

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/2019-20/76

February 13, 2020

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

(2) 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: VARROC

Dear Sir/Madam,

Sub: Outcome of the Board Meeting of Varroc Engineering Limited

Ref: Regulation 30 (read with Part A of Schedule III) and Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

This is to inform you that the Board of Directors of the Company, at its meeting held today i.e. February 13, 2020, which commenced at 12:00 noon and concluded at 02:00 p.m. has inter-alia approved the following items:

1. Approval of Unaudited Financial Results (Standalone and Consolidated)

The Board of Directors of the Company have considered and approved Unaudited Financial Results (Standalone and Consolidated) for the quarter and nine months ended December 31, 2019.

We are enclosing herewith Unaudited Financial Results (Standalone and Consolidated) along with the Limited Review Report issued by the Statutory Auditors of the Company as an **Annexure A**.

These Financial Results will be uploaded on the Company's website www.varroc.com and will be published in Business Standard (English) and Loksatta (Marathi) newspapers.

2. Appointment of Company Secretary

Mr. Ajay Kumar Sharma (ICSI Membership No.9127), Compliance Officer has been appointed as Company Secretary and Key Managerial Personnel of the Company in terms of Section 203 of the Companies Act, 2013 with effect from February 13, 2020. He shall be designated as Group General Counsel and Company Secretary.

Mr. Ajay Kumar Sharma is not related to any of the Director's/KMP's of the Company.

Brief Profile of Mr. Sharma is as follows:

Mr. Ajay Kumar Sharma aged 52 years is a qualified Company Secretary (ICSI Membership No.: 9127) and law graduate, having more than 28 years of experience in the field of Legal and Secretarial matters across in various industry/ies.



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Mr. Sharma is instrumental in developing and implementing statutory and legal controls that are aimed at improving compliance management. His expertise lies in the field of acquisition, legal due diligence, and Joint Venture structuring. He is proficient in international laws as well.

3. Declaration of Interim Dividend and fixation of Record date

The Board is pleased to declare an Interim dividend of Rs.3/- (Rupees Three only) per equity share of face value of Re.1/- each (i.e. @300%). Further, pursuant to Regulation 42 of the Listing Regulations, Friday, February 21, 2020, has been fixed as the Record Date for the purpose of determining the shareholders eligible for Interim Dividend.

Further, Interim Dividend shall be dispatched / remitted to all the Beneficial Owners commencing from Tuesday, February 25, 2020 in respect of shares held in dematerialized form as per the data made available by the National Securities Depository Limited and the Central Depository Services (India) Limited as of the close of business hours on Record date.

4. Amendment to Regulatory Policies

The Board of Directors has approved amendments to following Regulatory Policies effective from February 13, 2020:

- i. Whistle Blower Policy; and
- ii. Policy for determination of materiality threshold for disclosure of events or information.

We are enclosing Revised Policies herewith as **Annexure B** and the same are available on the website of the Company i.e. www.varroc.com.

Kindly take the same on record.

Thanking you,

Yours faithfully,
For Varroc Engineering Limited

Ajay Sharma
Group General Counsel and Company Secretary

Encl: a/a

Independent Auditor's Review Report on the Quarterly and Year to Date Unaudited Standalone Financial Results of the Company Pursuant to the Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended

**Review Report to
The Board of Directors
Varroc Engineering Limited**

1. We have reviewed the accompanying statement of unaudited standalone financial results of Varroc Engineering Limited (the "Company") for the quarter ended December 31, 2019 and year to date from April 01, 2019 to December 31, 2019 (the "Statement") attached herewith, being submitted by the Company pursuant to the requirements of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the "Listing Regulations").
2. This Statement, which is the responsibility of the Company's Management and approved by the Company's Board of Directors, has been prepared in accordance with the recognition and measurement principles laid down in Indian Accounting Standard 34, (Ind AS 34) "Interim Financial Reporting" prescribed under Section 133 of the Companies Act, 2013 as amended, read with relevant rules issued thereunder and other accounting principles generally accepted in India. Our responsibility is to express a conclusion on the Statement based on our review.
3. We conducted our review of the Statement in accordance with the Standard on Review Engagements (SRE) 2410, "Review of Interim Financial Information Performed by the Independent Auditor of the Entity" issued by the Institute of Chartered Accountants of India. This standard requires that we plan and perform the review to obtain moderate assurance as to whether the Statement is free of material misstatement. A review of interim financial information consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Standards on Auditing and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.
4. Based on our review conducted as above, nothing has come to our attention that causes us to believe that the accompanying Statement, prepared in accordance with the recognition and measurement principles laid down in the aforesaid Indian Accounting Standards ('Ind AS') specified under Section 133 of the Companies Act, 2013 as amended, read with relevant rules issued thereunder and other accounting principles generally accepted in India, has not disclosed the information required to be disclosed in terms of the Listing Regulations, including the manner in which it is to be disclosed, or that it contains any material misstatement.

For S R B C & CO LLP
Chartered Accountants

ICAI Firm registration number: 324982E/E300003

per Paul Alvares
Partner

Membership No.: 105754
UDIN: 20105754AAAAA12530
Place: Mumbai
Date: February 13, 2020





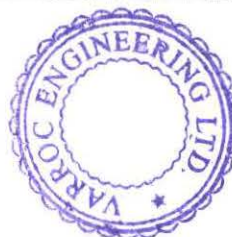
Statement of standalone unaudited financial result for the quarter and nine months ended December 31, 2019

Sr. No.	Particulars	Quarter ended			Nine months ended		(Rs. In million)
		December 31, 2019	September 30, 2019	December 31, 2018	December 31, 2019	December 31, 2018	March 31, 2019
		Unaudited	Unaudited	Unaudited	Unaudited	Unaudited	Audited
I	Revenue from operations	5,706.22	5,872.28	6,460.76	17,839.00	19,594.07	25,731.53
II	Other income	82.28	124.60	139.39	279.28	419.94	514.84
III	Total Income (I + II)	5,788.50	5,996.88	6,600.15	18,118.28	20,014.01	26,246.37
IV	Expenses						
	(a) Cost of materials consumed	3,694.98	3,675.46	4,354.86	11,198.55	12,897.09	16,993.69
	(b) Changes in stock of finished goods, and work-in-progress	(84.08)	106.13	(166.60)	251.43	(222.25)	(244.52)
	(c) Employee benefits expense	508.93	544.50	553.38	1,640.72	1,625.36	2,196.13
	(d) Finance costs	96.79	102.26	95.95	310.62	297.54	392.01
	(e) Depreciation and amortisation expense	333.73	325.05	266.03	967.85	788.73	1,075.19
	(f) Other expenses	905.31	954.66	952.89	2,863.93	3,040.60	4,095.13
	Total expenses (IV)	5,455.66	5,708.06	6,056.51	17,233.10	18,427.07	24,507.63
V	Profit before tax (III- IV)	332.84	288.82	543.64	885.18	1,586.94	1,738.74
VI	Tax expense						
	Current tax	68.59	38.24	126.79	164.10	341.59	387.60
	Short/(excess) provision for tax relating to prior periods	(9.00)	(15.22)	(2.57)	(24.22)	(5.68)	(5.68)
	Deferred tax	38.25	21.74	39.48	78.70	138.53	161.42
	Total tax expense	97.84	44.76	163.70	218.58	474.44	543.34
VII	Profit for the period (V-VI)	235.00	244.06	379.94	666.60	1,112.50	1,195.40
VIII	Other comprehensive income						
	Items that will be reclassified to profit or loss in subsequent periods (net of tax)						
	Deferred hedging gains/(losses) on cash flow hedges (net of tax)	0.82	5.54	(16.29)	7.45	33.55	29.81
	Items that will not be reclassified to profit or loss in subsequent periods (net of tax)						
	Remeasurement of defined benefit obligation (net of tax)	-	-	(10.81)	-	(10.81)	(11.81)
	Other comprehensive income	0.82	5.54	(27.10)	7.45	22.74	18.00
IX	Total comprehensive income for the period (VII+VIII)	235.82	249.60	352.84	674.05	1,135.24	1,213.40
X	Paid-up equity share capital	134.81	134.81	134.81	134.81	134.81	134.81
XI	Reserves excluding revaluation reserves as per balance sheet of previous accounting year						11,152.84
XII	Earnings per share (of Rs 1/- each) (not annualised):						
	Basic & diluted	1.74	1.81	2.82	4.94	8.25	8.87

