

Varroc Engineering Limited

Regd. & Corp. Office

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

Tel +91 240 6653600
Fax +91 240 2564540

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



VARROC/SE/INT/2019-20/43

August 10, 2019

To,

1) 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.

1) The Manager – Listing
The Corporate Relation Department,
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Fort,
Mumbai-400001.

NSE Symbol: VARROC

BSE Security Code: 541578
Security ID: VARRROC

Dear Sirs,

Sub.: Submission of Voting Results pursuant to Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

We wish to inform you that 31st AGM of the Company was held on Friday, 09, 2018 at 10:00 a.m. at the registered office of the Company at Plot No L-4, MIDC Industrial Area, Waluj, Aurangabad-431136.

Pursuant to Section 108 of the Companies Act, 2013 read with the Rules made thereunder, as amended ('Rules') and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company had provided facility for remote e-voting to the shareholders to cast their votes on the items of business stated in the AGM notice. The remote e-voting system was open from Monday, August 05, 2019 (9.00 a.m.) to Thursday, August 08, 2019 (5.00 p.m.).

As required under the said Rules, facility to Vote through Ballot paper was also made available at the venue of the AGM and members attending the meeting who had not already cast their votes by remote e-voting were able to cast their vote at the venue of the meeting using Ballot paper.

The Company has now received the report of the Scrutinizer, confirming details of voting through remote e-voting and details of ballot paper Votes at the AGM. Accordingly, as per the said Rules, all the resolutions are passed on the date of the AGM, i.e. August 09, 2019.



Continuation Sheet



In terms of Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the businesses considered and approved by the shareholders with an overwhelming majority, together with the Scrutinizer's consolidated report on e-voting and voting results. A copy of the same is also being placed on the Company's website and on the Notice Board at Corporate Office of the Company. .

We hope you find the same in order.

Thanking you,

Yours faithfully,
For Varroc Engineering Limited

A handwritten signature in blue ink, appearing to read 'Rakesh Darji', with a stylized flourish at the end.



Rakesh Darji
Company Secretary and Compliance Officer

Encl. : As above

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Date of AGM : August 9, 2019
Total No. of shareholders as of Cut-off date: 49,540
No. of shareholders present in the Meeting either in Person or through Proxy :
Promoter and Promoter Group : 4
Public : 52
No. of shareholders who attended the meeting through Video Conferencing : NA

Varroc Engineering Limited									
Resolution Required : (Ordinary)									
1 - To receive, consider and adopt: (a) the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2019 and the reports of the Board of Directors and Auditors thereon; (b) the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2019 and the report of the Auditors thereon									
Whether promoter/ promoter group are interested in the agenda/resolution?									
Category	Mode of Voting	No. of shares held [1]	No. of votes polled [2]	% of Votes Polled on outstanding shares [3] = {[2]/[1]}*100	No. of Votes – in favour [4]	No. of Votes –Against [5]	% of Votes in favour on votes polled [6] = {[4]/[2]}*100	% of Votes against on votes polled [7] = {[5]/[2]}*100	
Promoter and Promoter Group	E-Voting Poll	114589800	114589800	100.0000	114589800	0	100.0000	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 Poll	16652302	13064256	78.4532	13064256	0	100.0000	0.0000	
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	
	Total		13064256	78.4532	13064256	0	100.0000	0.0000	
Public Non Institutions	E-Voting Poll	3569428	209850	5.8791	209835	15	99.9929	0.0071	
	Postal Ballot		2411	0.0675	2411	0	100.0000	0.0000	
	Total		212261	5.9466	212246	15	99.9929	0.0071	
Total		134811530	127866317	94.8482	127866302	15	100.0000	0.0000	

For Varroc Engineering Limited

Navar Bhatnagar

Chairman



Varroc Engineering Limited									
Resolution Required : (Ordinary)		2- To declare a dividend on Ordinary (Equity) Shares.							
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	
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	
Public Institutions	Total		114589800	100.0000	114589800	0	100.0000	0.0000	
	E-Voting		13064256	78.4532	13064256	0	100.0000	0.0000	
	Poll		0	0.0000	0	0	0.0000	0.0000	
	Postal Ballot		16652302						
Public Non Institutions	Total		13064256	78.4532	13064256	0	100.0000	0.0000	
	E-Voting		209850	5.8791	209820	30	99.9857	0.0143	
	Poll		2411	0.0675	2411	0	100.0000	0.0000	
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	
Total	Total		212261	5.9466	212231	30	99.9859	0.0141	
			127866317	94.8482	127866287	30	100.0000	0.0000	

