

Varroc Engineering Limited

Corp Office:

3rd & 7th Floor, B- 3010 & 7010, Solitaire
Business Hub (Marvel Edge) Datta Mandir
Chowk, Viman Nagar, Pune - 411014,
Maharashtra, India
Tel: + 91 20 67445001

Regd. Office:

L-4, MIDC Industrial Area, Waluj,
Chhatrapati Sambhaji Nagar (formerly
Aurangabad)-431 136 Maharashtra, India
Tel:+91 - 240-6653700
Fax +91 240 2564540

www.varroc.com
CIN: L28920MH1988PLC047335
Email: Varroc.info@varroc.com



VARROC/SE/INT/2026-27/62

August 20, 2026

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

Sub: Summary of proceedings/Outcome of the 38th Annual General Meeting (“AGM”) of the Company held on August 20, 2026, and voting results together with Consolidated Report of Scrutiniser on votes cast through remote e-voting and voting at the AGM

Ref: Regulation 30 (read with Part A of Schedule III) and Regulation 44 and other applicable Regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”).

Dear Sir/Madam,

We are pleased to inform that the 38th Annual General Meeting (‘AGM’) of the Shareholders of the Company was convened today i.e., on Thursday, August 20, 2026, at 11:00 a.m. through Video Conference/ Other Audio-Visual Means, without physical presence of the Members at a common venue, and all the Resolutions set out in the AGM Notice, have been passed with the overwhelming majority.

In this regard, we are enclosing the following:

1	Proceedings of AGM pursuant to Regulation 30 [read with Part A (A13) of Schedule III] and other applicable Regulations of the Listing Regulations	Annexure I
2	Voting Results of the AGM pursuant to Regulation 44(3) and other applicable Regulations of the Listing Regulations	Annexure II
3	The Consolidated Report of the Scrutiniser, pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 and 21 of the Companies (Management and Administration) Rules, 2014, dated August 20, 2026, on remote e-voting and e-voting during the AGM	Annexure III

The additional details as required under Listing Regulations read with SEBI Circular No. HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated January 30, 2026, are enclosed herewith.

The above information will be made available on the website of the Company i.e., www.varroc.com and the voting results will be made available on the website of NSDL at <https://www.evoting.nsdl.com> and shall also be displayed at the Registered Office of the Company.

You are requested to take the above information on record

Thanking you,

Yours faithfully,

For Varroc Engineering Limited

Anil Ghatiya

Company Secretary

Encl: A/a

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Details as required under Regulation 30 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated January 30, 2026.

Sr. No	Particulars	Details
1.	Date of the meeting;	August 20, 2026, at 11:00 a.m. through VC/OAVM
2.	Brief details of items deliberated and results thereof	The Result of remote e-Voting and e-Voting during the Annual General Meeting, on the Resolution as set out at Item Nos. 1 to 8 of the Notice of the AGM, as prescribed under Regulation 44 of the Listing Regulations is attached below separately.
3.	Manner of approval proposed for certain items (e-voting etc.)	The Company provided remote e-voting facilities to its members, enabling them to cast their votes electronically on the resolutions set out in Item Nos. 1 to 8 of the Notice of the AGM. The remote e-voting period commenced on August 17, 2026, at 09:00 a.m. and concluded on August 19, 2026, at 05:00 p.m. Additionally, members who attended the 38th AGM through VC/OAVM facility and who had not cast their votes through remote e-voting, but were otherwise eligible, were provided the opportunity to vote electronically on the NSDL portal during the AGM.

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ANNEXURE I

Proceedings of the 38th Annual General Meeting of Varroc Engineering Limited held on August 20, 2026

Date, time and venue of the Annual General Meeting:

The 38th Annual General Meeting ("AGM / the Meeting") of the Members of the Company was convened today i.e., Thursday, August 20, 2026, at 11:00 a.m., through Video Conference ("VC") / Other Audit Visual Means ("OAVM") without the physical presence of the Members at a common venue, in compliance with relevant Circulars issued from time to time by the Ministry of Corporate Affairs ("MCA") and Securities and Exchange Board of India ("SEBI").

In accordance with Secretarial Standard - 2 on General Meeting issued by the Institute of Company Secretaries of India ('ICSI') read with Guidance/Clarification dated January 2024 (effective from 1st April, 2024), issued by ICSI, the AGM Proceedings were deemed to be conducted at the Registered Office of the Company which was the deemed Venue of the AGM.

