	14505	72.9949	27.0051
Total		152786400	140323641	91.8430	138384877	1938764	98.6184	1.3816

Varroc Engineering Limited								
Resolution Required : (Special)			5 - APPROVAL FOR RE-APPOINTMENT AND REMUNERATION OF MR. TARANG JAIN AS CHAIRMAN AND MANAGING DIRECTOR OF THE COMPANY					
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	27419991	20928099	76.3242	19035197	1892902	90.9552	9.0448
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		20928099	76.3242	19035197	1892902	90.9552	9.0448
Public Non Institutions	E-Voting	10776609	53712	0.4984	39240	14472	73.0563	26.9437
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		53712	0.4984	39240	14472	73.0563	26.9437
Total		152786400	135571611	88.7328	133664237	1907374	98.5931	1.4069

Varroc Engineering Limited

Resolution Required : (Special)		6 - APPROVAL FOR RE-APPOINTMENT AND REMUNERATION OF MR. ARJUN JAIN AS WHOLE TIME DIRECTOR OF THE COMPANY						
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	27419991	20928099	76.3242	19746768	1181331	94.3553	5.6447
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		20928099	76.3242	19746768	1181331	94.3553	5.6447
Public Non Institutions	E-Voting	10776609	53712	0.4984	39165	14547	72.9167	27.0833
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		53712	0.4984	39165	14547	72.9167	27.0833
Total		152786400	135571611	88.7328	134375733	1195878	99.1179	0.8821

Varroc Engineering Limited

Resolution Required : (Special)		7 - APPROVAL FOR RE-APPOINTMENT OF MR. VINISH KATHURIA AS INDEPENDENT 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	27419991	25680129	93.6548	25122187	557942	97.8273	2.1727
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		25680129	93.6548	25122187	557942	97.8273	2.1727
Public Non Institutions	E-Voting	10776609	53712	0.4984	39288	14424	73.1457	26.8543
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		53712	0.4984	39288	14424	73.1457	26.8543
Total		152786400	140323641	91.8430	139751275	572366	99.5921	0.4079

Varroc Engineering Limited

Resolution Required : (Special)		8 - PAYMENT OF REMUNERATION TO NON EXECUTIVE DIRECTORS (INCLUDING INDEPENDENT DIRECTORS BUT EXCLUDING NOMINEE DIRECTORS) OF THE COMPANY						
Whether promoter/ promoter group are interested in the agenda/resolution?		No						
Category	Mode of Voting	No. of shares held [1]	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
			[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	27419991	25680129	93.6548	24299526	1380603	94.6238	5.3762
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		25680129	93.6548	24299526	1380603	94.6238	5.3762
Public Non Institutions	E-Voting	10776609	53712	0.4984	38837	14875	72.3060	27.6940
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		53712	0.4984	38837	14875	72.3060	27.6940
Total		152786400	140323641	91.8430	138928163	1395478	99.0055	0.9945

Varroc Engineering Limited

Resolution Required : (Ordinary)		9 - 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	27419991	25680129	93.6548	24683595	996534	96.1194	3.8806
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		25680129	93.6548	24683595	996534	96.1194	3.8806
Public Non Institutions	E-Voting	10776609	40504	0.3759	39227	1277	96.8472	3.1528
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		40504	0.3759	39227	1277	96.8472	3.1528
Total		152786400	140310433	91.8344	139312622	997811	99.2889	0.7111

Varroc Engineering Limited

Resolution Required : (Special)		10 - 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	27419991	25680129	93.6548	25172055	508074	98.0215	1.9785
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		25680129	93.6548	25172055	508074	98.0215	1.9785
Public Non Institutions	E-Voting	10776609	40504	0.3759	38914	1590	96.0745	3.9255
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		40504	0.3759	38914	1590	96.0745	3.9255
Total		152786400	140310433	91.8344	139800769	509664	99.6368	0.3632

Varroc Engineering Limited

Resolution Required : (Special)		11 - APPOINTMENT OF MR. DHRUV JAIN AS NON-EXECUTIVE DIRECTOR OF THE COMPANY						
Whether promoter/ promoter group are interested in the agenda/resolution?		Yes						
Category	Mode of Voting	No. of shares held [1]	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
			[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	27419991	20369322	74.2864	13516186	6853136	66.3556	33.6444
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		20369322	74.2864	13516186	6853136	66.3556	33.6444
Public Non Institutions	E-Voting	10776609	53712	0.4984	39263	14449	73.0991	26.9009
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		53712	0.4984	39263	14449	73.0991	26.9009
Total		152786400	135012834	88.3670	128145249	6867585	94.9134	5.0866

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

To,

The Chairman of 34th Annual General Meeting
of the Equity Shareholders of
Varroc Engineering Limited

34th 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 Thursday, September 29, 2022 at 11:00 a.m. IST.

