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/2025-26/111

November 13, 2025

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-400 001.
BSE Security Code: 541578
[Debt: 975062]

Sub: Postal Ballot Notice
Ref.: Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations")

Pursuant to the Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose herewith Postal Ballot Notice dated November 12, 2025 for seeking approval of the Members of the Company for the resolution as set out in the Postal Ballot Notice, proposed to be passed as a Special Resolution only by voting through electronic means.

In compliance with the applicable circulars issued by the Ministry of Corporate Affairs and the Securities and Exchange Board of India, the Company has sent Postal Ballot Notice by electronic mode only, on Thursday, November 13, 2025, to all the Members whose email addresses are registered with the Depositories or the Company and whose names appear in the list of Beneficial Owners as received from Depositories as on Tuesday, November 11, 2025.

The Postal Ballot Notice is also uploaded on Company's website at www.varroc.com.

Key information about the Postal Ballot Notice is reproduced below for ready reference:

Cut-off date for e-voting	Tuesday, November 11, 2025
Commencement of Remote e-voting	Friday, November 14, 2025, at 9.00 a.m. (IST)
Conclusion of Remote e-voting	Saturday, December 13, 2025, at 5.00 p.m. (IST)

We request you to take the above on record and the same be treated as compliance under applicable provisions of the Listing Regulations.

Thanking you,

For Varroc Engineering Limited

ANIL GHATIYA
Digitally signed by ANIL GHATIYA
Date: 2025.11.13 19:14:38 +05'30'

Anil Ghatiya
Company Secretary & Compliance Officer

Encl: A/a

VARROC ENGINEERING LIMITED

CIN: L28920MH1988PLC047335

Regd. Office: Plot No. L - 4, MIDC Industrial Area, Waluj

Chhatrapati Sambhaji Nagar (erstwhile Aurangabad) – 431136, Maharashtra

Tel No: +91 240 6653700; Fax No: +91 240 2564540

Web: www.varroc.com; Email Id: investors@varroc.com

POSTAL BALLOT NOTICE

Dear Member(s),

NOTICE is hereby given pursuant to the provisions of Sections 108, 110 and other applicable provisions, if any, of the Companies Act, 2013, (the 'Act') including any statutory amendment(s), modification(s), variation(s) or re-enactment(s) thereof for the time being in force read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, ('the Rules') as amended from time to time, Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India ("SS-2"), each as amended, General Circular No. 14/2020 dated April 8, 2020, No. 17/2020 dated April 13, 2020, No. 22/2020 dated June 15, 2020, No. 33/2020 dated September 28, 2020, No. 39/2020 dated December 31, 2020, No. 10/2021 dated June 23, 2021, No. 20/2021 dated December 8, 2021, No. 3/2022 dated May 5, 2022, No. 10/2022 dated December 28, 2022, No. 9/2023 dated September 25, 2023, No. 9/2024 dated September 19, 2024, No. 03/2025 dated September 22, 2025 issued by the Ministry of Corporate Affairs for holding General Meetings / conducting the postal ballot process through e-voting (the 'MCA Circulars'), and relevant circulars issued by the Securities Exchange Board of India ("SEBI") including Circular No. dated October 3, 2024 SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'Listing Regulations'), and any other applicable law, Rules and Regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) that the Resolution as set out hereunder is proposed for approval by the Members of Varroc Engineering Limited ("Varroc" or "the Company") by way of Special Resolution through Postal Ballot by voting only through remote electronic means ('Remote e-voting').

Pursuant to Sections 102 and 110 and other applicable provisions of the Act, the statement setting out the material facts and the reasons / rationale pertaining to the said Resolution is appended to this Postal Ballot Notice and forms an integral part thereof.