Proceedings in brief:

Mr. Tarang Jain, Chairman and Managing Director of the Company presided as the Chairman of the Meeting. The following Directors and Key Managerial Personnel ("KMP") of the Company were present:

Sr. No	Name of the Director/ KMP	Designation
1.	Mr. Tarang Jain	Chairman & Managing Director & Chairman of Corporate Social Responsibility Committee and Environmental, Social and Governance (ESG) Steering Committee
2.	Mr. Arjun Jain	Whole Time Director
3.	Mr. Dhruv Jain	Whole Time Director
4.	Mr. Avinash Ramdas Chintawar	Whole Time Director
5.	Mr. Vinish Kathuria	Independent Director & Chairman of Audit Committee and Stakeholder's Relationship Committee
6.	Mr. Akshaykumar Narendrasinhji Chudasama	Independent Director & Chairman of Nomination and Remuneration Committee
7.	Mr. K. Mahendrakumar	Group Chief Financial Officer
8.	Mr. Anil Ghatiya	Company Secretary & Compliance Officer

Mr. Padmanabh Sinha and Ms. Liselott Kilaas, Independent Directors, could not attend the AGM owing to unavoidable exigencies

The Chairman welcomed and introduced all the Directors present at the Meeting. The Chairman informed that the Representative of Statutory Auditors and the Secretarial Auditor were also present at the Meeting.

71 Members attended the Meeting through Video Conferencing. It was informed that in compliance with relevant Circulars issued by the Ministry of Corporate Affairs and SEBI from time to time, the AGM was conducted through VC / OAVM. As the AGM was held through VC, the facility for appointment of Proxies by the Members was not available.

The Members were informed that Live Proceedings of the AGM was also being webcast on the e-voting website of National Securities Depository Limited ("NSDL").

The requisite quorum being present, the Chairman called the Meeting to order.

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With the consent of the Members present, the Notice convening the 38th Annual General Meeting was taken as read, following which the qualifications in the Audit Report on the Standalone and Consolidated Financial Statements of the Company were duly read along with the Management's responses; further, as the Secretarial Audit Report contained no qualifications, reservations, adverse remarks, or disclaimers, the same was also taken as read.

The Registers and other relevant documents mentioned in the Notice were kept open for inspection electronically on NSDL website under the tab "AGM docs", during the Meeting.

The Chairman then apprised the Members regarding the performance of the Company in FY 2025-26. The Chairman's Message for Shareholders is also annexed herewith.

The Members were also informed that in accordance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions, the Company had provided facility for casting of the votes through electronic means by way of Remote e-voting prior to AGM and has also provided e-voting at the AGM for Members who had participated in the AGM and not cast their vote through Remote e-voting.

Cut-off date for e-voting	Thursday, August 13, 2026
Commencement of Remote e-voting	9:00 a.m. (IST) on Monday, August 17, 2026
Conclusion of Remote e-voting	5:00 p.m. (IST) on Wednesday, August 19, 2026
e-voting at the AGM	From commencement of the AGM till conclusion of AGM

The Members were then informed that the Company had appointed Mrs. Uma Lodha, Practicing Company Secretary, as the Scrutinizer for the purpose of scrutinizing the process of Remote e-voting and e-voting during the AGM. Further, the e-voting results along with the consolidated Report of the Scrutinizer would be announced within 48 hours of the conclusion of the AGM and the results would be disseminated to the Stock Exchanges and will also be placed on the website of the Company and NSDL.

Thereafter, the following items of business as set out in the Notice convening the 38th AGM were transacted:

ORDINARY BUSINESS:

- Adoption of the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2026, and the reports of the Board of Directors and Auditors thereon; and
 - Adoption of the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2026, and the report of the Auditors thereon.
- Declaration of Final Dividend for the Financial Year 2025-26.
- Appointment of Mr. Arjun Jain (DIN 07228175) as a Director, liable to retire by rotation.
- Appointment of Mr. Dhruv Jain (DIN 09710448), as a Director, liable to retire by rotation.

SPECIAL BUSINESS:

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5. Approval for Increase in the Overall Borrowing Limit of the Company under the Section 180(1)(c) of the Companies Act, 2013.
6. Approval for Creation of Charges on the Movable and Immovable Properties of the Company, both present and future, under the Section 180(1)(a) of the Companies Act, 2013.
7. Approval for the ratification of remuneration of Cost Auditor of the Company.
8. Approval for Issue of Non-Convertible Debentures on Private Placement basis.

Various questions and requests for clarifications from the Members were received by the Company before and during the AGM. They were duly addressed during the Q&A Session.

After Q&A Session, e-voting window was kept open for 15 minutes. Thereafter, AGM concluded at 11:53 a.m.

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Message from the Chairman and Managing Director

Dear Shareholders,

It gives me great pleasure to speak to you in the Annual General Meeting of your Company Varroc Engineering Limited. In FY26, the year gone by, we have strengthened our business, deepened our technology capabilities, improved financial resilience and moved with greater confidence towards our long-term aspiration of building a globally competitive, technology-led automotive solutions company.

