Varroc Engineering Ltd.
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/2021-22/31 August 25, 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: Outcome of 33rd Annual General Meeting of the Company as per Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations')

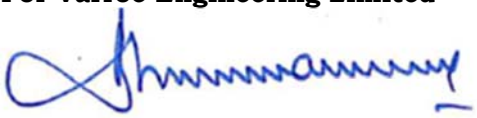
Dear Sir/Madam,

We are pleased to inform that at the 33rd Annual General Meeting ('AGM') of the Shareholders of the Company held on Wednesday, August 25, 2021 at 11:00 a.m. through Video Conference/ Other Audio Visual Means, all the resolutions set out in the AGM Notice dated June 4, 2021, have been passed with the overwhelming majority.

In this regard, please find enclosed Voting results of the business transacted at the AGM, as required under Regulation 44 of the Listing Regulations and the Consolidated Report of the Scrutinizer dated August 25, 2021, pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014. 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.

For Varroc Engineering Limited



Ajay Sharma
Group General Counsel and Company Secretary

Encl: a/a

Voting Results as per Regulation 44 of the Listing Regulations

Varroc Engineering Limited								
Resolution Required : (Ordinary)			**1 (a) - Adoption of Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2021, and the reports of the Board of Directors and Auditors thereon**					
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	28661177	25855133	90.2096	25855133	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		**25855133**	**90.2096**	**25855133**	**0**	**100.0000**	**0.0000**
Public Non Institutions	E-Voting	9535423	31607	0.3315	30968	639	97.9783	2.0217
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		**31607**	**0.3315**	**30968**	**639**	**97.9783**	**2.0217**
Total		**152786400**	**140476540**	**91.9431**	**140475901**	**639**	**99.9995**	**0.0005**

Varroc Engineering Limited

Resolution Required : (Ordinary)			**1 (b) - Adoption of Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2021, and the report of the Auditors thereon**					
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	28661177	25843996	90.1707	23266668	2577328	90.0274	9.9726
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		**25843996**	**90.1707**	**23266668**	**2577328**	**90.0274**	**9.9726**
Public Non Institutions	E-Voting	9535423	31592	0.3313	30953	639	97.9773	2.0227
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		**31592**	**0.3313**	**30953**	**639**	**97.9773**	**2.0227**
Total		**152786400**	**140465388**	**91.9358**	**137887421**	**2577967**	**98.1647**	**1.8353**

Varroc Engineering Limited

Resolution Required : (Ordinary)			**2 - Appointment of Mr. Arjun Jain as a Director who retires by rotation**					
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	28661177	22986061	80.1993	19770513	3215548	86.0109	13.9891
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		**22986061**	**80.1993**	**19770513**	**3215548**	**86.0109**	**13.9891**
Public Non Institutions	E-Voting	9535423	31467	0.3300	30122	1345	95.7257	4.2743
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		**31467**	**0.3300**	**30122**	**1345**	**95.7257**	**4.2743**
Total		**152786400**	**137607328**	**90.0652**	**134390435**	**3216893**	**97.6623**	**2.3377**

Varroc Engineering Limited

Resolution Required : (Special)			**3 - Approval for payment of remuneration to Mr. Tarang Jain, Chairman and Managing Director**					
Whether Promoter/ Promoter Group are interested in the Agenda/Resolution?			**YES**					
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	28661177	22228728	77.5569	9097012	13131716	40.9246	59.0754
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		**22228728**	**77.5569**	**9097012**	**13131716**	**40.9246**	**59.0754**
Public Non Institutions	E-Voting	9535423	31432	0.3296	28837	2595	91.7441	8.2559
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		**31432**	**0.3296**	**28837**	**2595**	**91.7441**	**8.2559**
Total		**152786400**	**136849960**	**89.5695**	**123715649**	**13134311**	**90.4024**	**9.5976**