Notes

- The above results were reviewed by the Audit Committee and approved by the Board of Directors at its meeting held on February 13, 2020 and were subjected to limited review by the Statutory Auditors.
- Effective April 1, 2019, the Company has adopted Ind AS 116 - "Leases" using the modified retrospective approach, as a result, the Company has recognised Right of Use Asset amounting to Rs. 262.07 million and Lease Liability of Rs. 271.16 million, with net impact of Rs. 12.66 million (net of tax) recognised in retained earnings as at April 1, 2019. Had the Company continued to apply the previous accounting standard on leases, the depreciation and finance costs would have been lower by Rs. 38.19 million and Rs. 11.93 million respectively, the other expenses would have been higher by Rs. 49.54 million and the profit before tax would have been higher by Rs. 0.58 million for the nine months period ended December 31, 2019.
- Pursuant to provisions of Section 230-232 of the Companies Act 2013, the Board of Directors of the Company have approved the scheme of amalgamation of Varroc Lighting Systems (India) Private Limited ('VLSIPL') (wholly owned subsidiary of the Company) with Varroc Engineering Limited subject to requisite approvals. Accordingly, the Company has filed application for scheme of merger of VLSIPL with the Company National Company Law Tribunal ('NCLT') with proposed appointment date of April 01, 2020.
- The Board of Directors in their meeting held on February 13, 2020 has approved and declared an interim dividend of Rs. 3/- per equity share of Re. 1 each.

Place: Mumbai
Date: February 13, 2020



For and on behalf of Board of Directors
Varroc Engineering Limited

Tarang Jain
Managing Director

Independent Auditor's Review Report on the Quarterly and Year to Date Unaudited Consolidated Financial Results of the Company Pursuant to the Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended

**Review Report to
The Board of Directors
Varroc Engineering Limited**

1. We have reviewed the accompanying Statement of Unaudited Consolidated Financial Results of Varroc Engineering (the "Holding Company") and its subsidiaries (the Holding Company and its subsidiaries together referred to as "the Group"), and joint ventures for the quarter ended December 31, 2019 and year to date from April 01, 2019 to December 31, 2019 (the "Statement") attached herewith, being submitted by the Holding Company pursuant to the requirements of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the "Listing Regulations").
2. This Statement, which is the responsibility of the Holding Company's Management and approved by the Holding Company's Board of Directors, has been prepared in accordance with the recognition and measurement principles laid down in Indian Accounting Standard 34, (Ind AS 34) "Interim Financial Reporting" prescribed under Section 133 of the Companies Act, 2013 as amended, read with relevant rules issued thereunder and other accounting principles generally accepted in India. Our responsibility is to express a conclusion on the Statement based on our review.
3. We conducted our review of the Statement in accordance with the Standard on Review Engagements (SRE) 2410, "Review of Interim Financial Information Performed by the Independent Auditor of the Entity" issued by the Institute of Chartered Accountants of India. This standard requires that we plan and perform the review to obtain moderate assurance as to whether the Statement is free of material misstatement. A review of interim financial information consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Standards on Auditing and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

We also performed procedures in accordance with the Circular No. CIR/CFD/CMD1/44/2019 dated March 29, 2019 issued by the Securities and Exchange Board of India under Regulation 33(8) of the Listing Regulations, to the extent applicable.

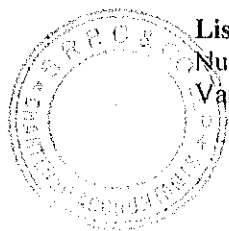
4. The Statement includes the results of the following entities:

List of Subsidiaries:

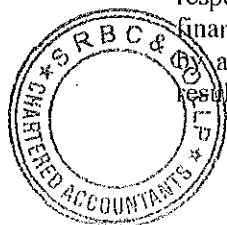
Varroc Polymers Private Limited; Durovalves India Private Limited; Team Concepts Private Limited; Varroc Lighting Systems (India) Private Limited; CarlQ Technologies Private Limited; Varroc European Holding B.V.; Aries Mentor Holding B.V.; VarrocCorp Holding B.V.; Varroc Japan Co. Ltd.; IMES, Italy; Varroc Lighting Systems Italy, S.p.A.; Varroc Lighting Systems Romania S.A.; Varroc Lighting Systems Vietnam Co. Ltd.; TRI.O.M. S.A.de.C.V, Mexico; Varroc Lighting Systems SRO CZ; Varroc Lighting Systems, INC; Varroc Lighting Systems, GmbH; Varroc Lighting Systems, S.de.R.L.de.C.V.; Varroc Lighting Systems SA, Morocco; Varroc do Brasil Industria E Comercio LTDA; Varroc Lighting Systems, S.p.z.o.o.; Varroc Lighting Systems Endüstriyel Ürünler İmalat ve Ticaret Anonim Şirketi; Varroc Lighting Systems Bulgaria Eood.

List of Joint Ventures:

Nuova CTS, Srl, Italy; Varroc Elba Electronics SRL, Romania; Varroc TYC Corporation BVI; Varroc Dell'Orto Private Limited