The year reinforced a clear truth for our industry: future leadership will be defined not only by scale, but by the ability to combine engineering depth, embedded electronics, software-enabled functionality, sustainable manufacturing, customer intimacy and disciplined execution. Varroc's strategy is aligned to this transition.

FY 2025-26 was marked by both opportunity and uncertainty. The Indian economy remained one of the strongest growth engines globally, supported by resilient domestic demand, moderating inflation, easing interest rates and continued investments in manufacturing, infrastructure and mobility.

At the same time, global businesses continued to operate in an environment of rising tariff barriers, geopolitical tensions, supply-chain restrictions and increasing regionalisation. These developments reinforced the importance of resilience, localisation, technology depth and capital discipline in our business model.

Against this backdrop, Varroc delivered a year of steady growth and strategic progress. For FY26, consolidated revenue stood at approximately ₹88,905 million, reflecting around 9% year-on-year growth. EBITDA margin for the year was approximately 9.4%, while PBT margin improved by about 50 basis points to 4.3%.

Our India business continued to be the growth, profit and cash flow generation anchor for the Company. The continued strength of our India operations reflects the depth of our customer relationships, our diversified product portfolio and our ability to execute with agility across two-wheelers, three-wheelers, passenger vehicles and commercial vehicles.

Our overseas businesses remained an area of focus. These businesses have faced challenges due to market weakness, customer concentration and cost pressures. However, we have already started seeing recovery in growth in overseas operations. On the back of strong order wins, overseas electronics is expected to reach EBITDA neutral position by the end of FY27. Business win from highly advanced technology OEM's in Romania and Thailand will help us to establish our lighting and electronics business globally.

Structurally, we will continue to prioritize profitable growth, customer diversification, product mix improvement and disciplined capital allocation in our businesses.

These efforts are expected to support our ambition to build a globally competitive, leaner and more resilient international business.

A major highlight of the year was the growing contribution from electric vehicles. EV-related revenue continued to increase during FY26, with EV revenue contributing around 13% for the full year.

Importantly, our order wins were strongly skewed towards EV and future-facing platforms and include some high-end electronic products which can enhance our competitive positioning in India also. For the full year, net new business wins were approximately ₹32.89 billion in annualised peak revenue, with around 65% related to EV models. These wins validate our strategic focus on technology-led growth.

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Over the years, Varroc has made deliberate investments in EV components, lighting, electronics, telematics, advanced safety and connected solutions. We began localised production of two-wheeler and three-wheeler EV components in India in 2022 and have expanded our product portfolio into fuel-efficient products such as EFI and ISG.

Varroc continues to invest diligently in ADAS, driver monitoring systems and video telematics. We have also set up a dedicated R&D team in China for advanced lighting technology and to support electronics development. These initiatives demonstrate our intent to build capabilities ahead of industry transitions and offer integrated, high-technology solutions to customers.

Our business remains closely aligned with industry megatrends — electrification, safety, smart mobility, lightweighting, premiumisation and localisation. Varroc's portfolio spans electricals, electronics, lighting, polymers, metalics, aftermarket and advanced safety solutions, enabling us to participate meaningfully in the transformation of mobility.

Our focus is on accelerating advancements in electric vehicle systems, smart mobility solutions, and energy- efficient designs across platforms.

We are strengthening our global presence while deepening our commitment to localization and vertical integration. With a renewed organizational structure and a future-ready mindset, we aim to create more intelligent, connected and sustainable mobility solutions.

Powered by a diverse and empowered workforce, we are not just performing to change. We are shaping it. Together, we are propelling Varroc into a new era of growth, relevance, and global impact.

Sustainability remains central to our purpose. Varroc's stated vision is to engineer a better world through safe, smart and sustainable mobility solutions.

Our focus is on sustainable mobility solutions for EV and emission control, safe mobility through lighting and advanced safety technologies, and smart mobility through telematics, connected clusters and sensor interfaces. Our sustainability approach also covers responsible manufacturing, environmental stewardship, employee wellbeing and community development.

Sustainability is not merely a compliance requirement for Varroc; it is a core element of our long-term growth strategy and value creation journey. We remain committed to improving energy efficiency, increasing the use of renewable energy, conserving natural resources and minimising waste across our facilities.