For Varroc Engineering Limited



Manoj Kumar

Chairman

Varroc Engineering Limited									
Resolution Required : (Ordinary)		3 - To appoint a Director in the place of Mr. Naresh Chandra 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 [2]	% of Votes Polled on outstanding shares [3] = ([2]/[1])*100	No. of Votes - in favour [4]	No. of Votes -Against [5]	% of Votes in favour on votes polled [6] = ([4]/[2])*100	% of Votes against on votes polled [7] = ([5]/[2])*100	
Promoter and Promoter Group	E-Voting		104589800	91.2732	104589800	0	100.0000	0.0000	
	Poll		0	0.0000	0	0	0.0000	0.0000	
	Postal Ballot	114589800	0	0.0000	0	0	0.0000	0.0000	
	Total		104589800	91.2732	104589800	0	100.0000	0.0000	
Public Institutions	E-Voting		12626960	75.8271	12626960	0	100.0000	0.0000	
	Poll		0	0.0000	0	0	0.0000	0.0000	
	Postal Ballot	16652302	0	0.0000	0	0	0.0000	0.0000	
	Total		12626960	75.8271	12626960	0	100.0000	0.0000	
Public Non Institutions	E-Voting		209850	5.8791	209759	91	99.9566	0.0434	
	Poll		2411	0.0675	2411	0	100.0000	0.0000	
	Postal Ballot	3569428	0	0.0000	0	0	0.0000	0.0000	
	Total		212261	5.9466	212170	91	99.9571	0.0429	
Total		134811530	117429021	87.1061	117428930	91	99.9999	0.0001	

For Varroc Engineering Limited


Naresh Chandra

Chairman

Varroc Engineering Limited									
4 - To Increase borrowing limits of the Company									
No									
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares [3]=([2]/[1])*100	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled [6]=([4]/[2])*100	% of Votes against on votes polled [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	16652302	13064256	78.4532	13064256	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		13064256	78.4532	13064256	0	100.0000	0.0000	
Public Non Institutions	E-Voting	3569428	209850	5.8791	209826	24	99.9886	0.0114	
	Poll		2411	0.0675	2411	0	100.0000	0.0000	
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	
	Total		212261	5.9466	212237	24	99.9887	0.0113	
			177866317	94.8482	127866293	24	100.0000	0.0000	

For Varroc Engineering Limited



Chairman



Varroc Engineering Limited								
Resolution Required : (Special)		5 - Creation of Mortgage/Charge on the assets 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
Promoter and Promoter Group	E-Voting	[1]	[2]	$[3]=\{[2]/[1]\} \times 100$	[4]	[5]	$[6]=\{[4]/[2]\} \times 100$	$[7]=\{[5]/[2]\} \times 100$
	Poll		114589800	100.0000	114589800	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
Public Institutions	Total	114589800	114589800	100.0000	114589800	0	100.0000	0.0000
	E-Voting		13064256	78.4532	13064256	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
Public Non Institutions	Postal Ballot	16652302						
	Total		13064256	78.4532	13064256	0	100.0000	0.0000
	E-Voting		209850	5.8791	209826	24	99.9886	0.0114
Total	Poll		2411	0.0675	2411	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		212261	5.9466	212237	24	99.9887	0.0113
		134811530	127866317	94.8482	127866293	24	100.0000	0.0000

For Varroc Engineering Limited



Chairman



Varroc Engineering Limited									
Resolution Required : (Special)		6 - Increase in the limits applicable for making investments / extending loans and giving guarantees or providing securities in connection with loans to Persons / Bodies Corporate							
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	
Promoter and Promoter Group	E-Voting	[1]	[2]	$[3]=([2]/[1])*100$	[4]	[5]	$[6]=([4]/[2])*100$	$[7]=([5]/[2])*100$	
	Poll	114589800	114589800	100.0000	114589800	0	100.0000	0.0000	
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	
Public Institutions	Total		114589800	100.0000	114589800	0	100.0000	0.0000	
	E-Voting	16652302	13064256	78.4532	10822828	2241428	82.8430	17.1570	
	Poll		0	0.0000	0	0	0.0000	0.0000	
Public Non Institutions	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	
	Total		13064256	78.4532	10822828	2241428	82.8430	17.1570	
	E-Voting	3569428	209850	5.8791	209759	91	99.9566	0.0434	
Poll	2411		0.0675	2411	0	100.0000	0.0000		
Total	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	
	Total		212261	5.9466	212170	91	99.9571	0.0429	
			127866317	94.8482	125624798	2241519	98.2470	1.7530	

For Varroc Engineering Limited

Varroc Engineering Ltd.