5. Based on our review conducted and procedures performed as stated in paragraph 3 above and based on the consideration of the review reports of other auditors referred to in paragraph 6 and 7 below, nothing has come to our attention that causes us to believe that the accompanying Statement, prepared in accordance with recognition and measurement principles laid down in the aforesaid Indian Accounting Standards ('Ind AS') specified under Section 133 of the Companies Act, 2013, as amended, read with relevant rules issued thereunder and other accounting principles generally accepted in India, has not disclosed the information required to be disclosed in terms of the Listing Regulations, including the manner in which it is to be disclosed, or that it contains any material misstatement.
6. The accompanying Statement includes unaudited interim financial statements/financial information/financial results and other unaudited financial information of 6 subsidiaries, whose interim financial statements/financial information/financial results reflect Group's share of total revenues of Rs.5,852.97 Million and Rs. 39,430.01 Million, Group's share of total net loss after tax of Rs. 165.99 Million and Rs. 36.92 Million, Group's share of total comprehensive loss of Rs. 165.99 Million and Rs. 36.92 Million, for the quarter ended December 31, 2019 and for the period from April 01, 2019 to December 31, 2019, respectively, which have been reviewed by their respective independent auditors. The Statement also includes the Group's share of net profit after tax of Rs. 76.36 Million and Rs 12.99 Million and total comprehensive income of Rs. 76.36 Million and Rs. 12.99 Million, for the quarter ended December 31, 2019 and for the period from April 01, 2019 to December 31, 2019, respectively, as considered in the Statement, in respect of one joint venture, whose interim financial statements/financial information/financial results have been reviewed by their independent auditors. The independent auditor's reports on interim financial statements/financial information/financial results of these entities have been furnished to us by the Management and our conclusion on the Statement, in so far as it relates to the amounts and disclosures in respect of these subsidiaries and joint ventures is based solely on the report of such auditors and procedures performed by us as stated in paragraph 3 above.
7. Certain of these subsidiaries/joint ventures are located outside India whose financial results and other financial information have been prepared in accordance with accounting principles generally accepted in their respective countries and which have been audited by other auditors under generally accepted auditing standards applicable in their respective countries. The Holding Company's management has converted the financial results of such subsidiaries/joint ventures located outside India from accounting principles generally accepted in their respective countries to accounting principles generally accepted in India. We have reviewed these conversion adjustments made by the Holding Company's management. Our conclusion in so far as it relates to the balances and affairs of such subsidiaries/joint ventures located outside India is based on the report of other auditors and the conversion adjustments prepared by the management of the Holding Company and reviewed by us.
8. The accompanying Statement of unaudited consolidated financial results include unaudited interim financial statements/financial information/financial results and other unaudited financial information in respect of 7 subsidiaries, which have not been reviewed/audited by their auditors, whose interim financial statements/financial information/financial results reflect Group's share of total revenues of Rs. 171.64 Million and Rs. 530.95 Million, Group's share of total net loss after tax of Rs. 63.44 Million and Rs. 43.43 Million, Group's share of total comprehensive loss of Rs. 63.44 Million and Rs. 43.43 Million, for the quarter ended December 31, 2019 and for the period from April 01, 2019 to December 31, 2019, respectively, as considered in the Statement. The Statement also includes the Group's share of net profit after tax of Rs. 1.64 Million and Rs 4.68 Million and total comprehensive income of Rs. 1.64 Million and Rs. 4.68 Million, for the quarter ended December 31, 2019 and for the period from April 01, 2019 to December 31, 2019, respectively, as considered in the Statement, in respect of 3 joint ventures, based on their interim financial statements/financial information/financial results which have not been reviewed/audited by any auditor(s). These unaudited interim financial statements/financial information/financial results and other unaudited financial information have been approved and furnished to us by the



S R B C & CO LLP

Chartered Accountants

Management and our conclusion on the Statement, in so far as it relates to the affairs of these subsidiaries and joint ventures is based solely on such unaudited interim financial statement/financial results and other unaudited financial information. According to the information and explanations given to us by the Management, these interim financial statements/financial information/financial results are not material to the Group.

Our conclusion on the Statement in respect of matters stated in para 6, 7 and 8 above is not modified with respect to our reliance on the work done and the reports of the other auditors and the financial results/financial information certified by the Management.

For S R B C & CO LLP

Chartered Accountants

ICAI Firm registration number: 324982E/E300003

per Paul Alvares

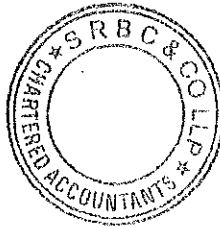
Partner

Membership No.: 105754

UDIN: 20105754AAAAAJ5880

Mumbai

February 13, 2020





Statement of unaudited consolidated financial results for the quarter and nine months ended December 31, 2019

Particulars	Quarter ended			Nine months ended		(Rs. In million)
	December 31, 2019	September 30, 2019	December 31, 2018	December 31, 2019	December 31, 2018	Year ended March 31, 2019
	Unaudited	Unaudited	Unaudited (Restated)	Unaudited	Unaudited (Restated)	Audited
Revenue from operations	28,038.12	27,032.31	29,549.90	83,771.22	88,830.65	1,20,364.65
Other income	95.90	113.98	177.41	501.51	621.97	907.88
Total income	28,134.02	27,146.29	29,727.31	84,272.73	89,452.62	1,21,272.53
Expenses						
Cost of materials consumed	17,432.98	16,131.79	18,056.35	50,936.26	55,841.62	76,017.39
Changes in inventories of work-in-progress and finished goods	(160.82)	468.58	68.32	297.17	(577.61)	(559.46)
Employee benefits expense	3,977.57	3,703.64	3,841.30	11,873.85	10,986.73	15,014.93
Finance costs	365.97	351.31	272.92	1,029.80	709.89	968.45
Depreciation and amortisation expense	1,934.02	1,663.98	1,398.90	5,244.26	4,127.41	5,656.42
Other expenses	4,172.76	4,504.86	4,910.66	13,134.89	14,622.12	19,002.70
Total expenses	27,722.48	26,824.16	28,548.45	82,516.23	85,710.16	1,16,100.43
Profit before share of profits of joint ventures and tax	411.54	322.13	1,178.86	1,756.50	3,742.46	5,172.10
Share of profits/(loss) of Joint Ventures	81.05	(65.80)	61.88	13.80	263.76	314.54
Profit before tax	492.59	256.33	1,240.74	1,770.30	4,006.22	5,486.64
Tax expense						
Current tax	237.57	123.82	502.00	657.55	1,013.10	1,444.66
Deferred tax	(42.85)	(96.85)	(262.46)	(289.45)	(4.23)	(455.81)
Total tax expense	194.72	26.97	239.54	368.10	1,008.87	988.85
Profit for the period	297.87	229.36	1,001.20	1,402.20	2,997.35	4,497.79
Other comprehensive income						
Other comprehensive income to be reclassified to profit or loss in subsequent periods						
Deferred hedging gains/(losses) on cash flow hedges (net of tax)	0.82	5.54	(16.29)	7.45	33.55	29.81
Exchange differences in translating the financial statements of foreign operations	150.80	63.32	(358.57)	277.18	(570.20)	(1,045.68)
Other comprehensive income not to be reclassified to profit or loss in subsequent periods						
Remeasurement of defined benefit obligation (net of tax)	-	-	(33.98)	-	(33.98)	(47.61)
Other comprehensive income, net of tax	151.62	68.86	(408.84)	284.63	(570.63)	(1,063.48)
Total comprehensive income for the period	449.49	298.22	592.36	1,686.83	2,426.72	3,434.31
Profit for the period attributable to:						
Shareholders of the Company	291.68	223.45	990.79	1,383.47	2,968.83	4,463.20
Non-controlling interests	6.19	5.91	10.41	18.73	28.52	34.59
Other comprehensive income attributable to:						
Shareholders of the Company	151.62	68.86	(408.64)	284.63	(570.43)	(1,062.71)
Non-controlling interests	-	-	(0.20)	-	(0.20)	(0.77)
Total comprehensive income for the period attributable to:						
Shareholders of the Company	443.30	292.31	582.14	1,668.10	2,398.40	3,400.49
Non-controlling interests	6.19	5.91	10.21	18.73	28.32	33.82
Paid-up equity share capital(face value of Rs 1)	134.81	134.81	134.81	134.81	134.81	134.81
Reserves excluding revaluation reserves as per balance sheet of previous accounting year						30,736.21
Earnings per equity share attributable to Owners						
[Nominal value per share: Re. 1 (Previous year : Re. 1)](not annualised)						
Basic and diluted (in Rupees)	2.16	1.66	7.35	10.26	22.02	33.11