Varroc Engineering Limited

Resolution Required : (Special)			**4 - Approval for payment of remuneration to Mr. Arjun Jain, Whole Time Director**					
Whether Promoter/ Promoter Group are interested in the Agenda/Resolution?			**YES**					
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	28661177	22228728	77.5569	21767355	461373	97.9244	2.0756
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		**22228728**	**77.5569**	**21767355**	**461373**	**97.9244**	**2.0756**
Public Non Institutions	E-Voting	9535423	31550	0.3309	28878	2672	91.5309	8.4691
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		**31550**	**0.3309**	**28878**	**2672**	**91.5309**	**8.4691**
Total		**152786400**	**136850078**	**89.5695**	**136386033**	**464045**	**99.6609**	**0.3391**

Varroc Engineering Limited								
Resolution Required : (Ordinary)			**5- Payment of commission to Non-Executive Directors 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	28661177	22228728	77.5569	20766284	1462444	93.4209	6.5791
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		**22228728**	**77.5569**	**20766284**	**1462444**	**93.4209**	**6.5791**
Public Non Institutions	E-Voting	9535423	31170	0.3269	26440	4730	84.8252	15.1748
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		**31170**	**0.3269**	**26440**	**4730**	**84.8252**	**15.1748**
Total		**152786400**	**136849698**	**89.5693**	**135382524**	**1467174**	**98.9279**	**1.0721**

Varroc Engineering Limited

Resolution Required : (Ordinary)			**6 - Re-classification of the Authorised Share Capital and consequent amendment to Memorandum of Association 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	28661177	25858030	90.2197	25858030	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		**25858030**	**90.2197**	**25858030**	**0**	**100.0000**	**0.0000**
Public Non Institutions	E-Voting	9535423	31330	0.3286	30061	1269	95.9496	4.0504
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		**31330**	**0.3286**	**30061**	**1269**	**95.9496**	**4.0504**
Total		**152786400**	**140479160**	**91.9448**	**140477891**	**1269**	**99.9991**	**0.0009**

Varroc Engineering Limited								
Resolution Required : (Ordinary)			**7 - Ratification of remuneration of Cost Auditor**					
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	28661177	25858030	90.2197	25858030	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		**25858030**	**90.2197**	**25858030**	**0**	**100.0000**	**0.0000**
Public Non Institutions	E-Voting	9535423	31460	0.3299	30408	1052	96.6561	3.3439
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		**31460**	**0.3299**	**30408**	**1052**	**96.6561**	**3.3439**
Total		**152786400**	**140479290**	**91.9449**	**140478238**	**1052**	**99.9993**	**0.0007**

Varroc Engineering Limited

Resolution Required : (Special)			**8 - Issue of Non-Convertible Debentures on Private Placement Basis**					
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	28661177	22626640	78.9453	22626640	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		**22626640**	**78.9453**	**22626640**	**0**	**100.0000**	**0.0000**
Public Non Institutions	E-Voting	9535423	31250	0.3277	29980	1270	95.9360	4.0640
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		**31250**	**0.3277**	**29980**	**1270**	**95.9360**	**4.0640**
Total		**152786400**	**137247690**	**89.8298**	**137246420**	**1270**	**99.9991**	**0.0009**

For Varroc Engineering Limited

JAIN TARANG NARESH

Digitally signed by JAIN TARANG NARESH
DN: c=IN, st=Maharashtra, 2.5.4.20=4331f1765b6e8cacc514dcda4b753c7e12151ea2a7bf4956422c33663325df07a8, postalCode=431001, street=HALCYUN GUT 41 P OPP WALMI PATHAN, serialNumber=e682d59abe5321c55a8230856132690f365bb9498e918b0952140b8d17d06648, o=Personal, cn=JAIN TARANG NARESH, pseudonym=082184c6467dd52e44cc3be22ff380d
Date: 2021.08.25 19:32:14 +05'30'

Tarang Jain
Chairman

UMA LODHA & CO.
COMPANY SECRETARIES

Suite No. 507, 5th Floor, Highway Commercial Centre,
I.B Patel Road, Goregaon East, Mumbai - 400063
Tel: 91-22-40131001/02 Mob: +91-9821247172
Email: uma@umalodha.com | info@umalodha.com
Website: www.umalodha.com

COMBINED SCRUTINIZER REPORT FOR REMOTE E-VOTING & EVOTING AT THE AGM CARRIED OUT FOR M/S VARROC ENGINEERING LIMITED

To,

The Chairman of 33rd Annual General Meeting
of the Equity Shareholders of
Varroc Engineering Limited

33rd Annual General Meeting of the Members of M/s Varroc Engineering Limited ("The Company") held through Video Conferencing (VC) / Other Audio-Visual Means (OAVM) on Wednesday, August 25, 2021 at 11:00 a.m. IST.

