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.varroc[redacted].com
CIN: L28920MH1988PLC047335

VARROC/SE/INT/2020-21/69

February 18, 2021

To,

The Manager- Listing
The Listing Department,
National Stock Exchange of India Limited
Exchange Plaza, Plot No. C/1, G Block,
Bandra-Kurla Complex,
Bandra (East), Mumbai-400051.

NSE Symbol: VARROC

The Manager – Listing
The Corporate Relation Department,
Bombay Stock Exchange Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Fort,
Mumbai-400001.

BSE Security Code: 541578

Sub: Intimation of Result of Postal Ballot alongwith the Scrutinizers report

Dear Sir/Madam,

The Company had issued Postal Ballot Notice dated January 13, 2021 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	To consider and approve issuance of fresh/ new equity shares of the Company through one or more public or private offerings or any other method or combination thereof for achieving Minimum Public Shareholding

In connection with above, Uma Lodha of Uma Lodha & Co., Practicing Company Secretaries, (Membership No.: FCS 5363, CP No.: 2593), Scrutinizer has submitted her report dated February 18, 2021.

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 Wednesday, February 17, 2021.

In this regard, please find enclosed Voting results, as required under Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Report of the Scrutinizer dated February 18, 2021, pursuant to Section 108 of the Act read with Rules made thereunder.

A copy of the same is also being placed on the Company's website i.e. www.varroc.com and on the Notice Board at Registered Office of the Company.

Kindly take the same on record and note the compliance.

Yours faithfully,
For Varroc Engineering Limited

VARROC ENGINEERING LIMITED

Ajay Sharma
Group General Counsel and Company Secretary

Voting Results of Postal Ballot as per Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Varroc Engineering Limited								
Record date					15-01-2021			
Total number of shareholders on record date					55063			
Number of shareholders present in the meeting either in person or through proxy								
a)Promoter and Promoter group					Not applicable			
b) Public					Not applicable			
Number of shareholders attended the meeting through video conferencing								
a)Promoter and Promoter group					Not applicable			
b) Public					Not applicable			
Resolution Required (Special)					To consider and approve issuance of fresh/ new equity shares of the Company through one or more public or private offerings or any other method or combination thereof for achieving Minimum Public Shareholding			
Whether promoter/ promoter group are interested in the agenda/resolution?					No			
Category	**Mode of Voting**	**No. of shares held**	**No. of votes polled**	**% votes polled on outstanding shares**	**No. of votes - in favour**	**No. of votes - in Against**	**% of votes - in favour**	**% of votes - in Against**
		(1)	**(2)**	**(3)= [(2)/(1)]*100**	**(4)**	**(5)**	**(6)=[(4)/(2)]*100**	**(7)=[(5)/(2)]*100**
Promoter and Promoter Group	E-voting	114589800	114589800	100.00	114589800	-	100.00	-
	Poll		-	-	-	-	-	-
	Postal Ballot(if applicable)		-	-	-	-	-	-
	Total	**114589800**	**114589800**	**100.00**	**114589800**	**-**	**100.00**	**-**
Public Institutions	E-voting	11777161	9464631	80.36	9464631	-	100.00	-
	Poll		-	-	-	-	-	-
	Postal Ballot(if applicable)		-	-	-	-	-	-
	Total	**11777161**	**9464631**	**80.36**	**9464631**	**-**	**100.00**	**-**
Public Non-Institutions	E-voting	8444569	65802	0.78	25095	40707	38.14	61.86
	Poll		-	-	-	-	-	-
	Postal Ballot(if applicable)		-	-	-	-	-	-
	Total	**8444569**	**65802**	**0.78**	**25095**	**40707**	**38.14**	**61.86**
	Total	**134811530**	**124120233**	**92.07**	**124079526**	**40707**	**99.97**	**0.03**



UMA LODHA & CO.
COMPANY SECRETARIES

Suite No. 507, 5th, Floor, Highway Commercial Centre,
l. B Patel Road, Goregaon East, Mumbai - 400063
Tel.: No. No.: 91- 22 - 40131002 - 02 Mobile No. + 91 9821247172
Email: uma@umalodha.com, info@umalodha.com
Website: www.umalodha.com

SCRUTINIZER'S REPORT

February 18, 2021

To,
Shri. Tarang Jain
Chairman and Managing Director of
Varroc Engineering Limited
L - 4, MIDC, Waluj,
Aurangabad- 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 January 13, 2021