Unaudited Consolidated Segment wise Revenue, Results, Assets and Liabilities

Particulars	Quarter ended			Nine months ended		(Rs. In million)
	December 31, 2019	September 30, 2019	December 31, 2018	December 31, 2019	December 31, 2018	Year ended March 31, 2019
	Unaudited	Unaudited	Unaudited (Restated)	Unaudited	Unaudited (Restated)	Audited
1) Segment Revenue						
(i) Automotive	27,431.90	26,422.98	28,820.43	81,987.69	86,577.51	1,17,318.26
(ii) Others	606.22	609.33	729.47	1,783.53	2,257.45	3,050.69
	28,038.12	27,032.31	29,549.90	83,771.22	88,834.95	1,20,368.95
Less: Inter segment revenue	-	-	-	-	4.30	4.30
	28,038.12	27,032.31	29,549.90	83,771.22	88,830.65	1,20,364.65
2) Segment Results						
(i) Automotive	743.95	629.82	1,258.97	2,664.99	4,084.07	5,707.29
(ii) Others	0.03	(32.07)	93.57	(52.83)	131.35	148.63
Total Segment Results	743.98	597.75	1,352.54	2,612.16	4,215.42	5,855.92
Add/ (Less):						
(a) Finance Cost	(365.97)	(351.31)	(272.92)	(1,029.80)	(709.89)	(968.45)
(b) Net unallocated (expenditure) / income	114.58	9.89	161.12	187.94	500.69	599.17
Total profit before tax	492.59	256.33	1,240.74	1,770.30	4,006.22	5,486.64
Segment Assets						
(i) Automotive	87,957.96	86,482.55	75,864.25	87,957.96	75,864.25	78,642.37
(ii) Others	2,248.83	2,140.29	2,469.42	2,248.83	2,469.42	2,402.58
Total segment assets	90,206.79	88,622.84	78,333.67	90,206.79	78,333.67	81,044.95
Add: Unallocated	6,972.96	6,526.00	5,726.17	6,972.96	5,726.17	6,485.41
Total assets	97,179.75	95,148.84	84,059.84	97,179.75	84,059.84	87,530.36
Segment Liabilities						
(i) Automotive	35,695.78	33,785.35	28,231.35	35,695.78	28,231.35	29,608.00
(ii) Others	740.63	723.27	812.69	740.63	812.69	839.35
Total segment liabilities	36,436.41	34,508.62	29,044.04	36,436.41	29,044.04	30,447.35
Add: Unallocated	28,680.88	29,016.04	24,819.06	28,680.88	24,819.06	25,970.68
Total liabilities	65,117.29	63,524.66	53,863.10	65,117.29	53,863.10	56,418.03

Notes :

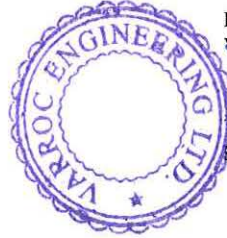
- The above results were reviewed by the Audit Committee and approved by the Board of Directors at its meeting held on February 13, 2020 and were subjected to limited review by the Statutory Auditors.
- The "Automotive" segment consists of the business of automobile products consisting of auto parts for two-wheelers, three-wheelers and four-wheelers and related design, development and engineering activities and other services. "Others" comprise of forging components for off road vehicles and components for mining and oil drilling industry which is below the thresholds for reporting as separate operating segment. Investment in Joint Venture and corresponding share of profit from joint venture is considered under unallocated assets and profit respectively.
- Effective April 1, 2019, the Group has adopted Ind AS 116 - "Leases" using the modified retrospective method without adjusting the comparatives and the cumulative impact has been adjusted to retained earnings on the date of initial application i.e. April 1, 2019. Had the Group continued to apply the previous accounting standard on leases, the depreciation and finance costs would have been lower by Rs.387.07 million and Rs.108.65 million respectively, the other expenses would have been higher by Rs. 438.50 million and the profit before tax would have been higher by Rs. 57.21 million for the nine months ended December 31, 2019.
- The deferred tax in "Tax expense" for the nine months period ended December 31, 2019 includes a credit of Rs.387.19 million (quarter ended December 31, 2019: Rs.73.40 million; quarter ended September 30, 2019: Rs 195.82 million and for the year ended March 31, 2019 : Rs. 531.06 million) recognised on tax incentives on eligible investments by the subsidiary in Czech Republic which can be utilised against future taxable income. Further, deferred tax for the year ended March 31, 2019 in "Tax expense" includes a credit of Rs. 108.98 Million recognised on provision for pension scheme by the subsidiary in Germany which will be utilised against future taxable income.





- 5) On July 02, 2018, the Group acquired "SA-BA Endustriyel Urunler Imalat ve Ticaret Anonim Sirketi ", a Turkey based company engaged in the manufacture and supply of interior and exterior lighting products mainly for the automotive sector. During quarter ended March 31, 2019, the Group has finalised the allocation of the purchase consideration of Eur 43.30 million to the assets and liabilities (including intangible assets viz. Customer relationships and Brand which were not recognised in acquiree's books) based on their acquisition date fair values. The consideration in excess of fair values of the assets and liabilities acquired has been allocated to Goodwill. Since the Group has finalised purchase price allocation in the quarter ended March 31, 2019, the comparative information for the quarter and nine months ended December 31, 2018 has been restated after giving effect of such allocation.
- 6) On August 30, 2019, the Group has acquired "CarlQ Technologies Private Limited ", engaged in supply of connected car platforms. Given the recent acquisition, the management is in the process of allocation of the purchase consideration of Rs 258.61 Million to assets and liabilities based on their acquisition date fair values. As at December 31, 2019, the consideration in excess of book value of the assets and liabilities acquired has been allocated to the Goodwill on provisional basis. The Group expects to finalize the purchase price allocation as above before end of current financial year ending March 31, 2020.
- 7) The Board of Directors in their meeting held on February 13, 2020 has approved and declared an interim dividend of Rs. 3/- per equity share of Re. 1 each.

Place : Mumbai
Date : February 13, 2020



For and on behalf of
Varroc Engineering Limited

Parang Jain
Managing Director

WHISTLE BLOWER POLICY

1. Preface

- 1.1. Varroc believes in the conduct of the affairs of its constituents in a fair and transparent manner by adopting highest standards of professionalism, honesty, integrity and ethical behavior.
- 1.2. Varroc is committed to developing a culture where it is safe for all employees to raise concerns about any poor or unacceptable practice and any event of misconduct.
- 1.3. "Whistle Blower Policy is for employees to report to the management instances of unethical behavior, actual or suspected fraud or violation of the Company's code of conduct or ethics policy.
- 1.4. The purpose of this policy is to provide a framework to promote responsible and secure whistle blowing. It protects employees wishing to raise concerns about serious irregularities within the Company.
- 1.5. The policy neither releases employees from their duty of confidentiality in the course of their work, nor is it a route for taking up a grievance about a personal situation.

2. Policy and Scope

The Policy has been drawn up so that employees can be confident about raising a concern. The areas of concern covered by this Policy are summarized below. This Policy shall extend to each of the Companies across Varroc Group.