Strong governance is fundamental to preserving stakeholder trust and creating enduring value. Our Board remains committed to the highest standards of integrity, transparency and accountability, supported by rigorous oversight of strategy, risk, compliance, internal controls and sustainability. Through a governance framework aligned with global best practices and regulatory expectations, we continue to strengthen Board effectiveness, ethical conduct, stakeholder engagement and long-term resilience. I would like to express my heartfelt gratitude to the Directors who stepped down during the year for their dedicated service and significant contributions to the Company's journey. I also extend a warm welcome, once again, to the new members of the Board whose experience, insight and leadership will enrich our deliberations and support the Company's next phase of growth and transformation.

People continue to be the foundation of Varroc. The spirit of Brilliance @ Scale is ultimately created by our teams — engineers who innovate, shopfloor colleagues who deliver quality every day, commercial teams who remain close to customers, finance and support teams who strengthen controls and governance, and leaders who build capabilities for the future.

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During the year, we continued to recognise and encourage performance, ownership and collaboration across the organisation. As mobility transforms, the capabilities required to succeed are also changing, and our teams are preparing Varroc to respond with agility and technology depth.

For Varroc, FY27 will be an important year of execution. Our priorities are clear: sustain above-market growth backed by technology-led product portfolio, improve profitability, revive overseas performance, strengthen cash generation and continue investing in future-facing technologies.

We will remain disciplined in capital allocation, with FY27 capex expected to be directed largely towards EV and electronics capacity expansion.

We are also developing strategic plans to cross revenue of ₹200 billion by FY2031. It is not merely a financial milestone — it is a reflection of our confidence in the opportunities ahead and our ability to create sustainable value for all stakeholders. A major part of this growth will be driven by EV-led growth, both in India and overseas markets. We are also strengthening our aftermarket business by widening the network as well as product portfolio. We also continue to explore non-auto adjacencies, inorganic opportunities which are close to our core areas of competencies and strategic partnerships.

This growth will also be driven by deepening relationships with existing customers as well as expanding our share with global OEMs.

With a robust business pipeline, expanding customer base and disciplined execution, we are confident of creating the next phase of growth and achieving our vision of becoming a ₹200 billion global mobility technology enterprise by FY2031.

We remain optimistic about the medium-to-long-term prospects of the automotive industry. India's structural growth drivers — rising income levels, infrastructure development, premiumisation, regulatory evolution and electrification — continue to create attractive opportunities. Globally, while uncertainties remain, the move towards resilient supply chains, regionalisation and technology-led sourcing can create new opportunities for companies with strong execution and engineering depth.

On behalf of the Board, I would like to thank our customers for their continued trust, our employees for their commitment, our suppliers and partners for their support, and our shareholders for their confidence in Varroc. We are deeply conscious of the responsibility that comes with this trust.

FY26 has strengthened our belief that Varroc has the capabilities, culture and strategic clarity to participate meaningfully in the next phase of mobility transformation. As we move forward, our endeavour will be to build a Varroc that is more innovative, more resilient, more sustainable and more profitable.

We will continue to pursue Brilliance @ Scale — not as a slogan, but as a way of working; not as a one-year theme, but as a long-term commitment to excellence.

Warm regards,

Tarang Jain

Chairman and Managing Director
Varroc Engineering Limited

ANNEXURE II

Resolution(1)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				1a) TO RECEIVE, CONSIDER AND ADOPT THE AUDITED STANDALONE FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED MARCH 31, 2026, AND THE REPORTS OF THE BOARD OF DIRECTORS AND AUDITORS THEREON				
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	114589800	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total	114589800	114589800	100	114589800	0	100	0
Public-Institutions	E-Voting	23728435	21331573	89.8988	3618026	17713547	16.9609	83.0391
	Poll							
	Postal Ballot (if applicable)							
	Total	23728435	21331573	89.8988	3618026	17713547	16.9609	83.0391
Public- Non Institutions	E-Voting	14468165	70985	0.4906	68987	1998	97.1853	2.8147
	Poll							
	Postal Ballot (if applicable)							
	Total	14468165	70985	0.4906	68987	1998	97.1853	2.8147
Total		152786400	135992358	89.0082	118276813	17715545	86.9731	13.0269
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

Resolution(2)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				1b) TO RECEIVE, CONSIDER AND ADOPT THE AUDITED CONSOLIDATED FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED MARCH 31, 2026, AND THE REPORT OF THE AUDITORS THEREON				
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	114589800	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total	114589800	114589800	100	114589800	0	100	0
Public-Institutions	E-Voting	23728435	21352179	89.9856	4697201	16654978	21.9987	78.0013
	Poll							
	Postal Ballot (if applicable)							
	Total	23728435	21352179	89.9856	4697201	16654978	21.9987	78.0013
Public- Non Institutions	E-Voting	14468165	70985	0.4906	68987	1998	97.1853	2.8147
	Poll							
	Postal Ballot (if applicable)							
	Total	14468165	70985	0.4906	68987	1998	97.1853	2.8147
Total		152786400	136012964	89.0216	119355988	16656976	87.7534	12.2466
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