1. I, Uma Lodha, Company Secretary in Whole-Time Practice (Membership No.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 for the purpose of scrutinizing the Remote e-voting and e-voting at the 33rd Annual General Meeting ("AGM") of the Company in a fair and transparent manner pursuant to Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) ("the Rules") and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015, ("Listing Regulations") and circular dated May 12, 2020 issued by SEBI and in compliance with framework issued by the Ministry of Corporate Affairs through its Circular No.02/21 dated January 13, 2021 read with Circular No. 20/2020 dated May 05, 2020, Circular no. 17/2020 dated April 13, 2020 and Circular No. 14/2020 dated April, 08, 2020 (MCA Circulars), on the resolutions contained in the Notice of the 33rd Annual General Meeting of the Members of the Company, held on Wednesday, August 25, 2021 at 11:00 a.m. (IST) through Video Conferencing (VC) facility / Other Audio Visual Means (OAVM) facility and also for ascertaining the requisite majority for the Resolutions proposed therein.

2. **Management Responsibility**

The Management of the Company is responsible to ensure the compliance with the requirements of the Act and the Rules including MCA Circulars and Listing Regulations relating to Remote e-voting and e-voting at the AGM for the resolutions contained in the Notice of the 33rd AGM of the Members of the Company. Our responsibility as a Scrutinizer is to ensure that the Remote e-voting and e-voting at the AGM is carried out in a fair and transparent manner and to make a Consolidated Scrutinizer's Report on the votes cast "IN FAVOUR" or "AGAINST" the Resolutions contained in the Notice of the 33rd AGM of the Members of the Company. The Company has engaged the services of National Securities Depository Limited (NSDL) for voting by electronic means (both for Remote e-voting and e-voting at the AGM).

UMA LODHA & CO.
COMPANY SECRETARIES

Suite No. 507, 5th Floor, Highway Commercial Centre,
I.B Patel Road, Goregaon East, Mumbai - 400063
Tel: 91-22-40131001/02 Mob: +91-9821247172
Email: uma@umalodha.com | info@umalodha.com
Website: www.umalodha.com

3. Further, I submit my Report as under:

- In compliance with the aforesaid MCA circulars and SEBI circular, the Company has sent Notice of 33rd AGM and Annual Report for FY 2020-21 only by electronic mode on 3rd August, 2021 to all the Members whose email addresses were registered with the Depository Participants or the Company. The AGM 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 of the Companies (Management and Administration) Rules, 2014.

- Further, the Company had uploaded the AGM Notice containing the items of businesses to be transacted at the AGM 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.

- 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:
  a. In compliance with MCA Circulars on Friday, 30th July, 2021;
  b. in terms of applicable provisions of Rule 20 of Companies Act, 2013 on Wednesday, August 4, 2021.

- the Company had engaged services of NSDL for providing Remote e-voting facility prior to AGM and e-voting at the AGM to all its members to cast their vote on all the resolutions set out in the Notice of 33rd AGM.

Cut-off date for e-voting	Wednesday, August 18, 2021
Commencement of Remote e-voting	9:00 a.m. (IST) on Sunday, August 22, 2021
Conclusion of Remote e-voting	5:00 p.m. (IST) on Tuesday, August 24, 2021
E-voting at the AGM	From commencement of the AGM till conclusion of AGM

- At the AGM, the Chairman, announced that the Members present at the AGM through VC/ OAVM and who have not cast their vote by remote e-voting, can exercise their voting rights through e-voting using the same e-voting system of NSDL which was used during remote e-voting.

- Thereafter, on completion of e-voting during the AGM, the votes cast by the Members during the AGM through e-voting and the votes under remote e-voting cast prior to the AGM were unblocked and the report was downloaded from the NSDL e-voting platform which was diligently scrutinised and reviewed.

