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/2022-23/38

June 20, 2022

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

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

Ref: Our Communication dated May 16, 2022 and May 20, 2022

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	**To sell or otherwise dispose of the whole or substantially the whole of the undertaking of the Company**

In connection with above, CS Manoj Soni, Practicing Company Secretary (Membership No: FCS 6434, COP No: 7018), partner of MV & Associates, Company Secretaries, Pune Scrutinizer has submitted his report dated June 20, 2022.

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, June 18, 2022.

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.

Yours faithfully,

For Varroc Engineering Limited

Ajay Sharma

Group General Counsel and Company Secretary

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)	June 18, 2022
Commencement of Remote e-voting	9:00 a.m. (IST) on Friday, May 20, 2022
Conclusion of Remote e-voting	5:00 p.m. (IST) on Saturday, June 18, 2022

Scrutinizer Details:

Name of the Scrutinizer	CS Manoj Soni
Firms Name	MV & Associates, Company Secretaries, Pune
Qualification	Practicing Company Secretary
Membership Number	FCS 6434, COP No: 7018
Date of Board Meeting in which appointed	May 16, 2022
Date of Issuance of Report to the company	June 20, 2022

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	16th May 2022
Total number of shareholders on record date	82160
Special resolution	To sell or otherwise dispose of the whole or substantially the whole of the undertaking of the Company
Mode of Voting	Remote e-voting

B) RESULTS OF THE MEETING

Sr. No	Agenda	Resolution required	Mode of Voting	Remark
1	To sell or otherwise dispose of the whole or substantially the whole of the undertaking of the Company	Special	Remote e-voting	Passed with Requisite majority

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Resolution Required: (Special)			**To sell or otherwise dispose of the whole or substantially the whole of the undertaking 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	27826044	26460942	95.0942	25721793	739149	97.2066	2.7934
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		**26460942**	**95.0942**	**25721793**	**739149**	**97.2066**	**2.7934**
Public Non - Institutions	E-Voting	10370556	116084	1.1194	110839	5245	95.4817	4.5183
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		**116084**	**1.1194**	**110839**	**5245**	**95.4817**	**4.5183**
Total		**152786400**	**141166826**	**92.3949**	**140422432**	**744394**	**99.4727**	**0.5273**

REPORT OF SCRUTINIZER

[Pursuant to rule section 108 and 110 of the Companies Act, 2013 and rule 21(2) of the Companies (Management and Administration) Rules, 2014]

DATE: 20th June 2022

To
The Chairman & Managing Director
VARROC ENGINEERING LIMITED
Regd. Office: Plot No. L - 4, MIDC Industrial Area,
Waluj, Aurangabad – 431136, Maharashtra

Ref: Scrutinizers Report on Postal Ballot Remote E-voting Process under the Provisions of Section 108 of the Company Act, 2013, read with Rule 20 of the Companies (management and Administration) Rules, 2014 as amended.

Dear Sir,

I Manoj Soni, Company Secretary in Practice was appointed as Scrutinizer by the Board of Directors of the Varroc Engineering Limited ("the Company") in their Board meeting held on 16th May 2022 Pursuant to Section 108, 110 of the Company Act 2013 ("the 2013 Act") reads with Rule 20 and 22 of the Companies (management and Administration) Rules, 2014 ("the Rules") as amended to scrutinize the remote e-voting Process in fair and transparent manner and for ascertaining the requisite majority in respect of below Mentioned Resolution proposed through Postal Ballot.

The Management of the Company is responsible to ensure the Compliance with the requirements of the Companies Act, 2013 ("the Act"), read with Rules and General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 22/2020 dated June 15, 2020, General Circular No. 33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020, General Circular no. 02/2021 dated January 13, 2021, General Circular No. 10/2021 dated June 23, 2021, General Circular No. 20/2021 dated December 8, 2021 and General Circular No. 2/2022 dated May 05, 2022, issued by the Ministry of Corporate Affairs ("MCA Circulars") and SEBI Circulars No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15,2021 as amended relating to remote e-voting through Postal Ballot.