Resolution(3)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				2. DECLARATION OF FINAL DIVIDEND FOR THE FINANCIAL YEAR 2025-26				
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	114589800	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total	114589800	114589800	100	114589800	0	100	0
Public-Institutions	E-Voting	23728435	21352179	89.9856	21291152	61027	99.7142	0.2858
	Poll							
	Postal Ballot (if applicable)							
	Total	23728435	21352179	89.9856	21291152	61027	99.7142	0.2858
Public- Non Institutions	E-Voting	14468165	70985	0.4906	70542	443	99.3759	0.6241
	Poll							
	Postal Ballot (if applicable)							
	Total	14468165	70985	0.4906	70542	443	99.3759	0.6241
Total		152786400	136012964	89.0216	135951494	61470	99.9548	0.0452
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

Resolution(4)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				3. APPOINTMENT OF MR. ARJUN JAIN (DIN:07228175) AS A DIRECTOR, LIABLE TO RETIRE BY ROTATION				
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	114589800	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total	114589800	114589800	100	114589800	0	100	0
Public-Institutions	E-Voting	23728435	21352179	89.9856	21183168	169011	99.2085	0.7915
	Poll							
	Postal Ballot (if applicable)							
	Total	23728435	21352179	89.9856	21183168	169011	99.2085	0.7915
Public- Non Institutions	E-Voting	14468165	70985	0.4906	68987	1998	97.1853	2.8147
	Poll							
	Postal Ballot (if applicable)							
	Total	14468165	70985	0.4906	68987	1998	97.1853	2.8147
Total		152786400	136012964	89.0216	135841955	171009	99.8743	0.1257
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

Resolution(5)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				4. APPOINTMENT OF MR. DHURV JAIN (DIN: 09710448), AS A DIRECTOR, LIABLE TO RETIRE BY ROTATION				
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	114589800	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total	114589800	114589800	100	114589800	0	100	0
Public-Institutions	E-Voting	23728435	21352179	89.9856	21062253	289926	98.6422	1.3578
	Poll							
	Postal Ballot (if applicable)							
	Total	23728435	21352179	89.9856	21062253	289926	98.6422	1.3578
Public- Non Institutions	E-Voting	14468165	70985	0.4906	68987	1998	97.1853	2.8147
	Poll							
	Postal Ballot (if applicable)							
	Total	14468165	70985	0.4906	68987	1998	97.1853	2.8147
Total		152786400	136012964	89.0216	135721040	291924	99.7854	0.2146
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

Resolution(6)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				5. APPROVAL FOR INCREASE IN THE OVERALL BORROWING LIMIT OF THE COMPANY UNDER THE SECTION 180(1)(c) OF THE COMPANIES ACT, 2013				
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)	$\frac{(3)}{[(2)/(1)]} \times 100$	(4)	(5)	$\frac{(6)}{[(4)/(2)]} \times 100$	$\frac{(7)}{[(5)/(2)]} \times 100$
Promoter and Promoter Group	E-Voting	114589800	114589800	100	114589800	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total	114589800	114589800	100	114589800	0	100	0
Public- Institutions	E-Voting	23728435	21352179	89.9856	21170330	181849	99.1483	0.8517
	Poll							
	Postal Ballot (if applicable)							
	Total	23728435	21352179	89.9856	21170330	181849	99.1483	0.8517
Public- Non Institutions	E-Voting	14468165	70985	0.4906	68987	1998	97.1853	2.8147
	Poll							
	Postal Ballot (if applicable)							
	Total	14468165	70985	0.4906	68987	1998	97.1853	2.8147
Total		152786400	136012964	89.0216	135829117	183847	99.8648	0.1352
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

Resolution(7)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				6. APPROVAL FOR CREATION OF CHARGES ON THE MOVABLE AND IMMOVABLE PROPERTIES OF THE COMPANY, BOTH PRESENT AND FUTURE, UNDER THE SECTION 180(1)(a) OF THE COMPANIES ACT, 2013				
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	114589800	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total	114589800	114589800	100	114589800	0	100	0
Public- Institutions	E-Voting	23728435	21352179	89.9856	21352179	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total	23728435	21352179	89.9856	21352179	0	100	0
Public- Non Institutions	E-Voting	14468165	70985	0.4906	68987	1998	97.1853	2.8147
	Poll							
	Postal Ballot (if applicable)							
	Total	14468165	70985	0.4906	68987	1998	97.1853	2.8147
Total		152786400	136012964	89.0216	136010966	1998	99.9985	0.0015
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