In compliance with the aforesaid provisions and MCA Circulars, this Postal Ballot Notice is being sent through electronic mode only to all its Members whose e-mail addresses are registered with the Company/Registrar and Transfer Agent ("**RTA**")/Depositories and whose names appear in the Register of Members / List of Beneficial Owners maintained by the Company/RTA/Depositories as on Tuesday, November 11, 2025 ('cut-off date') and whose e-mail addresses are registered with the Company / RTA/ Depositories, please follow the process provided in the Notes hereunder hereinunder for registration of E-mail ID and for procuring login ID and password for remote e-voting. The communication of the assent or dissent of the Members would only take place through the remote e-voting system. In compliance with the requirements of the MCA Circulars, hard copy of the Postal Ballot Notice along with the Postal Ballot Forms and pre-paid Business Reply Envelope will not be sent to the members for this Postal Ballot. Pursuant to the Regulation 44 of the Listing Regulations and pursuant to the provisions of Sections 108, 110 and other applicable provisions of the Act read with the Rules framed thereunder, SS-2 and the MCA Circulars, the Company has provided to all the members (whether holding shares in physical or in dematerialized form) the facility to exercise their right to vote on the proposed resolution included in this Postal Ballot notice only through remote e-voting, on the platform of National Securities Depository Limited ("NSDL") instead of submitting Postal Ballot Forms. The instructions for remote e-voting are provided in this Postal Ballot Notice. This Postal Ballot Notice can also be accessed from the websites of the Stock Exchanges, i.e. BSE Limited ('BSE') at www.bseindia.com and National Stock Exchange of India Limited ('NSE') at www.nseindia.com and on the website of NSDL at www.evoting.nsdl.com.

The remote e-voting period commences from 9.00 a.m. (IST) on Friday, November 14, 2025, and ends at 5.00 p.m. (IST) on Saturday, December 13, 2025. The remote e-voting module shall be disabled for voting by NSDL after 5.00 p.m. (IST) on Saturday, December 13, 2025. The Members are requested to carefully read the instructions in this Postal Ballot Notice and record their assent (FOR) or dissent (AGAINST) through the remote e-voting process before the end of the e-voting period. The remote e-voting will not be allowed beyond the aforesaid date and time, and the remote e-voting module shall be disabled by MUFG Intime India Private Limited (Formerly Link Intime India Pvt. Ltd) upon expiry of the aforesaid period.

In accordance with Rule 22 (5) of the Rules, the Board of Directors of the Company at its meeting held on November 12, 2025, has appointed M/s. Uma Lodha & Co., Practicing Company Secretaries, Mumbai (Membership No: FCS 5363, COP No: 2593), to act as the Scrutinizer ("the Scrutinizer") for conducting the Postal Ballot through the remote e-Voting process, in a fair and transparent manner. The Scrutinizer will submit its Report to the Chairman of the Company, or any person authorized by her, after completion of scrutiny of votes cast through remote e-voting. The Scrutinizer's decision on the validity of the Postal Ballot shall be final. The Result of the Postal Ballot will be announced within two working days after the conclusion of the Postal Ballot through the Remote e-voting, i.e., on or before Tuesday, December 16, 2025. The voting results declared along with the Scrutinizer's Report will be placed on the website of the Company at www.varroc.com and on the website of NSDL at www.evoting.nsdl.com and shall also be communicated to the Stock Exchanges on which the Equity Shares of the Company are listed, i.e., BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively. The proposed Special Resolution, if approved, shall be deemed to have been passed on the last date of voting, i.e., Saturday, December 13, 2025, if approved by the requisite majority.

The Resolution passed by the members through Postal Ballot shall be deemed to have been passed as if it has been passed at a General Meeting of the members.

PROPOSED RESOLUTION TO BE PASSED THROUGH POSTAL BALLOT:

SPECIAL BUSINESS

1. APPOINTMENT OF MR. AVINASH RAMDAS CHINTAWAR (DIN - 07817177) AS A DIRECTOR / WHOLE TIME DIRECTOR OF THE COMPANY

To consider and, if thought fit, to pass with or without modification(s), the following Resolution as a **SPECIAL RESOLUTION**:

"RESOLVED THAT pursuant to recommendation of the Nomination and Remuneration Committee Mr. Avinash Ramdas Chintawar (DIN - 07817177) who was appointed by the Board of Directors as an Additional Director of the Company effective November 12, 2025 pursuant to Section 161(1) of the Companies Act, 2013 ("Act), be and is hereby appointed as a Director of the Company, liable to retire by rotation."