3. Definitions

- 3.1. "Audit Committee" shall mean a committee of the Board of Directors of the Company constituted in accordance with the provisions of Section 177 of the Companies Act, 2013 read with Regulation 18 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015 as amended from time to time.
- 3.2. "**Disciplinary Action**" means any action that can be taken on the completion of /during the investigation proceedings including but not limiting to a warning, imposition of fine, suspension from official duties or any such action as is deemed to be fit considering the gravity of the matter.
- 3.3. "**Employee means**" every employee of Varroc Group Company working in India or abroad whether in full time or part time employment with the Company or its subsidiary whether in permanent, probationary, trainee, retainer, temporary or contractual appointment of Varroc Group.
- 3.4. "**Protected Disclosure**" means a concern raised by a written communication made in good faith that discloses or demonstrates information that may be an evidence for unethical or improper activity or fraudulent act.
- 3.5. "**Subject**" means a person against or in relation to whom a Protected Disclosure is made or evidence gathered during the course of an investigation.
- 3.6. "**Whistle Blower**" is an Employee or Director or any Stakeholder of Varroc Group who makes a Protected Disclosure under this Policy.
- 3.7. "**Ethics Committee**" means an means a committee set up for receiving the whistleblower complaints from the Whistleblower and assisting in implementation and compliance of the Whistleblower Policy and shall include person who is/are appointed to conduct detailed

investigation. Please refer to **Annexure I** for details of Ethics Committee members

- 3.8. **“The Chairperson”** shall mean the Chairperson of the Audit Committee.
- 3.9. **“Ethics Officer”** shall mean the Company Secretary of the Company or such other Employee nominated by the Chairman of the Audit Committee, from time to time.
- 3.10. Capitalized terms used but not defined herein shall have the meanings ascribed thereto in the Companies Act, 2013 or Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), 2015, as amended.

4. The Guiding Principles

To ensure that this Policy is adhered to, and to assure that the concern will be acted upon seriously, The Company will:

- 4.1 Ensure that the Whistle Blower and/or the person processing the Protected Disclosure is not victimized for doing so;
- 4.2 Treat victimization as a serious matter including initiating disciplinary action on such person/(s).
- 4.3 Ensure complete confidentiality.
- 4.4 Not attempt to conceal evidence of the Protected Disclosure;
- 4.5 Take disciplinary action, if any one destroys or conceals evidence of the Protected Disclosures made/to be made;
- 4.6 Provide an opportunity of being heard to the persons involved especially to the Subject.

5. Coverage of Policy

- 5.1 The Policy covers malpractices and events which have taken place/suspected to take place involving*:
 - i. Abuse of authority, Illegal discrimination or harassment;
 - ii. Breach of contract;
 - iii. Negligence causing substantial and specific danger to public health and safety;
 - iv. Manipulation of company data/records including accounting and auditing irregularities;
 - v. Financial irregularities, including fraud, or suspected fraud, theft, Claiming of False expenses in re-imbursement, etc.;
 - vi. Civil or Criminal offence;
 - vii. Pilferage of confidential/propriety information;
 - viii. Leak of unpublished price sensitive information and violation of Antitrust laws and Insider Trading Regulations;
 - ix. Deliberate violation of applicable laws and regulations;
 - x. Wastage/misappropriation of company funds/assets;
 - xi. Violation of Company’s Policies, Practices and Rules
 - xii. Acceptance of kick backs, Bribery or corruption.
 - xiii. Concurrent employment
 - xiv. Actual or potential Conflict of interest
 - xv. Social Media Misuse
 - xvi. Any other unethical, biased, favored, imprudent event.

*Only indicative and not exhaustive list

5.2 The Whistle Blowing Mechanism should not be used for reporting of routine or operational matters like:

- Issues related to routine Human Resources (“HR”) matters, (e.g. denial of promotion or reassignment of duties).
- Sexual harassment – these complaints may be reported to Internal Committee directly under the Policy on Prevention of Sexual Harassment at Work Place.
- Issues related to compensation or reimbursement (e.g. reimbursement not credited on time)
- Issues related to career progression, transfer or deputation etc.
- IT assets not working properly (e.g. printers not working)
- Questioning the financial or other business decisions taken by the management
- Taxation related queries (e.g. excess tax deducted from salary)
- Recruitment or job openings (e.g. to know the job openings in the Company)
- Inappropriate administration facilities (e.g. tea or coffee machine in cafeteria)

5.3 Policy should not be used in place of the Company grievance procedures or be a route for raising malicious or unfounded allegations against colleagues.

6. Disqualifications

- 6.1. While it will be ensured that genuine Whistle Blowers are accorded complete protection from any kind of unfair treatment as herein set out, any abuse of this protection will warrant disciplinary action.
- 6.2. Protection under this Policy would not mean protection from disciplinary action arising out of false or bogus allegations made by a Whistle Blower knowing it to be false or bogus or with a mala fide intention.
- 6.3. Whistle Blowers, who make any Protected Disclosures, which have been subsequently found to be malafide, frivolous or malicious, shall be liable to be prosecuted under the Company’s Code of Conduct.
- 6.4. Additionally, the Company reserves the right not to investigate in the following circumstances:

Complaints made without the following mandatory information.

- i. Name, designation and location of the Subject(s)
- ii. Detailed description of the incident
- iii. Location and time/duration of the incident
- iv. Specific evidences or source of evidences

7. Guidance for the Whistle Blower

- 7.1. The Whistle Blower should consider the following points before or while reporting the Complaint:
 - i. Should identify himself or herself and disclose the name, designation and email

address.

- ii. Should attempt to report the Protected Disclosure immediately after the event has occurred without any lapse of time.
- iii. Should ensure that the Protected Disclosure reported is factual and not speculative/ hearsay/ rumor in nature.
- iv. Should ensure that the Protected Disclosure reported contains as much specific information, facts and evidence wherever possible to enable appropriate review, assessment and initiation of investigation.
- v. Should not act on their own in conducting any investigative activities, nor do they have a right to participate in any investigative activities other than as requested by the Ethics Committee or Chairperson of the Audit Committee

8. Manner in which concern can be raised

- 8.1. Whistle Blower can make Protected Disclosure to Ethics Officer, as soon as possible. Depending upon the seriousness of the matter, condonation of delay may be granted by the Ethics Committee on case to case basis.
- 8.2. Whistle Blower can write the Protected Disclosure at the below mentioned mail id whistleblower@varrocgroupp.com. If a Protected Disclosure is received by any Executive(s) of the Company other than the Ethics Committee, the same should be forwarded to the Ethics Officer for further appropriate action.
- 8.3. Ethics Officer shall promptly forward the Protected Disclosure to the Ethics Committee and Chairperson of the Audit Committee.
- 8.4. Whistle Blower must provide the following information at the time of making complaint:
 - i. Name, designation and location of the Subject(s)
 - ii. Detailed description of the incident
 - iii. Location and time/duration of the incident
 - iv. Specific evidences or source of evidences

Concerns expressed anonymously WILL NOT BE investigated.

- 8.5. If initial enquiries by the Ethics Committee indicate that the concern has no basis, or it is not a matter to be investigated or pursued under this Policy, it may be dismissed at this stage or redirected to the right forum. For e.g. – If complaint is related to sexual harassment, same will be forwarded to the Internal Complaints Committee and would be dealt as per Policy to Prevent Sexual Harassment at the Workplace. If complaint is related to a personal grievance, e.g. appraisal rating, promotion etc., it will be forwarded to the relevant Chief Human Resources Officer. In every case the decision of the Ethics Committee will be documented.
- 8.6. Where initial enquiries indicate that further investigation is necessary, this will be carried through Ethics Committee with utmost confidentiality. The Committee at their discretion, consider to involve internal people who are specially trained to investigate such cases or external people from an external agency specialized to investigate such cases, on a case to case basis. The investigation would be conducted in a fair manner, as a neutral fact-finding process and without presumption of guilt. A written report of the findings would be made.
- 8.7. If any of the members of the Ethics Committee has a conflict of interest in the Complaint matter (i.e. there is a possibility that his/her/their personal interests may not ensure fair

enquiry), he/she/they will inform the Chairperson of the Audit Committee of the same, who may then appoint some other person(s) in his/ their place in the Ethics Committee.