Resolution(8)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				7. APPROVAL FOR RATIFICATION OF REMUNERATION OF COST AUDITOR OF THE COMPANY				
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	114589800	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total	114589800	114589800	100	114589800	0	100	0
Public-Institutions	E-Voting	23728435	21352179	89.9856	21170330	181849	99.1483	0.8517
	Poll							
	Postal Ballot (if applicable)							
	Total	23728435	21352179	89.9856	21170330	181849	99.1483	0.8517
Public- Non Institutions	E-Voting	14468165	70985	0.4906	68987	1998	97.1853	2.8147
	Poll							
	Postal Ballot (if applicable)							
	Total	14468165	70985	0.4906	68987	1998	97.1853	2.8147
Total		152786400	136012964	89.0216	135829117	183847	99.8648	0.1352
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

Resolution(9)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				8. ISSUE OF NON-CONVERTIBLE DEBENTURES ON PRIVATE PLACEMENT BASIS				
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	114589800	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total	114589800	114589800	100	114589800	0	100	0
Public-Institutions	E-Voting	23728435	20716187	87.3053	20708420	7767	99.9625	0.0375
	Poll							
	Postal Ballot (if applicable)							
	Total	23728435	20716187	87.3053	20708420	7767	99.9625	0.0375
Public- Non Institutions	E-Voting	14468165	70985	0.4906	68987	1998	97.1853	2.8147
	Poll							
	Postal Ballot (if applicable)							
	Total	14468165	70985	0.4906	68987	1998	97.1853	2.8147
Total		152786400	135376972	88.6054	135367207	9765	99.9928	0.0072
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

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COMBINED SCRUTINIZER REPORT FOR REMOTE E-VOTING & E-VOTING CONDUCTED AT THE 38TH ANNUAL GENERAL MEETING (AGM) CARRIED OUT FOR M/S VARROC ENGINEERING LIMITED HELD THROUGH VIDEO CONFERENCING (VC) / OTHER AUDIO-VISUAL MEANS (OAVM) ON THURSDAY, AUGUST 20, 2026.

To,
The Chairman of 38th Annual General Meeting
of the Equity Shareholders of
Varroc Engineering Limited

38th Annual General Meeting of the Members of M/s. Varroc Engineering Limited ("The Company") held through Video Conferencing (VC) or Other Audio Visual Means (OAVM) on Thursday, August 20, 2026, 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 the Scrutinizer by the Board of Directors of M/s. Varroc Engineering Limited ("The Company") for the purpose of scrutinizing the remote e-Voting and e-Voting at the 38th 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 ("SEBI Listing Regulations") read with General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020 and 09/2024 dated, September 19, 2024 and 3/2025 dated September 22, 2025, ("MCA Circulars") issued by the Ministry of Corporate Affairs (MCA) and circular issued by Securities and Exchange Board of India (SEBI) vide circular no. SEBI/ HO/ CFD/ CFDPoD-2/ P/ CIR/ 2024/ 133 dated October 3, 2024 read with Master Circular SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024 issued by SEBI (hereinafter collectively referred to as "the Circulars") along with other applicable circulars issued by MCA & SEBI from time to time ("Circulars") on the resolutions contained in the Notice of AGM of the Members of the Company held on Thursday, August 20, 2026, 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 SEBI Listing Regulations relating to remote e-Voting and e-Voting at the AGM for the resolutions contained in the Notice of the 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 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 circulars, the Company has sent Notice of AGM along with the Annual Report for FY 2025-26 by electronic mode only on July 28, 2026, to all the Members whose email addresses were registered with the Depository Participants or the Company or the RTA. The AGM Notice contained the detailed procedure to be followed by the Members who were desirous of casting their votes electronically as provided in Rule 20 of the Companies (Management and Administration) Rules, 2014.

Further, in accordance with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulation 2015 ('Listing Regulations') as amended, read with the Companies Act, 2013, the Company has sent a letter containing the web-link along with the path to access the Annual Report of the Company to shareholders whose Email IDs are not registered with the Company/ Depository Participant.

Further, the Company had uploaded the AGM Notice containing the item 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 for perusal by those members who may want to access the same.

- The Company has published advertisement in the following newspapers containing all the required information:
 - a) in compliance with MCA Circulars on Monday, July 13, 2026, in English language in Mumbai and Pune Edition of Business Standard and in Regional Language (Marathi) in Marathwada Edition of Loksatta; and
 - b) in terms of applicable provisions of Rule 20 of Companies Act, 2013 on Wednesday, July 29, 2026, in English language in Mumbai and Pune Edition of Business Standard and in Regional Language (Marathi) in Loksatta.
 - c) The Company had engaged services of NSDL to provide remote e-Voting facility prior to AGM and e-Voting at the AGM to all its members to cast their vote on the resolution set out in the Notice of AGM.