"**RESOLVED FURTHER THAT** pursuant to recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors of the Company and pursuant to the provisions of Section 196, 197, 198, 203 and other applicable provisions, if any, of the Act and Companies (Appointment and Qualification of Directors) Rules, 2014, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification or re-enactment thereof) read with Schedule V of the Act and applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification or re-enactment thereof for the time being in force) and subject to compliance with such other provisions of law as may be applicable, approval of the Members of the Company, be and is hereby accorded for appointment of Mr. Avinash Ramdas Chintawar (DIN - 07817177) as Whole Time Director ["WTD"] of the Company, liable to retire by rotation, for a period of (3) three years commencing from November 12, 2025 to November 11, 2028 on such terms and conditions including remuneration under:

TERM OF APPOINTMENT: 3 years i.e., from November 12, 2025, to November 11, 2028.

TERM OF REMUNERATION: 3 years i.e., from November 12, 2025, to November 11, 2028.

REMUNERATION / SALARY:

A. BASIC SALARY

Basic Salary in the scale of Rs. 7,75,000/- to Rs. 11,50,000/- per month, with power to grant annual increment by the Board of Directors as they may deem fit, based on the recommendation of the Nomination and Remuneration Committee, which shall not exceed the overall limit approved by the Members of the Company at any point of time.

B. ALLOWANCES

(a) House Rent Allowance payable monthly, equivalent to 50% of a basic salary;
(b) Other allowances (including miscellaneous allowance) on the scale of Rs. 6,00,000/- to Rs.12,00,000/- per month;
(c) Reimbursement of Leave Travel Expenses Rs. 10,000/- per month or as per the policy of the Company.
(d) Other payments and reimbursements, if any, shall not exceed Rs. 2,00,000/- per month;

C. PERQUISITES

i. Health Insurance Policy as per the policy of the Company and/or reimbursement of medical expenses incurred in India/abroad where no cashless facility is available, as per the policy of the Company.
ii. Provision of the Car with a Driver for official as well as personal use, as may be applicable to Senior Executives of the Company.
iii. Contribution towards Provident Fund as per the Rules of the Company.
iv. Gratuity as per the rules of the Company.
v. Payment/Re-imbursement of entertainment expenses incurred in the normal course of business of the Company, as per the policy of the Company.
vi. Leave with full pay as per the Rules of the Company, un-availed leave can be encashed as per the rules of the Company.
vii. Other benefits and reimbursements, if any, including Long Term Incentives as may be applicable to senior executives of the Company.

D. VARIABLE PAY

a. Based on the performance evaluation, Mr. Avinash Ramdas Chintawar (DIN - 07817177) will be entitled to an Individual variable pay equivalent to 15% of his fixed salary payable at the end of the year, or as revised further as per the Rules of the Company.

b. Based on the Company performance and individual performance evaluation, Mr. Avinash Ramdas Chintawar (DIN - 07817177) will be entitled to a Company variable pay equivalent to 25% of his fixed salary payable at the end of the year, or as revised further as per the Rules of the Company.

E. LONG-TERM INCENTIVE (LTI) as per the policy of the Company.

F. VALUATION OF PERQUISITES ETC.

The perquisites/allowances shall be valued as per the Income-tax Rules, wherever applicable, in the absence of such Rules, perquisites/allowances shall be valued at actual cost. Provided that the total annual remuneration (including annual increments) is payable to Mr. Avinash Ramdas Chintawar (DIN - 07817177) shall not exceed Rupees Five Crore per Financial Year during the tenure for which remuneration is approved. PROVIDED FURTHER THAT the limits referred to herein shall not apply to those components of his perquisites which, as per Company Policy in force from time to time, are reimbursable at actuals."

"**RESOLVED FURTHER THAT** the remuneration including benefits, amenities and perquisites as set out above shall nevertheless be paid and allowed to Mr. Avinash Ramdas Chintawar (DIN - 07817177) as minimum remuneration for any Financial Year in case of absence or inadequacy of profits for such year, subject to the provisions prescribed under Section 197 read with Schedule V to the Companies Act, 2013 and Rules framed thereunder and any other applicable provisions of the Act or any statutory modification or re-enactment thereof."