1. 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 34th 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 circular dated May 12, 2020 issued by SEBI and in compliance with framework issued by the Ministry of Corporate Affairs through its Circular No.02/21 dated January 13, 2021 read with Circular No. 2/2022 dated May 5, 2022 read with General Circular Nos. 20/2020 dated May 5, 2020, Circular No. 14/2020 dated April 8, 2020, Circular No. 17 /2020 dated April 13, 2020 , Circular No. 19/2021 dated 08/12/2021 , Circular dated 21/2021 dated 14/12/2021 and Circular No. 02/2021 dated 13.01.2021 (hereinafter collectively referred to as "MCA Circulars") and SEBI Circular SEBI/l--IO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 read with SEBI circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 and SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, on the resolutions contained in the Notice of the 34th Annual General Meeting of the Members of the Company, held on Thursday, September 29, 2022 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 34th 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 34th 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 34th AGM and Annual Report for FY 2021-22 only by electronic mode on Wednesday, September 7, 2022 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 businesses 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 Thursday, September 8, 2022;
 - b. in terms of applicable provisions of Rule 20: In English language and In Marathi language on Thursday, September 8, 2022
- 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 34th AGM.

Cut-off date for e-voting	Thursday, September 22, 2022
Commencement of Remote e-voting	9:00 a.m. (IST) on Monday, September 26, 2022
Conclusion of Remote e-voting	5:00 p.m. (IST) on Wednesday, September 28, 2022
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 34th 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, 2022 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	272	135510588	99.99%
Voted through e-voting at the AGM	02	4703	0%
Total (a)	274	135515291	99.99%

(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	10	13919	0.01%
Voted through e-voting at the AGM	01	10	0%
Total(b)	11	13929	0.01%

(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) = 135529220**

1 (b) Adoption of Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2022 and Auditors Report 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	264	135016514	99.63%
Voted through e-voting at the AGM	02	4703	0%
Total (a)	266	135021217	99.63%

(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	18	507993	0.37 %
Voted through e-voting at the AGM	01	10	0%
Total (b)	19	508003	0.37 %

(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)= 135529220**

2. Re-appointment of Mr. Rohit Prakash, 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	239	138616039	98.78 %
Voted through e-voting at the AGM	02	4703	0 %
Total (a)	241	138620742	98.78 %

(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	47	1702889	1.22 %
Voted through e-voting at the AGM	01	10	0 %
Total(b)	48	1702899	1.22 %

(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) = 140323641**

3. Approval for payment of Remuneration to Mr. Rohit Prakash, Whole Time Director- 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	228	138380174	98.62 %
Voted through e-voting at the AGM	02	4703	0 %
Total (a)	230	138384877	98.62 %

(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	56	1938754	1.38 %
Voted through e-voting at the AGM	01	10	0 %
Total(b)	57	1938764	1.38 %

(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) = 140323641**

4. Approval for Re-Appointment and Remuneration of Mr. Tarang Jain as Chairman and Managing 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	233	133659534	98.59 %
Voted through e-voting at the AGM	02	4703	0 %
Total(a)	235	133664237	98.59 %

(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	50	1907364	1.41 %
Voted through e-voting at the AGM	01	10	0 %
Total (b)	51	1907374	1.41 %

(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)= 135571611**

5. Approval for Re-Appointment and Remuneration of Mr. Arjun Jain 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	244	134371030	99.12 %
Voted through e-voting at the AGM	02	4703	0 %
Total(a)	246	134375733	99.12 %

(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	41	1195868	0.88 %
Voted through e-voting at the AGM	01	10	0 %
Total (b)	42	1195878	0.88 %

(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)= 135571611**

6. Approval for Re-Appointment of Mr. Vinish Kathuria as Independent 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	252	139746572	99.59 %
Voted through e-voting at the AGM	02	4703	0 %
Total (a)	254	139751275	99.59 %

(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	32	572356	0.41 %
Voted through e-voting at the AGM	01	10	0 %
Total (b)	33	572366	0.41 %

(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)= 140323641**

7. Payment of Remuneration to Non-Executive Directors (Including Independent Directors but Excluding Nominee Directors) 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	243	138923460	99.00 %
Voted through e-voting at the AGM	02	4703	0 %
Total (a)	245	138928163	99.00 %

(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	41	1395468	1.00 %
Voted through e-voting at the AGM	01	10	0 %
Total (b)	42	1395478	1.00 %

(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)= 140323641**

8. 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	264	139307919	99.29 %
Voted through e-voting at the AGM	02	4703	0 %
Total (a)	266	139312622	99.29 %

(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	997801	0.71 %
Voted through e-voting at the AGM	01	10	0 %
Total (b)	20	997811	0.71 %

(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)= 140310433**

9. 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	253	139796066	99.64 %
Voted through e-voting at the AGM	02	4703	0 %
Total (a)	255	139800769	99.64 %

(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	30	509654	0.36 %
Voted through e-voting at the AGM	01	10	0 %
Total (b)	31	509664	0.36 %

(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)= 140310433**

10. Appointment of Mr. Dhruv Jain as Non-Executive 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	235	128140456	94.91 %
Voted through e-voting at the AGM	02	4703	0 %
Total (a)	237	128145249	94.91 %

(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	37	6867575	5.09 %
Voted through e-voting at the AGM	01	10	0 %
Total (b)	38	6867585	5.09 %

(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)= 135012834**

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
Date: 2022.09.29
15:07:31 +05'30'

Uma Lodha

Proprietor

(COP NO. 2593)

UDIN No.: F005363D001077830

Place: Mumbai

Date: 29/09/2022

Counter Signed

For Varroc Engineering Limited

Ajay Kumar
Sharma
Digitally signed by Ajay Kumar
Sharma
Date: 2022.09.29 15:14:10 +05'30'

Ajay Sharma

Group General Counsel and Company Secretary ACS: 9127