Chairman

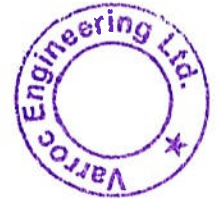


Varroc Engineering Limited									
Resolution Required : (Ordinary)		7 - Ratification of remuneration of Cost Auditor							
Whether promoter/ promoter group are interested in the agenda/resolution?		No							
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding 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	100.0000	114589800	0	100.0000	0.0000	
	Poll		0	0.0000		0	0.0000	0.0000	
	Postal Ballot	114589800	0	0.0000	0	0	0.0000	0.0000	
Public Institutions	Total		114589800	100.0000	114589800	0	100.0000	0.0000	
	E-Voting		13064256	78.4532	13064256	0	100.0000	0.0000	
	Poll		0	0.0000	0	0	0.0000	0.0000	
Public Non Institutions	Total	16652302	0	0.0000	0	0	0.0000	0.0000	
	E-Voting		13064256	78.4532	13064256	0	100.0000	0.0000	
	Poll		209850	5.8791	209785	65	99.9690	0.0310	
Total	Total	3569428	2411	0.0675	2411	0	100.0000	0.0000	
	E-Voting		0	0.0000	0	0	0.0000	0.0000	
	Postal Ballot		212261	5.9466	212196	65	99.9694	0.0306	
Total		134811530	127866317	94.8482	127866252	65	99.9999	0.0001	

For Varroc Engineering Limited



Chairman



**COMBINED SCRUTINIZER REPORT FOR E-VOTING & POLL CARRIED OUT FOR
M/S VARROC ENGINEERING LIMITED**

To,

The Chairman of 31st Annual General Meeting of the Members of M/s Varroc Engineering Limited, ("The Company") held in the Auditorium Hall located at the Registered office of the Company at Plot No:- L-4, MIDC Industrial Area, Waluj, Aurangabad-431136, Maharashtra State, India on Friday, August 09, 2019 at 10:00 a.m.

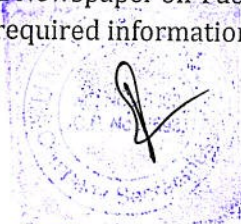
Sub: Passing of Resolution through electronic and poll conducted at the 31st Annual General Meeting of M/s Varroc Engineering Limited (The Company), held on August 09, 2019.

Pursuant to the Resolution passed by the Board of Directors of M/s Varroc Engineering Limited at their meeting held on 24th May, 2019, I have been appointed as a Scrutinizer for the purpose of scrutinizing the e-voting process and ascertaining the requisite majority on e-voting carried out as per the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014. The Chairman of the 31st Annual General Meeting (AGM) has appointed me as the Scrutinizer for the Poll under the provisions of Section 109 of Companies Act, 2013 read with and Rule 21(2) of the Companies (Management and Administration) Rules, 2014], on the resolution contained in the notice to the 31st Annual General Meeting (AGM) of the members of the Company held on the Friday, August 09, 2019 at 10:00 a.m. at the Auditorium Hall located at the Registered office of the Company at Plot No:- L-4, MIDC Industrial Area, Waluj, Aurangabad-431136, Maharashtra State.

The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and rules relating to voting through electronic means and polls on the resolution contained in the notice to the 31st Annual General Meeting (AGM) of the members of the Company. My responsibility as a Scrutinizer for the e-voting process and for poll at the Annual General Meeting is restricted to make a scrutinizer report for the votes cast "in favour" or "against" the resolution stated above, based on the reports generated from the e-voting system provided by Central Depository Services (India) Limited (CDSL), the authorized agency engaged by the Company to provide e-voting facility and also at the time of poll at the Annual General Meeting.

Further, I submit my report as under:

- The Notices sent (both through email and physical form) contained the detailed procedure to be followed by the shareholders who were desirous of casting their votes electronically as provided in the Rule 20 of the Companies (Management and Administration) Rules, 2014.
- As prescribed in clause (v) of Sub Rule 4 of the Rule 20, the Company also released an advertisement, which was published 21 days in advance from the date of Annual General Meeting in English language in The Business Standard Newspaper and in Regional Language (Marathi) in Loksatta Newspaper on Tuesday, 16th July, 2019. The notice published in the newspaper carried the required information as specified in Sub Rule 4(v) (a) to (h) of the said Rule 20.