"**RESOLVED FURTHER THAT** any Director of the Company and / or Company Secretary of the Company be and are hereby severally authorized to do all the acts, deeds, matters as in their absolute discretion, as they may consider, necessary, expedient or desirable, in order to give effect to this Resolution and as necessary for the appointment of Mr. Avinash Ramdas Chintawar (DIN - 07817177) as a Whole Time Director of the Company, including filing of necessary forms with the Regulatory Authorities and executing and signing all relevant documents, agreements, certificates etc., as may be required in order to give effect to these Resolutions."

"**RESOLVED FURTHER THAT** the Board of Directors may from time to time subject to the applicable provisions of the Companies Act, 2013 and Rules made thereunder, re-designate Mr. Avinash Ramdas Chintawar (DIN - 07817177) and / or re-allocate his duties and responsibilities, vary/alter/modify or increase the remuneration including salary, perquisites, allowances, etc. as they deem fit, provided the overall Remuneration payable to Mr. Avinash Ramdas Chintawar (DIN - 07817177) shall not exceed Rupees Five Crore per Financial Year based on the recommendation of the Nomination & Remuneration Committee from time to time."

By Order of the Board of Directors
For Varroc Engineering Limited

Sd/-

Anil Ghatiya
Company Secretary & Compliance Officer
ACS: 16620

Place: Pune
Date: November 12, 2025

NOTES:

1. The Board of Directors of the Company at its Meeting held on November 12, 2025, has approved the issuance of this Postal Ballot Notice. An Explanatory Statement, pursuant to the provisions of Sections 102 and 110 of the Act, read with Rule 22 of the Rules, stating all material facts and reasons pertaining to the aforementioned proposed Resolution contained in this Postal Ballot Notice is annexed hereto.
2. A copy of this Postal Ballot Notice will be available on the Company's website www.varroc.com and also on the websites of the BSE Limited, National Stock Exchange of India Limited and NSDL at www.bseindia.com; www.nseindia.com and www.evoting.nsdl.com respectively.
3. In compliance with the provisions of MCA Circulars, the Company has sent this Postal Ballot Notice through E-mail / electronic mode only to all the members, whose names appear in the Register of Members / List of Beneficial Owners maintained by the Company / RTA / Depositories November 11, 2025 ("Cut-Off Date") and who have registered their e-mail addresses with the Company / RTA/ Depositories. A person who is not a member on the Cut-Off Date should treat this notice for information purposes only. Physical copies of the Postal Ballot Notice along with postal ballot forms and pre-paid business reply envelopes are not being sent to members for this Postal Ballot.

The process for those members whose email addresses are not registered with the Company / Registrar and Transfer Agent / Depositories Participants is given below. The members are requested to follow the procedure below for Registration/updating Email ID, Bank details, Mobile Number & other details:

4. Members holding Shares in Physical Mode: Such members are requested to register their e-mail ID and Bank details with the Registrar and Share Transfer Agent of the Company, viz., MUFG Intime India Pvt Ltd (Formerly Known as Link Intime India Pvt Ltd) ("**MUFG Intime**") on its website (https://in.mpms.mufg.com) at web-link: at https://web.in.mpms.mufg.com/helpdesk/Service_Request.html providing Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy), AADHAAR (self-attested scanned copy). Once the link is clicked, members are requested to follow the procedure as will be prompted by the system.

5. The Members holding shares in dematerialized mode are requested to register / update their email addresses with their Depository Participants or alternatively, temporarily register/update their email addresses with the Company by writing to the Company's Registrar and Share Transfer Agent, MUFG Intime India Pvt Ltd at https://web.in.mpms.mufg.com/helpdesk/Service_Request.html. The members are requested to submit request letter mentioning the DP id and Client id. and Name of Member and self-attested copy of PAN card for updation of email address.

6. For procuring Login ID & Password, members are requested to send request at evoting@nsdl.com However, if you are already registered with NSDL for Remote e-voting then you can use your existing User ID and password for casting the vote.

7. This Postal Ballot Notice will also be available on the Company's website at https://varroc.com/investors/regulatory-filings/, and the websites of the Stock Exchanges, i.e. BSE Limited ('BSE') at www.bseindia.com and National Stock Exchange of India Limited ('NSE') at www.nseindia.com and on the website of NSDL at www.evoting.nsdl.com.