8.8. Name of the Whistle Blower shall not be disclosed by the Ethics Committee.

8.9. The Ethics Committee shall:

- i. Make a detailed written record of the Protected Disclosure. The record will include:
- ii. Facts of the matter.
- iii. Whether the same Protected Disclosure was raised previously by anyone, and if so, the outcome thereof;
- iv. Whether any Protected Disclosure was raised previously against the same Subject;
- v. The financial/ otherwise loss which has been incurred / would have been incurred by the Company.

8.10. Findings of Ethics Committee;

- i. The Ethics Committee shall finalize and submit the report to the Chairperson of the Audit Committee within 30 days of or within such extended period as may be granted by Chairperson Provided however that such extension can only be granted on the basis of valid and strong reasons.
- ii. While finalizing of the Report, the Ethics committee shall consider the following:
 - a. Severity of the misconduct
 - b. Impact on the Organization (Reputation, Financial / Non – Financial)
 - c. Past record of the employee
 - d. Past precedence of treating similar violations (a summary of the same will be kept with CHRO)
- iii. On submission of report, the Ethics Committee shall discuss the matter with Chairperson of the Audit Committee who shall either:
 - In case the Protected Disclosure is proved, accept the findings of the Ethics Committee and take such Disciplinary Action as he may think fit and take preventive measures to avoid reoccurrence of the matter;
 - In case the Protected Disclosure is not proved, extinguish the matter.

8.11. The Chairperson of the Audit Committee would oversee the investigations of Ethics Committee.

9. Protection

9.1. No unfair treatment will be meted out to a Whistle Blower by virtue of his/her having reported a Protected Disclosure under this Policy. The Company, as a policy, condemns any kind of discrimination, harassment, victimization or any other unfair employment practice being adopted against Whistle Blower. Complete protection will, therefore, be given to the Whistle Blower against any unfair practice like retaliation, threat or intimidation of termination/suspension of service, disciplinary action, transfer, demotion, refusal of promotion, discrimination, any type of harassment, biased behavior or the like including any direct or indirect use of authority to obstruct the Whistle Blower's right to

continue to perform his/her duties/functions including making further Protected Disclosure.

- 9.2. The Company will take steps to minimize difficulties, which the Whistle Blower may experience as a result of making the Protected Disclosure. Thus, if the Whistle Blower is required to give evidence in criminal or disciplinary proceedings, the Company will arrange for the Whistle Blower to receive advice about the procedure, etc.
- 9.3. The identity of the Whistle Blower shall be kept confidential. Any other Employee assisting in the said investigation or furnishing evidence shall also be protected to the same extent as the Whistle Blower.

10. Secrecy/Confidentiality

10.1. The Whistle Blower, the Subject, the Ethics Officer and everyone involved in the process shall:

- i. Maintain complete confidentiality/ secrecy of the matter not discusses the matter in any informal/social gatherings/ meetings.
- ii. Discuss only to the extent or with the persons required for the purpose of completing the process and investigations.
- iii. Not keep the papers unattended anywhere at any time.
- iv. Keep the electronic mails/files under password.
- v. If anyone is found not complying with the above, he/ she shall be held liable for such disciplinary action as is considered fit.

11. Reporting

A quarterly report with number of complaints received under the Policy and their outcome shall be placed before the Audit Committee. Further, details of leaks/suspected leaks of unpublished price sensitive information or suspected leak of unpublished price sensitive information, appropriate inquiries and result thereof shall be promptly placed before the Audit Committee.

12. Amendment

Varroc Group reserves the right to amend or modify this Policy in whole or in part, at any time without assigning any reason, whatsoever.

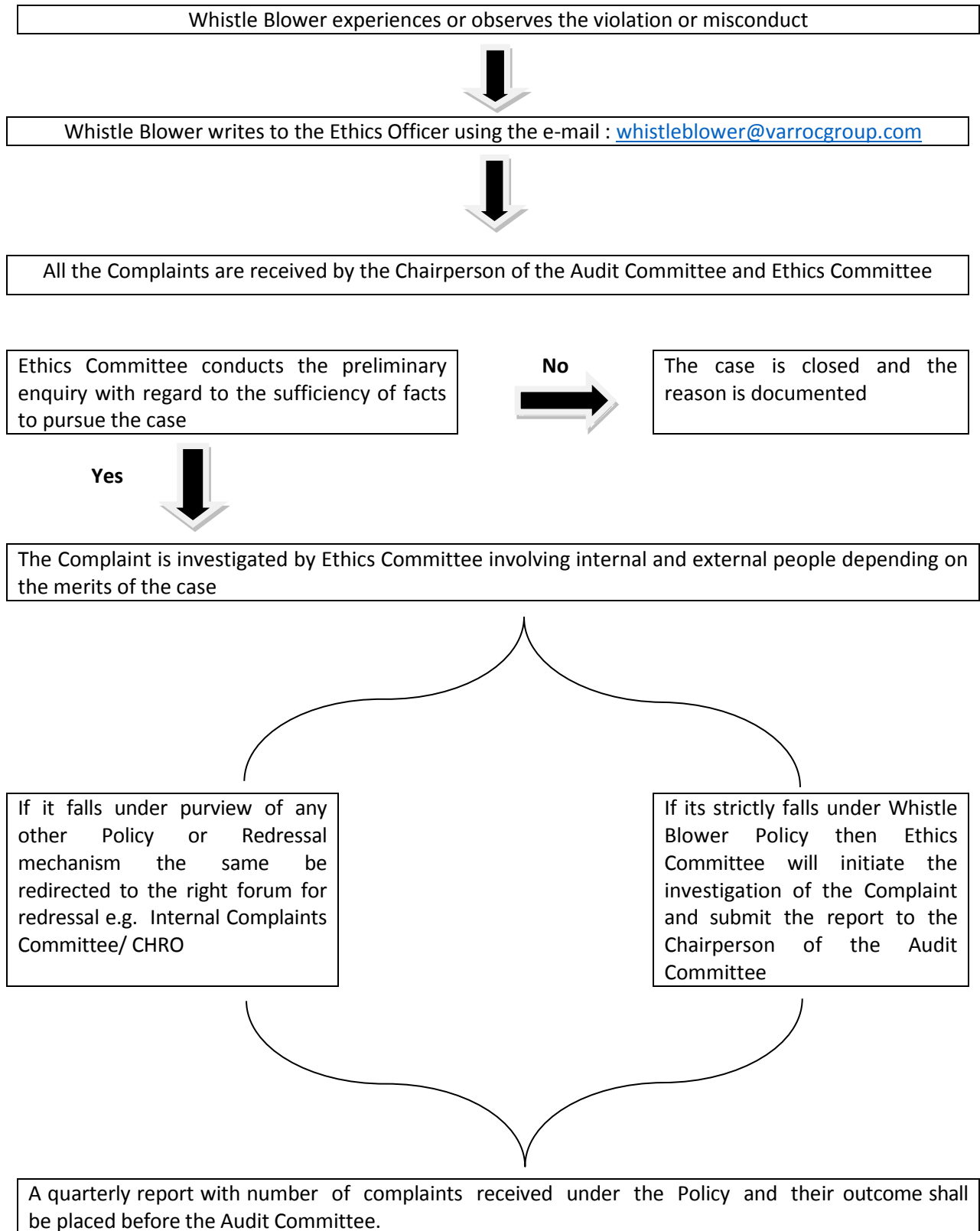
Annexure I

Composition of the Ethics Committee

1. Chief Executive Officer
2. Chief Financial Officer
3. Chief Human Resources Officer
4. Head – Internal Audit
5. Company Secretary