Cut-off date for e-Voting	Thursday, August 13, 2026
Commencement of remote e-Voting	Monday, August 17, 2026, at 09:00 A.M. (IST)
Conclusion of remote e-Voting	Wednesday, August 19, 2026, at 5:00 P.M (IST).

e-Voting at the AGM	From commencement of the AGM till conclusion of AGM
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- d) At the AGM, the Company Secretary 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.
- e) 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 the resolutions as per the Notice of the AGM of the Company stand passed with requisite majority.

Annexure-I

The result of the remote e-Voting together with that of the e-Voting at the AGM is as under:

1. TO RECEIVE, CONSIDER AND ADOPT

(a) THE AUDITED STANDALONE FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED MARCH 31, 2026, AND THE REPORTS OF THE BOARD OF DIRECTORS AND THE AUDITORS THEREON – ORDINARY RESOLUTION.

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

Mode of Voting	Number of members Voted	Number of votes cast	% of total number of Valid votes cast (a+b)
Voted through remote e-Voting	169	118276813	86.97%
Voted through e-Voting at the AGM	0	0	0
Total (a)	169	118276813	86.97%

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

Mode of Voting	Number of members Voted	Number of votes cast	% of total number of Valid votes cast (a+b)
Voted through remote e-Voting	65	17715545	13.03%

Voted through e-Voting at the AGM	0	0	0.00%
Total(b)	65	17715545	13.03%

(iii) **Invalid 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 (i+ii) = 135992358

(b) TO RECEIVE, CONSIDER AND ADOPT THE AUDITED CONSOLIDATED FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED MARCH 31, 2026, AND THE REPORTS OF THE AUDITORS THEREON - ORDINARY RESOLUTION

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

Mode of Voting	Number of members Voted	Number of votes cast	% of total number of Valid votes cast (a+b)
Voted through remote e-Voting	195	119355988	87.75%
Voted through e-Voting at the AGM	0	0	0
Total (a)	195	119355988	87.75%

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

Mode of Voting	Number of members Voted	Number of votes cast	% of total number of Valid votes cast (a+b)
Voted through remote e-Voting	40	16656976	12.25%
Voted through e-Voting at the AGM	0	0	0.00%
Total(b)	40	16656976	12.25%

(iii) **Invalid 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 (i+ii) = 136012964

2. TO DECLARE FINAL DIVIDEND ON EQUITY SHARES OF THE COMPANY FOR THE FINANCIAL YEAR 2025-26 - ORDINARY RESOLUTION.

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

Mode of Voting	Number of members Voted	Number of votes cast	% of total number of Valid votes cast (a+b)
Voted through remote e-Voting	224	135951494	99.95%
Voted through e-Voting at the AGM	0	0	0.00%
Total (a)	224	135951494	99.95%

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

Mode of Voting	Number of members Voted	Number of votes cast	% of total number of Valid votes cast (a+b)
Voted through remote e-Voting	13	61470	0.05%
Voted through e-Voting at the AGM	0	0	0
Total(b)	13	61470	0.05%

(iii) **Invalid 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 (i+ii) = 136012964

3. TO APPOINT MR. ARJUN JAIN (DIN: 07228175), 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 Voted	Number of votes cast	% of total number of Valid votes cast (a+b)
Voted through remote e-Voting	219	135841955	99.87%
Voted through e-Voting at the AGM	0	0	0.00%
Total (a)	219	135841955	99.87%

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

Mode of Voting	Number of members Voted	Number of votes cast	% of total number of Valid votes cast (a+b)
Voted through remote e-Voting	20	171009	0.13%
Voted through e-Voting at the AGM	0	0	0.00%
Total(b)	20	171009	0.13%

(iii) **Invalid 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 (i+ii) = 136012964

4. TO APPOINT MR. DHRUV JAIN (DIN: 09710448), 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 Voted	Number of votes cast	% of total number of Valid votes cast (a+b)
Voted through remote e-Voting	218	135721040	99.79%
Voted through e-Voting at the AGM	0	0	0.00%
Total (a)	218	135721040	99.79%

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

Mode of Voting	Number of members Voted	Number of votes cast	% of total number of Valid votes cast (a+b)
Voted through remote e-Voting	22	291924	0.21%
Voted through e-Voting at the AGM	0	0	0.00%
Total(b)	22	291924	0.21%

(iii) **Invalid 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 (i+ii) = 136012964**

5. TO CONSIDER & APPROVE FOR INCREASE IN THE OVERALL BORROWING LIMIT OF THE COMPANY UNDER THE SECTION 180(1)(c) OF THE COMPANIES ACT, 2013 - SPECIAL RESOLUTION.