8. All the relevant documents referred to in the accompanying Notice and the Explanatory Statement will be open for inspection by the members at the Registered Office of the Company during working hours on all working days, except Saturdays, Sundays and National Holidays between 11.00 a.m. and 1.00 p.m. up to the date of declaration of the results of Postal Ballot. Additionally, for online inspection, members who wish to inspect relevant documents referred to in the accompanying Notice and the Explanatory Statement are requested to send an email to investors@varroc.com.

9. The voting rights of members for electronic voting shall be in proportion to the paid-up value of their shares in the Equity Share Capital of the Company as on Cut-Off Date, i.e., close of business hours of Tuesday, November 11, 2025. Voting rights in the Postal Ballot cannot be exercised by a

proxy. There will be one e-vote for every Folio / Client ID irrespective of the number of joint holders. Institutional / Corporate members shall be entitled to vote through their authorized representatives. Institutional / Corporate members are requested to send a proof of authorization (Board Resolution / Power of Attorney / Authority Letter etc.) in favor of their authorized representatives by sending an email to the scrutinizer at uma@umalodha.com with a copy marked to evoting@nsdl.com not later than 5.00 p.m. on Saturday, December 13, 2025. Also, a scanned copy of the proof of authorization, should be uploaded in PDF format in the NSDL e-Voting system for the scrutinizer to verify the same.

10. **The instructions for Remote e-voting are as under:**

i. In compliance with the provisions of Sections 108 and 110 of the Act and the Rules made thereunder, Regulation 44 of the Listing Regulations, the MCA Circulars and SEBI Circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020, in relation to e-voting Facility provided by Listed Entities, SS-2 and any amendments there to, the Company is providing the facility to the members to exercise their right to vote on the proposed resolution electronically. The Company has engaged the services of NSDL to provide Remote e-voting facility to its members. The instructions for e-voting are provided as part of this Postal Ballot Notice which the members are requested to read carefully before casting their vote.

ii. Instructions for members for Remote E-Voting are as under:

Some of the important details regarding the Remote e-voting facility are provided below.

Cut-off Date for determining the members entitled to vote	Tuesday, November 11, 2025
Commencement of Remote e-voting period	Friday, November 14, 2025, at 9.00 a.m. (IST)
End of Remote e-voting period	Saturday, December 13, 2025, at 5.00 p.m. (IST)

The Remote e-voting module shall be disabled by NSDL after 5.00 p.m. (IST) on Saturday, December 13, 2025, for voting thereafter.

The voting rights of members for electronic voting shall be in proportion to the paid-up value of their shares in the Equity Share Capital of the Company as on Cut-off Date, i.e., close of business hours of Tuesday, November 11, 2025.

iii. **The details of the process and manner for Remote e-voting are explained herein below:**

The manner of voting by (a) individual members holding shares of the Company in demat mode, (b) members other than individuals, holding shares of the Company in demat mode and members

holding securities in physical mode and c) members who have not registered their e-mail address/mobile, is explained in the instructions given herein below:

HOW DO I VOTE ELECTRONICALLY USING NSDL E-VOTING SYSTEM?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020, on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	**Login Method**
Individual Shareholders holding securities in demat mode with NSDL.	1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 2. Existing **IDeAS** user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "**Beneficial Owner"** icon under **"Login"** which is available under **'IDeAS'** section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on **"Access to e-Voting"** under e-Voting services and you will be able to see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

	3. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select **"Register Online for IDeAS Portal"** or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 4. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 5. Shareholders/Members can also download NSDL Mobile App "**NSDL Speede**" facility by scanning the QR code mentioned below for seamless voting experience. **NSDL Mobile App is available on** App Store Google Play
Individual Shareholders holding securities in demat mode with CDSL	1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system

	of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
   Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at https://eservices.nsdl.com/ with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	**Your User ID is:**
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12****** then your user ID is IN300***12******.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12********** then your user ID is 12**********
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
   a) If you are already registered for e-Voting, then you can user your existing password to login and cast your vote.

   b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.

   c) How to retrieve your 'initial password'?
      (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

      (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
   a) Click on "**Forgot User Details/Password**?"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
   b) **Physical User Reset Password**?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
   c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
   d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on "Login" button.