Annexure II

Sample workflow or procedure for reporting, resolving and closing a Whistle Blower Complaint



POLICY FOR

DETERMINATION OF MATERIALITY THRESHOLD FOR

DISCLOSURE OF EVENTS OR INFORMATION

[Pursuant to SEBI (Listing Obligations and Disclosure Requirements), 2015]

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Document Control

Document Name	Policy for determination of materiality threshold for disclosure of events or information
Version No.	2
Date of publication	[DD / MM / YYYY]
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Process Owner	
Approval By	Board of Directors

A. Revision History

Version	Date of issue	Reason for change
1	25/03/2018	Policy adopted
2	13/02/2020	Change in details of KMP
3		
4		
5.		
6.		
7.		
8		

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1. GENERAL

Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 (“**Listing Regulations**”) disclosure of any events or information which, in the opinion of the board of directors of the listed company, is material. It further states that events specified in Para A of Part A of Schedule III of Listing Regulations are deemed to be material events and events specified in Par B are to be decided as material based on application of the guidelines for materiality, and the listed entity shall promptly make disclosure of such events to the stock exchanges.

Regulation 30 (2) (ii) of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 requires that the listed entity shall frame a policy for determination of materiality, based on criteria specified in the said sub-regulation, duly approved by its board of directors, and the same shall be disclosed on its website.

2. OBJECTIVE

The objective of this policy is to determine the “Materiality of the Information of the Company” for the purpose of Disclosure to the Stock exchanges and to provide the Governance Framework on such information.

3. EFFECTIVE

The Policy shall be effective from the date of listing of the equity securities of the Company.

4. DEFINITIONS

- (a) “Act” means the Companies Act, 2013 (and the Rules) and the Companies Act, 1956 to the extent applicable.
- (b) “Board of Directors” means the Board of Directors of the Company.
- (c) “Company” means Varroc Engineering Limited.
- (d) “Key Managerial Personnel” means key managerial personnel as defined under subsection (51) of section 2 of the Companies Act, 2013.

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(e) “Listing Regulations” means the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

(f) “Policy” means this policy, as amended from time to time.

(g) “SEBI” means the Securities and Exchange Board of India.

(h) “Rules” means the rules made under the Companies Act, 2013.

(i) “Stock Exchange(s)” means BSE Limited and the National Stock Exchange of India Limited, where the equity shares of the Company will be listed.

5. EVENTS WHICH ARE DEEMED TO BE MATERIAL EVENTS

The Company shall disclose all such events which are specified in Para A of Part A of Schedule III of the Listing Regulations (as applicable from time to time) without any application of the guidelines for materiality as specified in sub-regulation (2) of Regulation 30 of the Listing Regulations. (Refer Annexure).

6. EVENTS WHICH ARE DEPENDENT ON APPLICATION OF GUIDELINES FOR MATERIALITY

The Company shall disclose all material events pertaining to itself or any of its subsidiary(ies) or joint venture companies, which may have direct or indirect impact on the operations or financials of the Company or which may be otherwise considered as price sensitive information, as specified in Para B of Part A of Schedule III of the Listing Regulations (Refer Annexure - _ for events covered under said Para) subject to application of guidelines for materiality, as given hereunder.

The basic guidelines for determining materiality of any events or information are as under.

Quantitative criteria mean event/ information where the value involved or the impact in case of civil litigation where amount involved is quantifiable and is equivalent to or more than 1 % of the consolidated net profit of the Company. The consolidated net profit would be calculated based on the audited financial statements of the last audited financial year.

Qualitative criteria would mean an event/ information:

- (a) the omission of which is likely to result in discontinuity or alteration of event or information already available publicly; or
- (b) the omission of which is likely to result in significant market reaction if the said omission came to light at a later date; or
- (c) that may be treated as being material, if in the opinion of the Board of Directors of Company, the event / information is considered material.

7. ANY OTHER INFORMATION/EVENT WHICH IS TO BE DISCLOSED BY THE COMPANY.

The Company shall disclose major developments that are likely to affect business, e.g. emergence of new technologies, expiry of patents in practice, any change of accounting policy that may have a significant impact on the accounts, etc. and brief details thereof, and any other information which is exclusively known to the Company which may be necessary to enable the holders of securities of the Company to appraise its position and to avoid the establishment of a false market in such securities. (Refer Annexure).

8. GUIDELINES ON OCCURRENCE OF AN EVENT / INFORMATION

The occurrence of a material event/information would be either by the Company's own accord or may not be in the hands of the Company. It can be categorized as under:

- (a) depends upon the stage of discussion, negotiation or approval; and
- (b) in case of natural calamities, disruptions etc., it would depend upon the timing when the company became aware of the event/information.

In respect of the events under 7(a), the events/information can be said to have occurred upon receipt of approval of Board of Directors, e.g. further issue of capital by rights issuance and in certain events/information after receipt of approval of both i.e. Board of Directors and shareholders.

However, considering the price sensitivity involved, for certain events e.g. decision on declaration of dividends etc., disclosure shall be made on receipt of approval of the event by the Board of Directors, pending shareholder's approval.

In respect of the events under 7(b), the events/information can be said to have occurred when the Company becomes aware of the events/information, or as soon as an officer of the entity has, or ought to have reasonably, come into possession of the information in the course of the performance of his duties. The term 'officer' shall have the same meaning as defined under the Act and shall also include the Promoter of the Company.

9. AUTHORIZATION OF KEY MANAGERIAL PERSONNEL (KMP) FOR THE PURPOSE OF DETERMINING MATERIALITY OF AN EVENT OR INFORMATION AND FOR THE PURPOSE OF MAKING DISCLOSURES TO STOCK EXCHANGE.

In terms of Regulation 30(5), the Board of Directors authorises the following Key Managerial Personnel of the Company as the "Authorised Persons" for the purpose of determining materiality of an event or information as per the guidelines contained in this Policy and for making disclosure to the stock exchanges.

1. Mr. Tarang Jain, Managing Director
2. Mr. Ashwani Maheshwari, Whole-time Director & CEO
3. Mr. T. R. Srinivasan, Group CFO
4. Mr. Ajay Kumar Sharma, Group General Counsel and Company Secretary

The materiality of events outlined above is indicative in nature. There may be a likelihood of some unforeseen events emerging due to the prevailing business scenario from time to time. Hence, the Authorized Person should exercise his/her own judgement while assessing the materiality of events associated with the Company. In case the relevant Authorized Person has any doubt regarding materiality, he/she may consult the Chairman or Managing Director before disclosing the information to the Stock Exchange(s).

Details of the above KMPs should be intimated to the Stock Exchange(s) and shall be placed on the Company's website.

10. SCOPE AND LIMITATION

In the event of any conflict between the provisions of this Policy and the Act or Listing Regulations or any other statutory enactments or rules, the provisions of Listing Regulations /Act or statutory enactments or rules shall prevail over this Policy.

