

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/2025-26/125

December 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]

Subject: Intimation of Result of Postal Ballot along with the Scrutinizers report

Ref: Intimation under Regulation 30 and other applicable Regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("Listing Regulations") and our Communication dated November 12, 2025, and November 13, 2025

Dear Sir/Madam,

The Company had issued Postal Ballot Notice under Section 110 of the Companies Act, 2013 ("the Act") read with Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014 ("the Rules"), as amended for seeking the consent of the Members of the Company through Remote e-voting, in respect of the following item:

Item No.	Description of Special Resolution
1	APPOINTMENT OF MR. AVINASH RAMDAS CHINTAWAR (DIN - 07817177) AS A DIRECTOR / WHOLE TIME DIRECTOR OF THE COMPANY

In connection with the above, M/s. Uma Lodha & Co., Practicing Company Secretaries, Mumbai (Membership No: FCS 5363, COP No: 2593), Scrutinizer has submitted her report dated Saturday, December 13, 2025.

Based on the report, we confirm that the Special Resolution as contained in the Postal Ballot Notice is passed by the Members with an overwhelming majority. The aforesaid resolution is deemed to have been passed on the last date of e-voting i.e., on Saturday, December 13, 2025.

In this regard, we hereby submit the following:

1. Voting results, as required under Regulation 44 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and
2. The Report of the Scrutinizer, pursuant to Section 108 of the Act read with Rules and Regulations made there under and other applicable provisions of the Companies Act, 2013.

A copy of the same is also being placed on the Company's website i.e., www.varroc.com. Kindly take the same on record and note the compliance.

The disclosure required under Regulation 30 of the Listing Regulations read with SEBI Master circular SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024, SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023; the SEBI Circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023 and SEBI Circulars No CIR/CFD/CMD/4/2015 dated September 09, 2015 and further amendments thereto (together referred as "SEBI Circulars") is given below:

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Sr. No.	Particulars	Details
1	Date of the Meeting/Last day of receipt of Postal Ballot Forms (in case of Postal Ballot)	Not Applicable December 13, 2025
2	Brief details of items deliberated and results thereof	The Result of remote e-Voting on the Special Resolution as set out in the Notice of the Postal Ballot and as mentioned above, as prescribed under Regulation 44 of the SEBI 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 aforementioned Special Resolution as set out in the Notice of the Postal Ballot. The remote e-voting period commenced on November 14, 2025, at 09:00 A.M. and concluded on December 13, 2025, at 05:00 P.M.

Thanking you,

Yours Faithfully,

For Varroc Engineering Limited

Anil Ghatiya
Company Secretary & Compliance Officer
Encl: A/a

Varroc Engineering Limited

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General information about Company:

Scrip code	
NSE Symbol	VARROC
MSEI Symbol	N.A.
BSE Symbol	541578
ISIN	INE665L01035
Name of the Company	Varroc Engineering Limited
Type of Meeting	Postal Ballot
Date of the meeting / last day of receipt of postal ballot forms (in case of Postal Ballot)	December 13, 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)

Scrutinizer Details:

Name of the Scrutinizer	CS Uma Lodha
Firms Name	M/s. Uma Lodha & Co., Practicing Company Secretaries, Mumbai
Qualification	Practicing Company Secretary
Membership Number	Membership No: FCS 5363, COP No: 2593
Date of Board Meeting in which appointed	November 12, 2025
Date of Issuance of Report to the Company	December 13, 2025

Details of Voting result

A) DETAILS OF THE VOTING RESULT BY POSTAL BALLOT PROCESS PURSUANT TO REGULATION 44(3) OF LISTING REGULATIONS				
Record date/Cut-off date		November 11, 2025		
Total number of shareholders on Record Date		88956		
Special resolution		APPOINTMENT OF MR. AVINASH RAMDAS CHINTAWAR (DIN - 07817177) AS A DIRECTOR / WHOLE TIME DIRECTOR OF THE COMPANY		
Mode of Voting		Remote e-voting		
B) RESULTS OF THE MEETING				
Sr. No	Agenda	Resolution required	Mode of Voting	Remark
1	APPOINTMENT OF MR. AVINASH RAMDAS CHINTAWAR (DIN - 07817177) AS A DIRECTOR / WHOLE TIME DIRECTOR OF THE COMPANY	Special	Remote e-voting	Passed with Requisite majority