9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to uma@umalodha.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on **"Upload Board Resolution / Authority Letter"** displayed under **"e-Voting"** tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on : 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre, AVP/ Mr. Sagar Gudhate, Senior Manager, at evoting@nsdl.com

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to investors@varroc.com.

2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to investors@varroc.com. If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A**) i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode**.

3. Alternatively, shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.

4. In terms of SEBI circular dated December 9, 2020, on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

Other Instructions:

1. In accordance with Rule 22 (5) of the Rules, the Board of Directors has appointed M/s. Uma Lodha & Co., Practicing Company Secretaries, Mumbai (Membership No: FCS 5363, COP No: 2593) to act as the Scrutinizer for conducting the Postal Ballot through Remote e-Voting process, in a fair and transparent manner.

2. The Scrutinizer shall after the conclusion of Remote e-voting unblock the votes, scrutinize the votes cast by Remote e-voting and will submit his Report to the Chairman of the Company or any person authorized by her, within two working days after the conclusion of Remote e-voting, i.e., on or before Tuesday, December 16, 2025.

3. The Result of the Postal Ballot will be announced on or before Tuesday, December 16, 2025. The results along with the Scrutinizer's Report will be placed on the website of the Company at www.varroc.com and on the website of NSDL at www.evoting.nsdl.com and will be communicated to BSE Limited and National Stock Exchange of India where the Equity Shares of the Company are listed.

4. The Resolution(s), if passed by requisite majority, shall be deemed to have been passed on the last date for Remote e-voting, i.e., Saturday, December 13, 2025.

ANNEXURE TO THE NOTICE

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 AND 110 OF THE COMPANIES ACT, 2013

ITEM NO 1

APPOINTMENT OF MR. AVINASH RAMDAS CHINTAWAR (DIN - 07817177) AS A DIRECTOR / WHOLE TIME DIRECTOR OF THE COMPANY

In accordance with Schedule V and other applicable provisions of the Companies Act, 2013 ('the Act') and on the recommendation of the Nomination an Remuneration Committee in its meeting held on November 12, 2025, the Board of Directors of the Company at its meeting held on even date has approved the appointment of Mr. Avinash Ramdas Chintawar (DIN - 07817177), (currently Chief Operating Officer of Business Division I of the Company), as an Additional Director of the Company and also as Whole Time Director, liable to retire by rotation, for a term of Three (3) years i.e. from November 12, 2025 to November 11, 2028, and approved the terms and conditions of his appointment, including payment of remuneration for the said period, subject to the requisite approval of Members and such other approvals as may be necessary pursuant to the provisions of Section 161(1) of the Act and the Articles of Association of the Company.

The terms of remuneration of Mr. Avinash Ramdas Chintawar (DIN - 07817177), are in accordance with the Nomination and remuneration policy of the Company. Other details pursuant to Regulation 36 (3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and clause 1.2.5 of the Secretarial Standard-2 are given in the Annexure I. The statement as required under Section II, Part II of the Schedule V of the Companies Act, 2013, with reference to this Special Resolution is annexed hereto as Annexure II.

Mr. Avinash Ramdas Chintawar (DIN - 07817177), is not disqualified from being appointed as a Director in terms of Section 164 of the Act. The Company has received the requisite consent to act as a Whole Time Director of the Company from Mr. Chintawar along with the confirmation that he is not debarred from holding the office of a Director by virtue of any SEBI Orders or any such Authority pursuant to circular dated June 20, 2018, issued by BSE Limited and the National Stock Exchange of India Limited pertaining to enforcement of SEBI Orders regarding appointment of Directors by listed Companies.

Save and except for Mr. Avinash Ramdas Chintawar (DIN - 07817177), and his relatives to the extent of their shareholding interest, if any, in the Company, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the in the said proposed Resolution.

Accordingly, Special Resolution as set out in Item No. 1 of the accompanying Notice is placed for the approval of the members of the Company. The Board of Directors recommends this resolution as a **SPECIAL RESOLUTION** for approval of the members through Postal Ballot.