- The e-voting remained open from Monday, 5th August 2019 (09.00 a.m. IST.) till Thursday, 8th August 2019 (5.00 p.m. IST.).
- The members of the Company as on the "cutoff date" i.e. Friday, 2nd August 2019 was entitled to vote on the resolutions (item no.1 to 7) as set out in the notice to the 31st Annual General Meeting (AGM) of the members of the Company.
- There are in all 106 shareholders holding 12,78,63,906 Equity shares of the Company, who have participated in the e-voting process carried out by the Company.
- Thereafter, the details containing inter alia, the list of Equity Shareholders, who voted "for" or "against" each of the resolution that were put to vote, were generated from the e-voting website of Central Depository Services (India) Limited (CDSL) i.e. www.e-votingindia.com and based on the reports generated, the result of the e-voting is as under:

At the 31st Annual General Meeting of the Company held on 9th August, 2019, the Chairman of the Company had suo motto called for a Poll to facilitate the members present in the meeting who could not participate in the e-voting to record their votes through the poll process. The Chairman of the 31st Annual General Meeting had appointed me as the Scrutinizer for the same. For further details kindly refer to my Scrutinizer report in form MGT-13 dated 9th August, 2019.

The votes cast were unlocked on 9th August, 2019 in the presence of 2 witnesses who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.

I have issued separate Scrutinizer Report dated, 9th August, 2019 on the e-Voting on the resolutions contained in the notice to the 31st Annual General Meeting. As a request by the management, I hereby submit a combined report on the results of e-Voting together with that of poll as under:



UMA LODHA & CO.

COMPANY SECRETARIES

The result of the E-voting together with that of the Poll is as under:

Item no of Notice	Particulars of Business	Votes in favour of the resolution		Votes against the resolution	
		Nos.	% of Total Valid number of votes cast	Nos.	% of Total Valid number of votes cast
Item No. 1 of the Notice (As an Ordinary Resolution)	E-voting	12,78,63,891	100%	15	0.00%
	Poll	2,411	0.00%	0	0.00%
	TOTAL	12,78,66,302	100%	15	0.00%
Item No. 2 of the Notice (As an Ordinary Resolution)	E-voting	12,78,63,876	100%	30	0.00%
	Poll	2,411	0.00%	0	0.00%
	TOTAL	12,78,66,287	100%	30	0.00%
Item No. 3 of the Notice (As an Ordinary Resolution)	E-voting	11,74,26,519	99.99%	91	0.01%
	Poll	2,411	0.00%	0	0.00%
	TOTAL	11,74,28,930	99.99%	91	0.01%
Item No. 4 of the Notice (As an Special Resolution)	E-voting	12,78,63,882	100%	24	0.00%
	Poll	2,411	0.00%	0	0.00%
	TOTAL	12,78,66,293	100%	24	0.00%
Item No. 5 of the Notice (As a Special Resolution)	E-voting	12,78,63,882	100%	24	0.00%
	Poll	2,411	0.00%	0	0.00%
	TOTAL	12,78,66,293	100%	24	0.00%
Item No. 6 of the Notice (As a Special Resolution)	E-voting	12,56,22,387	98.25%	22,41,519	1.75%
	Poll	2,411	100%	0	0%
	TOTAL	12,56,24,798	98.25%	22,41,519	1.75%
Item No.7 of the Notice (As an Ordinary Resolution)	E-voting	12,78,63,841	100%	65	0.00%
	Poll	2,411	0.00%	0	0.00%
	TOTAL	12,78,66,252	100%	65	0.00%

All the Resolution stands passed under e-voting and poll with the requisite majority.



UMA LODHA & CO.

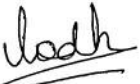
COMPANY SECRETARIES

I hereby confirm that I am maintaining the Registers received from the Service Provider both electronically and manually, in respect of the votes cast through e-Voting and Poll by the shareholders of the Company. I shall be arranging to hand over these records to you or such other person as authorized by you.

Thanking you,

Yours faithfully,

For Uma Lodha & Co.
Company Secretaries


Uma Lodha
Proprietor
(COP NO. 2593)

Place: Mumbai

Date: 9/08/2019

Witness 1.

Ms. Madhu Kadam



Witness 2.

Ms. Nikita Morab