I, Uma Lodha, Company Secretary in whole-time practice (Membership No.: FCS 5363, CP No. : 2593), Proprietor of Uma Lodha & Co., Practicing Company Secretaries was appointed as Scrutinizer by the Board of Directors of M/s Varroc Engineering Limited at its meeting held on January 13, 2021 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 dated January 13, 2021 ("**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 No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020 the General Circular No. 22/2020 dated June 15, 2020 and the General Circular No. 39/2020 dated December 31, 2020 issued by the Ministry of Corporate Affairs, Government of India ("**the MCA Circulars**") and the SEBI circular dated May 12, 2020, 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 Ministry of Corporate Affairs, the Company had sent Postal Ballot Notice only by electronic mode on January 18, 2021, to all the Members whose email addresses were registered with the Depositories or the Company as on January 15, 2021 and has not dispatched physical notices to any member. 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.

2. The Company had not dispatched the Postal Ballot Notice(s)/form(s) to those members whose e-mail IDs were not registered/available with the Depositories or the Company. However, the Company had given an additional option to members to register their e-mail ids with M/s Link Intime India Private Limited, Registrar and Share Transfer Agent of the Company.

3. Further, the Company had uploaded the Postal Ballot Notice containing the items of business to be transacted on the website of the Company and also on website of the Stock Exchanges viz. BSE Limited and National Stock Exchange of India Limited and NSDL's website for perusal by those members who may want to access the same.

4. The Company had published advertisement in English language in the Business Standard Newspaper and in Regional Language (Marathi) in Loksatta Newspaper, containing all required information, in terms of MCA Circulars on Thursday, January 14, 2021 and in terms of applicable provisions of Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014, on Tuesday, January 19, 2021, informing about the completion of dispatch of the Postal Ballot Notice

5. 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	Friday, January 15, 2021
Commencement of Remote e-voting	9:00 a.m. (IST) on Tuesday, January 19, 2021
Conclusion of Remote e-voting	5:00 p.m. (IST) on Wednesday, February 17, 2021

6. After completion of Remote e-voting period, Remote e-voting module was disabled for voting.

7. Due to ongoing Covid-19 pandemic and 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).

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 Friday, January 15, 2021 ("**Cutoff date**") provided by the M/s Link Intime India Private Limited, Registrar and Share Transfer Agent of the Company.

10. I am obligated under Section 110 of the Companies Act, 2013 and the Rules framed thereunder to retain 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.

UMA LODHA & CO.
COMPANY SECRETARIES

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

Resolution No. 1

Special Resolution: **To consider and approve issuance of fresh/ new equity shares of the Company through one or more public or private offerings or any other method or combination thereof for achieving Minimum Public Shareholding**

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

Mode of Voting	Number of members voted	Number of votes cast	% of total number of Valid votes Cast
Voted through Remote e-voting	240	124079526	99.97%
Total	**240**	**124079526**	**99.97%**

(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	33	40707	0.03%
Total	**33**	**40707**	**0.03%**

(iii) **Abstained** Votes:

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

***Total number of Valid votes cast= 12,41,20,233**

Based on the aforesaid results, the resolution as mentioned in the Postal Ballot Notice dated January 13, 2021 is deemed to be passed with requisite majority/votes on Wednesday, February 17, 2021 as a Special Resolution.

Shri. Tarang Jain, Chairman and Managing Director 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 Lodha
Practicing Company Secretary
C.P. No.: 2593
UDIN No.- F005363B003013808

Date: February 18, 2021
Place: Mumbai

Counter Signed
For **Varroc Engineering Limited**

AJAY KUMAR SHARMA

Digitally signed by AJAY KUMAR SHARMA
DN: c=IN, o=Personal, 2.5.4.20=8e394f0b54df7a428a2c5037cce4c75628f0ab036b8fe3c204ae92155ac8623d, postalCode=121004, st=HARYANA, serialNumber=6874ec243b772feb55e68c4ac7af69e44bded0b2f83f14b155f3058c5ed4b3ae, cn=AJAY KUMAR SHARMA
Date: 2021.02.18 18:08:28 +05'30'

Ajay Sharma
Group General Counsel and Company Secretary
ACS: 9127

UMA LODHA & CO. M. No. 5363 C.P. No. 2593 Company Secretaries