ANNEXURE I

RELEVANT DETAILS OF DIRECTOR SEEKING APPOINTMENT / RE-APPOINTMENT AS REQUIRED UNDER REGULATION 36 (3) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARDS – 2 ON GENERAL MEETINGS ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA ARE PROVIDED HERE UNDER:

Name of the Director	**Mr. Avinash Ramdas Chintawar (DIN - 07817177)**
Designation	Whole Time Director
Age	61 Years
Qualification and Experience (including expertise in specific functional area) / Brief Resume	Mr. Avinash Chintawar holds a Bachelor's degree in Engineering from Visvesvaraya National Institute of Technology (VNIT), a Postgraduate Diploma in Management from IGNOU, and has completed the ICWA (Inter) qualification. Mr. Avinash Chintawar brings over four decades of distinguished leadership experience in the automotive and manufacturing sectors. He served as Managing Director of Bosch Chassis Systems India Pvt. Ltd. from November 2018 to August 2025 and as Chairman of Bosch India Foundation from 2022 to 2025. Beginning his career in 1985 with MICO (Bosch Group), Mr. Chintawar has held several high-impact roles across India and Europe, including Director of Operations at Robert Bosch Bamberg (Germany), Technical Plant Manager at Bosch Nashik, and Managing Director of Bosch Electrical Drives India Pvt. Ltd. Throughout his career, he has demonstrated strategic foresight, operational excellence, and a strong commitment to innovation and sustainability. Under his leadership, he has: • Enabled the transition from Euro I to Euro VI emission norms in India by establishing advanced injector manufacturing capabilities. • Led multiple international projects, including setting up India's largest Export Oriented Unit (EOU) and relocating several global products to India for export markets. • Pioneered road safety advancements through large-scale manufacturing of ABS and ESP systems for passenger vehicles and motorcycles. • Promoted green energy initiatives, including

	commissioning a 16MW solar power plant at Bosch's Nashik facility.
Terms and Conditions for Appointment	The appointment is for the period of 3 years and valid till November 11, 2028.
Date of first appointment to Board	November 12, 2025
Shareholding in the Company at the time of appointment i.e. as on November 12, 2025*	Nil
Disclosure of relationships between Directors *inter-se*;	Mr. Avinash Ramdas Chintawar is neither a member of the Promoter Group nor related to the Directors of the Company.
Number of Board meetings attended	NA
Directorship of other Companies as on November 12, 2025	NA
Membership/ Chairmanship of Committees of other Boards as on November 12, 2025	NA
Remuneration proposed to be paid	As provided in the Resolution.
Last drawn remuneration as a Director of the Company	NA
Listed Indian entities from which the Director has resigned/ term completion from Directorship in last three (3) years	Nil

ANNEXURE II

THE STATEMENT CONTAINING ADDITIONAL INFORMATION AS REQUIRED IN SCHEDULE V OF THE COMPANIES ACT, 2013:

I. GENERAL INFORMATION:

(1) Nature of Industry: Manufacturing of automotive components.

(2) Date or expected date of commercial production: Not applicable, as the Company is an existing Company.

(3) In the case of new companies, the expected date of commencement of activities as per project approved by the Financial Institutions appearing in the prospectus: Not applicable.

(4) Financial performance based on given indicators:

(Rs. in crore)

Particulars	**FY 2024-25**	**FY 2023-24**	**FY 2022-23**
Total Income	7,396.21	6,704.89	3,970.89
Total expenditure (Incl. Finance cost, Exchange Variance, Depreciation and Tax)	7,120.36	6,179.97	5,357.69
Profit/(Loss) before tax and Exceptional Items *	359.88	271.47	- 1,377.74
Profit/(Loss) after tax	275.85	524.91	-1,386.79
Earnings Per Share (EPS)	18.05	34.36	-90.76

*Excludes exceptional items.

(Figures have been regrouped/ recast wherever necessary)

(5) Foreign investments or collaborations, if any:

Till the date the Company has made a foreign investment approximately Rs. 1,097.25 crores in the Share Capital of the overseas subsidiaries. The Company is also having technical collaboration for manufacturing some of its products.