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

Mode of Voting	Number of members Voted	Number of votes cast	% of total number of Valid votes cast (a+b)
Voted through remote e-Voting	221	135829117	99.86%
Voted through e-Voting at the AGM	0	0	0.00%
Total (a)	221	135829117	99.86%

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

Mode of Voting	Number of members Voted	Number of votes cast	% of total number of Valid votes cast (a+b)
Voted through remote e-Voting	17	183847	0.14%
Voted through e-Voting at the AGM	0	0	0.00%
Total(b)	17	183847	0.14%

(iii) **Invalid 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 (i+ii) = 136012964

6. TO CONSIDER & APPROVE FOR CREATION OF CHARGES ON THE MOVABLE AND IMMOVABLE PROPERTIES OF THE COMPANY, BOTH PRESENT AND FUTURE, UNDER SECTION 180(1)(a) OF THE COMPANIES ACT, 2013 - SPECIAL RESOLUTION.

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

Mode of Voting	Number of members Voted	Number of votes cast	% of total number of Valid votes cast (a+b)
Voted through remote e-Voting	224	136010966	100%
Voted through e-Voting at the AGM	0	0	0.00%
Total (a)	224	136010966	100%

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

Mode of Voting	Number of members Voted	Number of votes cast	% of total number of Valid votes cast (a+b)
Voted through remote e-Voting	11	1998	0.00%
Voted through e-Voting at the AGM	0	0	0.00%
Total(b)	11	1998	0.00%

(iii) **Invalid 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 (i+ii) = 136012964

7. TO CONSIDER RATIFICATION OF REMUNERATION OF COST AUDITOR OF THE COMPANY – ORDINARY RESOLUTION.

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

Mode of Voting	Number of members Voted	Number of votes cast	% of total number of Valid votes cast (a+b)
Voted through remote e-Voting	221	135829117	99.86%
Voted through e-Voting at the AGM	0	0	0.00%
Total (a)	221	135829117	99.86%

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

Mode of Voting	Number of members Voted	Number of votes cast	% of total number of Valid votes cast (a+b)
Voted through remote e-Voting	17	183847	0.14%
Voted through e-Voting at the AGM	0	0	0.00%
Total(b)	17	183847	0.14%

(iii) **Invalid 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 (i+ii) = 136012964**

8. TO CONSIDER & 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 Voted	Number of votes cast	% of total number of Valid votes cast (a+b)
Voted through remote e-Voting	207	135367207	99.99%
Voted through e-Voting at the AGM	0	0	0.00%
Total (a)	207	135367207	99.99%

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

Mode of Voting	Number of members Voted	Number of votes cast	% of total number of Valid votes cast (a+b)
Voted through remote e-Voting	12	9765	0.01%
Voted through e-Voting at the AGM	0	0	0.00%
Total(b)	12	9765	0.01%

(iii) **Invalid 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 (i+ii) = 135376972**

UMA LODHA & CO.

COMPANY SECRETARIES

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Email: uma@umalodha.com | info@umalodha.com
Website: www.umalodha.com

All the Resolutions stand passed under remote e-Voting and e-Voting at the AGM with the requisite majority.

The electronic data and all other relevant records relating to the remote e-Voting and e-Voting at the AGM are under my safe custody until the Chairman approves and signs the Minutes of the AGM and thereafter will be handed over to the Company Secretary of the Company for safe preservation.

For Uma Lodha & Co.
Practicing Company Secretaries

UMA
NIPUN
LODHA

Digitally signed by UMA NIPUN LODHA
DN: cn=UMA NIPUN LODHA, o=PERSONAL, title=2661,
pseudonym=4002cc31f7b47b1e8fa4db73
3f422e9,
2.5.4.20=020b0daff007e12403c0f663a36
0012ae596f12eb899d1b5eaf013dcdbd0ac,
postalCode=400097, st=Maharashtra,
serialNumber=0636706be852106dc5eab82
02b0043ee0f17681e46080ba183c881a4c1c4
a4e6e, cn=UMA NIPUN LODHA
Date: 2026.08.20 13:43:39 +05'30'

Uma Lodha

Proprietor

(COP NO. 2593)

UDIN NO. F005363H001163696

Place: Mumbai

Date: 20.08.2026

Counter Signed
For Varroc Engineering Limited

ANIL GHATIYA

Digitally signed by ANIL
GHATIYA
Date: 2026.08.20 13:50:27
+05'30'

Anil Ghatiya
Company Secretary