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My Responsibility as a Scrutinizer for passing a resolution through Postal Ballot by voting through remote electronic means ("Remote e-voting") is to ensure that the Remote e-voting is carried out in fair and transparent manner and to furnish a Scrutinizers Report of the votes cast "IN FAVOUR" or "AGAINST" the Resolution contained in the Postal Ballot Notice., based on the reports generated from the e-voting system of National Securities Depository Limited ("NSDL") the agency engaged by the company to provide the Facilities for remote e-voting through postal ballot.

I submit my Report as under:

- Pursuant to the provisions of the Act and MCA Circulars, the Company had sent Postal Ballot Notice only by electronic mode on May 19, 2022 to all the Members whose email addresses were registered 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.

- The Notice sent through emails contained the detailed Procedure to be followed by the members who were desirous of casting their votes electronically as provided in rule 20 of the Companies (Management and Administration) Rules, 2014 as amended.

- The Board of Directors of the Company has appointed National Securities Depository Limited ("NSDL") as the agency for Service provider for the purpose of extending the facility of remote e-voting to the Members of the Company.

- The Service provider has provided a system for recording the votes of members electronically on the special Business, which is mentioned in the notice of postal ballot.

- The Service provider had set-up an electronic e-voting facility on their website www.evoting.nsdl.com. The Company had uploaded the Postal Ballot Notice containing item of business to be transacted on the website of the Company and also on the website of Stock Exchanges viz. BSE Limited and National Stock Exchange of India Limited and on the website of NSDL.

- The cut of date for the purposes of identifying the members who will be entitled to vote on the resolution placed for the approval of members was Monday, May 16, 2022.

- 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 Circular and applicable provisions of Rule 20 and 22 of the Companies (Management & Administration) Rules, 2014 on Friday, May 20, 2022 informing about completion of dispatch of the Postal Ballot Notice.

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- The remote e-voting period remained open from Friday, May 20, 2022, at 9.00 A.M. (IST) up to Saturday, June 18, 2022, at 5.00 P.M. (IST)

- At the end of the Remote e-voting period on Saturday, June 18, 2022, at 5.00 P.M. (IST) the remote e-voting module was disabled for e-voting. The Remote e-voting Report downloaded from NSDL e-voting platform was diligently scrutinized and reviewed and is kept separately for the purpose of Postal Ballot.

- The Postal Ballot Electronic votes were duly scrutinized, and the shareholding was reconciled with the Register of Members of the Company as on Monday, May 16, 2022 ("Cutoff date") provided by Link Intime India Private Limited, Registrar and Transfer Agent of the Company.

The result of voting by remote E-voting and through E-voting facility through postal ballot, in respect of Business to be transacted is as under:

RESOLUTION NO: 01 (SPECIAL RESOLUTION)

To sell or otherwise dispose of the whole or substantially the whole of the undertaking of the Company:

1) Voting through Postal Ballot by remote e-voting was as follows:

Voting Description	**No of Members who Voted**	**No of Shares for which votes casted**	**Percentage of total number of valid votes casted**
Votes in favour of the Resolution	457	140422432	99.47
Votes against the resolution	58	744394	0.53
Total	515	141166826	100

Total Number of Members (in person or by proxy) whose vote(s) were declared invalid	Number of Member of Vote(s)cast by them
NIL	NIL

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The above resolution mentioned in the Notice of Postal Ballot dated May 16, 2022 stands passed under Remote e-voting, with the requisite majority and deemed to be passed on last date specified for the e–voting i.e. Saturday, June 18, 2022 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.

I hereby confirm that 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 are under my safe custody and will be handed over to the Company Secretary for safe keeping upon signing of the postal ballot minutes.

Mr. 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 Minutes book/proceedings.

Respectfully submitted
Thanking You,

MANOJ BHAGCHAND SONI
Digitally signed by MANOJ BHAGCHAND SONI
Date: 2022.06.20 12:50:54 +05'30'

MANOJ SONI
Company Secretary in Practice
ICSI Membership No: F6434, COP No: 7018
Partner of MV & Associates, Pune
UDIN: F006434D000507924

Countersigned By
For Varroc Engineering Limited

JAIN TARANG NARESH
Digitally signed by JAIN TARANG NARESH
Date: 2022.06.20 13:32:48 +05'30'

Mr. Tarang Jain
Chairman and Managing Director

Date: 20.06.2022
Place: Pune

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