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Resolution Required: (Special)			APPOINTMENT OF MR. AVINASH RAMDAS CHINTAWAR (DIN - 07817177) AS A DIRECTOR / WHOLE TIME DIRECTOR OF THE COMPANY					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	114589800	114589800	100.0000	114589800	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		114589800	100.0000	114589800	0	100.0000	0.0000
Public Institutions	E-Voting	26089147	24276732	93.0530	24226085	50647	99.7914	0.2086
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		24276732	93.0530	24226085	50647	99.7914	0.2086
Public Non - Institutions	E-Voting	12107453	77366	0.6390	75163	2203	97.1525	2.8475
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		77366	0.6390	75163	2203	97.1525	2.8475
Total		152786400	138943898	90.9400	138891048	52850	99.9620	0.0380

SCRUTINIZER'S REPORT
(Pursuant to Section 110 of Companies Act, 2013 and Rule 22 of the Companies
(Management and Administration) Rules, 2014)

TO,
THE BOARD OF DIRECTORS
VARROC ENGINEERING LIMITED
L - 4, MIDC, WALUJ,
CHHATRAPATI SAMBHAJI NAGAR
(ERSTWHILE AURANGABAD),
MAHARASHTRA, INDIA 431136

Dear Sir,

Sub: Scrutinizer's Report on the Postal Ballot process conducted through Remote e-Voting for the Resolution set out in the Notice of Postal Ballot dated 12th November 2025

I, Uma Lodha, Company Secretary in whole-time practice (Membership No.: FCS 5363, CP No.: 2593), Proprietor of M/s Uma Lodha & Co., Practicing Company Secretaries was appointed as Scrutinizer by the Board of Directors of Varroc Engineering Limited at its meeting held on 12th November 2025 for scrutinizing postal ballot voting process which was conducted only through electronic means in a fair and transparent manner and for ascertaining the requisite majority for the resolution proposed to be passed as set out in the Postal Ballot Notice 12th November 2025 ("Postal Ballot Notice").

Management Responsibility:

The Management of the Company is responsible to ensure the compliance with the requirements of the Section 110 of the Companies Act, 2013 ("the Act") read with Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014, as amended and in terms of the General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated 5th May 2020, 22/2020 dated June 15, 2020, 33/2020 dated 28th September 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 3/2022 dated May 5, 2022, 10/2022 dated December 28, 2022, 9/23 dated September 25th 2023, No. 9/2024 dated September 19, 2024, 03/2025 dated September 22, 2025 issued by the Ministry of Corporate Affairs, Government of India ("the MCA Circulars"), Secretarial Standards on General Meetings issued by Institute of Company Secretaries of India ("SS-2") and relevant circulars issued by the Securities Exchange Board of India ("SEBI") including Circulars May 12, 2020 and SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024 as amended and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, as amended ("Listing Regulations") relating to Remote e-voting for the resolution contained in the Postal Ballot Notice.

Our responsibility as a Scrutinizer is to ensure that the Remote e-voting is carried out in a fair and transparent manner and to furnish a Scrutinizer's Report on the votes cast "IN FAVOUR" or "AGAINST" the Resolution contained in the Postal Ballot Notice. The Company has engaged the services of National Securities Depository Limited (NSDL) for voting by electronic means.

I, submit my report as under:

1. Pursuant to the provisions of the Act and Circulars issued by the Ministry of Corporate Affairs, the Company had sent Postal Ballot Notice only by electronic mode on, 13th November 2025 to all the Members whose email addresses were registered with the Depositories/RTA of the Company as on Tuesday, November 11, 2025 ("Cut-Off Date") and has not dispatched physical copy of the Notice along with Postal Ballot Form and pre-paid Envelope was not sent to the members for this Postal Ballot.
2. Postal Ballot Notice contained the detailed procedure to be followed by the Members who were desirous of casting their votes electronically as provided in the Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended.
3. In view of the MCA Circulars, hard copy of the Postal Ballot Notice along with Postal Ballot forms and pre-paid business envelope was not sent to the Members for the Postal Ballot. Therefore, neither the Company nor I have received any postal ballot (s).
4. Further, the Company had uploaded the Postal Ballot Notice containing the item of business to be transacted on the website of the Company and also on website of the Stock Exchanges viz. BSE Limited at www.bseindia.com and National Stock Exchange of India Limited at www.nseindia.com and NSDL's website www.evoting.nsdl.com for perusal by those members who may want to access the same.
5. The Company had published advertisement in English language in the Business Standard Newspaper and in Regional Language (Marathi) in Loksatta Newspaper, containing the required information, in terms of applicable provisions of Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014, as amended, on Friday, November 14, 2025, informing about the completion of dispatch of the Postal Ballot Notice.
6. The Company had engaged NSDL for facilitating Remote e-voting to enable the Members to cast their votes electronically, in following manner:

Cut-off date for e-voting	Tuesday, November 11, 2025 ("Cut-Off Date")
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)

7. After completion of Remote e-voting period, Remote e-voting module was disabled for voting.
8. The Remote e-voting report downloaded from the NSDL e-voting platform was diligently scrutinized and reviewed and is kept separately for the purpose of Postal Ballot.
9. The Postal Ballot electronic votes were duly Scrutinized, and the shareholding was reconciled with the Register of Members of the Company as on Tuesday, November 11, 2025 ("Cut-Off

Date") provided by the M/S MUFG India Private Limited (Formerly known as Link Intime India Private Limited), Registrar and Share Transfer Agent of the Company.

10. The votes cast via remote e-voting were blocked on blocked at 5.00 pm (IST) on Saturday, December 13, 2025, in the presence of following two witnesses not being in the employment of the Company as under:

- Mansi Makwana
- Swasti Tongiya

11. I am obligated under Section 110 of the Companies Act, 2013 and the Rules framed thereunder to retain the electronic voting data received from NSDL in respect of the votes cast through remote e-voting by the members of the company and other relevant records relating to remote e-voting i.e., the Postal Ballot related data till the time the Company signs the minutes or proceedings. Once the copy of minutes or proceedings is provided, the same will be handed over to the Company.

Based on the scrutiny of the Remote e-voting received, I submit the result as under:

Resolution No. 1: Special Resolution

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

(i) Voted in favor of the resolution:

Mode of Voting	Number of members voted	Number of votes cast	% of total number of Valid votes Cast
Voted through Remote e-voting	327	138891048	99.96%
Total	327	138891048	99.96%

(ii) Voted against the resolution:

Mode of Voting	Number of members voted	Number of votes cast	% of total number of Valid votes cast
Voted through Remote e-voting	27	52850	0.04%
Total	27	52850	0.04%

(iii) Abstained Votes:

Mode of Voting	Number of Members whose votes were invalid	Number of shares held by them
Voted through Remote e-voting	0	0
Total	0	0

***Total number of Valid votes cast** (Number of votes cast in favour + Number of votes cast against the Resolution) = 138943898

Based on the aforesaid results, the resolution as mentioned in the Postal Ballot Notice dated Tuesday, 12th November 2025 is deemed to be passed with requisite majority/votes on Saturday, December 13, 2025, in terms of Secretarial Standard II on general meetings (SS-II). The soft copy containing summary of equity shareholders who voted "FOR" or "AGAINST" and those who "ABSTAINED" together with those whose votes were declared invalid (if any) for above resolution is being delivered to the Company Secretary separately.

Mr. Anil Ghatiya, Company Secretary of the Company may accordingly declare the results of Postal Ballot based on this report issued in accordance with the provisions of Section 108 of the Act and other applicable provisions, if any, of the Act read together with the Companies (Management and Administration) Rules, 2014 and put the same on the website of the Company for the information of the members and record in its minute book/proceedings.

**Thanking you,
For Uma Lodha & Co.**

UMA
NIPUN
LODHA

Digitally signed by UMA NIPUN LODHA
DN: c=IN, o=PERSONAL, email=2661,
pseudoym=e4002c5317747b1b0e9a8b7
31842205,
2.5.4.20=05b0d8f6097e1203c0f463d3
601012a556912a56999101e0d713d3d3a
c, postalCode=400097, st=Maharashtra,
serialNumber=9030709e52105d5c0d8
2f2600433e1f7901e4008ba183d814c1
c44ebc, cn=UMA NIPUN LODHA
Date: 2025.12.13 18:24:13 +05'30'

**Uma Lodha
Practicing Company Secretary
C.P. No.: 2593, Membership No. 5363
UDIN No.- F005363G002402626**

**Date: 13/12/2025
Place: Mumbai**

**Counter Signed
For Varroc Engineering Limited**

ANIL
GHATIYA

Digitally signed
by ANIL GHATIYA
Date: 2025.12.13
18:33:27 +05'30'

**Anil Ghatiya
Company Secretary**

**Date: 13/12/2025
Place: Chh. Sambhaji Nagar (Erstwhile Aurangabad)**