11. DISCLOSURE

The above Policy will be posted on the Company's corporate website, and the events and information disclosed to the Stock Exchanges in terms of this Policy will also be kept posted on the website from the date of occurrence of such event / information.

12. REVIEW & AMENDMENTS

The Board and/or Audit Committee may, as and when it deems appropriate, review this policy. This policy is being formulated keeping in mind the applicable laws, rules, regulations and standards in India. If there is an amendment in such laws, rules, regulations and standards, then this Policy shall be deemed to have been amended to the extent of such amendment. Conversely, if due to subsequent amendment in the statutory provisions, this Policy or any part hereof becomes inconsistent, such amended statutory provisions shall prevail and this Policy shall be deemed to be amended to that extent.

Date :

Place :

Chairman / Managing Director

ANNEXURE
(Refer Schedule III of Listing Regulations)

PART A: DISCLOSURES OF EVENTS OR INFORMATION: SPECIFIED SECURITIES
[See Regulation 30]

The following shall be events/information, upon occurrence of which the Company shall make disclosure to stock exchange(s):

A. Events which shall be disclosed without any application of the guidelines for materiality as specified in sub-regulation (4) of regulation (30):

1. Acquisition(s) (including agreement to acquire), Scheme of Arrangement (amalgamation/ merger/ demerger/restructuring), or sale or disposal of any unit(s), division(s) or subsidiary of the listed entity or any other restructuring.

Explanation.- For the purpose of this sub-para, the word 'acquisition' shall mean,-

- (i) acquiring control, whether directly or indirectly; or,
- (ii) acquiring or agreeing to acquire shares or voting rights in, a company, whether directly or indirectly, such that -
 - (a) the listed entity holds shares or voting rights aggregating to five per cent or more of the shares or voting rights in the said company, or;
 - (b) there has been a change in holding from the last disclosure made under sub-clause (a) of clause (ii) of the Explanation to this sub-para and such change exceeds two per cent of the total shareholding or voting rights in the said company.
2. Issuance or forfeiture of securities, split or consolidation of shares, buyback of securities, any restriction on transferability of securities or alteration in terms or structure of existing securities including forfeiture, reissue of forfeited securities, alteration of calls, redemption of securities etc.
3. Revision in Rating(s).
4. Outcome of Meetings of the board of directors: The listed entity shall disclose to the Exchange(s), within 30 minutes of the closure of the meeting, held to consider the following:
 - a) dividends and/or cash bonuses recommended or declared or the decision to pass any dividend and the date on which dividend shall be paid/dispatched;
 - b) any cancellation of dividend with reasons thereof;
 - c) the decision on buyback of securities;

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- d) the decision with respect to fund raising proposed to be undertaken
 - e) increase in capital by issue of bonus shares through capitalization including the date on which such bonus shares shall be credited/dispached;
 - f) reissue of forfeited shares or securities, or the issue of shares or securities held in reserve for future issue or the creation in any form or manner of new shares or securities or any other rights, privileges or benefits to subscribe to;
 - g) short particulars of any other alterations of capital, including calls;
 - h) financial results;
 - i) decision on voluntary delisting by the listed entity from stock exchange(s).
5. Agreements (viz. shareholder agreement(s), joint venture agreement(s), family settlement agreement(s) (to the extent that it impacts management and control of the listed entity), agreement(s)/treaty(ies)/contract(s) with media companies) which are binding and not in normal course of business, revision(s) or amendment(s) and termination(s) thereof.
 6. Fraud/defaults by promoter or key managerial personnel or by listed entity or arrest of key managerial personnel or promoter.
 7. Change in directors, key managerial personnel (Managing Director, Chief executive Officer, Chief Financial Officer , Company Secretary etc.), Auditor and Compliance Officer.
 8. Appointment or discontinuation of share transfer agent.
 9. Corporate debt restructuring.
 10. One-time settlement with a bank.
 11. Reference to BIFR and winding-up petition filed by any party / creditors.
 12. Issuance of Notices, call letters, resolutions and circulars sent to shareholders, debenture holders or creditors or any class of them or advertised in the media by the listed entity.
 13. Proceedings of Annual and extraordinary general meetings of the listed entity.
 14. Amendments to memorandum and articles of association of listed entity, in brief.
 15. Schedule of Analyst or institutional investor meet and presentations on financial results made by the listed entity to analysts or institutional investors;

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
Website www.varroc.com
CIN L28920MH1988PLC047335



B. Events which shall be disclosed upon application of the guidelines for materiality referred sub-regulation (4) of regulation (30):

The Following events shall be disclosed to the Stock Exchange by the Company subject to applicability of materiality test as laid down in this policy. (Refer Para 6)

1. Commencement or any postponement in the date of commencement of commercial production or commercial operations of any unit/division.
 2. Change in the general character or nature of business brought about by arrangements for strategic, technical, manufacturing, or marketing tie-up, adoption of new lines of business or closure of operations of any unit/division (entirety or piecemeal).
 3. Capacity addition or product launch.
 4. Awarding, bagging/ receiving, amendment or termination of awarded/bagged orders/contracts not in the normal course of business.
 5. Agreements (viz. loan agreement(s) (as a borrower) or any other agreement(s) which are binding and not in normal course of business) and revision(s) or amendment(s) or termination(s) thereof.
 6. Disruption of operations of any one or more units or division of the listed entity due to natural calamity (earthquake, flood, fire etc.), force majeure or events such as strikes, lockouts etc.
 7. Effect(s) arising out of change in the regulatory framework applicable to the listed entity
 8. Litigation(s) / dispute(s) / regulatory action(s) with impact.
 9. Fraud/defaults etc. by directors (other than key managerial personnel) or employees of listed entity.
 10. Options to purchase securities including any ESOP/ESPS Scheme.
 11. Giving of guarantees or indemnity or becoming a surety for any third party.
 12. Granting, withdrawal, surrender, cancellation or suspension of key licenses or regulatory approvals.
- C. Any other information/event viz. major development that is likely to affect business, e.g. emergence of new technologies, expiry of patents, any change of accounting policy that may have a significant impact on the accounts, etc. and brief details thereof and any other information which is exclusively known to the listed entity which may be necessary to enable the holders of securities of the listed entity to appraise its position and to avoid the establishment of a false market in such securities.
- D. Without prejudice to the generality of para (A), (B) and (C) above, the listed entity may make disclosures of event/information as specified by the Board from time to time.

Varroc Engineering Ltd.

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VARROC/SE/INT/2019-20/81

February 13, 2020

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

(2) 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 : VARROC

Dear Sir/Madam,

Sub.: Revision in Record date for the purpose of payment of Interim Dividend

Ref.: Our earlier letter dated February 13, 2020.

In continuation of our earlier letter dated February 13, 2020 and pursuant to Regulation 42 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, this is to inform you that the record date for the purpose of determining the shareholders eligible for Interim Dividend, was inadvertently mentioned as Friday, February 21, 2020 instead of Wednesday, February 26, 2020.

Accordingly, Interim Dividend shall be dispatched / remitted to all the Beneficial Owners commencing from Friday, February 28, 2020 in respect of shares held in dematerialized form as per the data made available by the National Securities Depository Limited and the Central Depository Services (India) Limited as of the close of business hours on Record date.

You are requested to take revised record date i.e. Wednesday, February 26, 2020 on record, inconvenience caused is regretted.

Thanking you.

Yours faithfully,

For Varroc Engineering Limited

Ajay Sharma
Group General Counsel and Company Secretary