II. INFORMATION ABOUT THE APPOINTEE:-

Particulars	**Mr. Avinash Ramdas Chintawar**
DIN	07817177
Background Details	Mr. Avinash Chintawar holds a Bachelor's degree in Engineering from Visvesvaraya National Institute of Technology (VNIT), a Postgraduate Diploma in Management from IGNOU, and has completed the ICWA (Inter) qualification. Mr. Avinash Chintawar brings over four decades of distinguished leadership experience in the automotive and manufacturing sectors. He served as Managing Director of Bosch Chassis Systems India Pvt. Ltd. from November 2018 to August 2025 and as Chairman of Bosch India Foundation from 2022 to 2025. Beginning his career in 1985 with MICO (Bosch Group), Mr. Chintawar has held several high-impact roles across India and Europe, including Director of Operations at Robert Bosch Bamberg (Germany), Technical Plant Manager at Bosch Nashik, and Managing Director of Bosch Electrical Drives India Pvt. Ltd. Throughout his career, he has demonstrated strategic foresight, operational excellence, and a strong commitment to innovation and sustainability. Under his leadership, he has: • Enabled the transition from Euro I to Euro VI emission norms in India by establishing advanced injector manufacturing capabilities. • Led multiple international projects, including setting up India's largest Export Oriented Unit (EOU) and relocating several global products to India for export markets. • Pioneered road safety advancements through large-scale manufacturing of ABS and ESP systems for passenger vehicles and motorcycles. • Promoted green energy initiatives, including commissioning a 16MW solar power plant at Bosch's Nashik facility.
Past remuneration as a Director of the Company	NA
Recognition or Awards	NA
Job profile and his Suitability	Mr. Avinash Ramdas Chintawar is Whole Time Director and currently the Chief Operating Officer of the Company. His qualification, outstanding experience and excellent management skills are most suitable for the responsibilities shouldered by him.
Remuneration proposed	As mentioned in the Resolution
Pecuniary relationships directly or indirectly with the Company, or	None

relationship with the managerial personnel or other Director, if any	
Comparative remuneration with respect to industry, size of the Company, profile of the person and position.	The remuneration offered to Mr. Avinash Ramdas Chintawar is at par with the industry norms considering the industry, size of the Company, profile of the person and position. The proposed remuneration is in line with remuneration paid by other automobile Companies to their Whole Time Directors.

III. OTHER INFORMATION:

1. **Reasons of loss or inadequate profits**: Till now the Company is having consistent profit track record. During the Financial Year ended March 31, 2025, the Company made Profit after Tax of Rs. 2758.50 Mio. However, the Company is passing a Special Resolution pursuant to the proviso to the sub-section (1) of Section 197 of the Companies Act, 2013 and as a matter of abundant precaution, in case in future profitability of the Company gets adversely impacted due to unforeseen Business circumstances.

2. **Steps taken or proposed to be taken for improvement:** The Company is focusing on enhancing opportunities of customer engagement based on new and emerging technologies in order to ensure visibility on way forward and to benchmark with industry competitions. Further, in order to reduce dependence on single source from Cost efficiency perspective on one hand the Company is adopting a multi-sourcing strategy for maintaining uninterrupted continuity of operations on the others and also endeavoring to improve cash flows and financials performance by focused reduction in debt levels, improvement in working capital, customer realization and reduction in inventories.

   To mitigate the adverse impact, if any, the Company has planned a profitability drive, both in the domestic and international markets using a strategy of differentiating itself by its intense customer relationships, product development capabilities and manufacturing excellence. The Company has invested substantially in R&D to grow its domestic business with indigenous customers. The Company is also penetrating international markets by relying on its technologies, product development and management capabilities to a diverse customer base. The Company has embarked on a series of strategic and operational measures that is expected to result in the improvement in the present position.

3. **Expected increase in productivity and profits in measurable terms**: It is difficult to forecast productivity and profitability in measurable terms. However, the Company expects that productivity, and profitability may improve and would be comparable with the industry average. It has been aggressively pursuing and implementing its strategies to improve financial performance.

IV. DISCLOSURES

1. The remuneration package of the managerial person is given in the respective Resolution.

By Order of the Board of Directors
For Varroc Engineering Limited

Sd/-

Anil Ghatiya
Company Secretary & Compliance Officer
ACS: 16620

Place: Pune
Date: November 12, 2025