The combined results of the Remote e-voting and e-voting at the AGM are given as "**Annexure-I**" to this report. Based on combined results, we report that, all the resolutions as per the Notice of the 33rd AGM of the Company stands passed with requisite majority.

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COMPANY SECRETARIES

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Annexure-I

The result of the Remote E-voting together with that of the Evoting at the AGM is as under:

1. (a) **Adoption of Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2021 and the reports of the Board of Directors and Auditors thereon – Ordinary Resolution**

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

Mode of Voting	**Number of members cast**	**Number of votes cast**	**% of total number of Valid votes cast (a+b)**
Voted through remote e-voting	295	140474892	**99.9988**
Voted through e-voting at the AGM	6	1009	**0.0007**
Total (a)	**301**	**140475901**	**99.9995**

(ii) Voted **against** the resolution:

Mode of Voting	**Number of members cast**	**Number of votes cast**	**% of total number of Valid votes cast (a+b)**
Voted through remote e-voting	18	639	**0.0005**
Voted through e-voting at the AGM	--	--	--
Total(b)	**18**	**639**	**0.0005**

(iii) **Abstained** Votes:

Mode of Voting	**Number of Members whose votes were invalid**	**Number of shares held by them**
Voted through remote e-voting	-	-
Voted through e-voting at the AGM	-	-
Total	-	-

***Total number of Valid votes cast (a+b)= 140476540**

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1 (b) Adoption of Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2021 and Auditors Report thereon - Ordinary Resolution

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

Mode of Voting	**Number of members cast**	**Number of votes cast**	**% of total number of Valid votes cast (a+b)**
Voted through remote e-voting	289	137886412	98.1640
Voted through e-voting at the AGM	6	1009	0.0007
Total (a)	**295**	**137887421**	**98.1647**

(ii) Voted **against** the resolution:

Mode of Voting	**Number of members cast**	**Number of votes cast**	**% of total number of Valid votes cast (a+b)**
Voted through remote e-voting	21	2577967	**1.8353**
Voted through e-voting at the AGM	--	--	--
Total (b)	**21**	**2577967**	**1.8353**

(iii) **Abstained** Votes:

Mode of Voting	**Number of Members whose votes were invalid**	**Number of shares held by them**
Voted through remote e-voting	-	-
Voted through e-voting at the AGM	-	-
Total	-	-

***Total number of Valid votes cast (a+b)= 140465388**

2. Re-appointment of Mr. Arjun Jain, Director who retires by rotation and being eligible offers himself for re-appointment – Ordinary Resolution

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

Mode of Voting	**Number of members cast**	**Number of votes cast**	**% of total number of Valid votes cast (a+b)**
Voted through remote e-voting	257	134389426	97.6616
Voted through e-voting at the AGM	6	1009	0.0007
Total (a)	**263**	**134390435**	**97.6623**

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(ii) Voted **against** the resolution:

Mode of Voting	**Number of members cast**	**Number of votes cast**	**% of total number of Valid votes cast (a+b)**
Voted through remote e-voting	53	3216893	**2.3377**
Voted through e-voting at the AGM	--	--	--
Total(b)	**53**	**3216893**	**2.3377**

(iii) **Abstained** Votes:

Mode of Voting	**Number of Members whose votes were invalid**	**Number of shares held by them**
Voted through remote e-voting	-	-
Voted through e-voting at the AGM	-	-
Total	-	-

***Total number of Valid votes cast (a+b)= 137607328**

3. Approval for payment of Remuneration to Mr. Tarang Jain, Chairman and Managing Director– Special Resolution

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

Mode of Voting	**Number of members cast**	**Number of votes cast**	**% of total number of Valid votes cast (a+b)**
Voted through remote e-voting	230	123714640	90.4017
Voted through e-voting at the AGM	6	1009	0.0007
Total (a)	**236**	**123715649**	**90.4024**

(ii) Voted **against** the resolution:

Mode of Voting	**Number of members cast**	**Number of votes cast**	**% of total number of Valid votes cast (a+b)**
Voted through remote e-voting	76	13134311	9.5976
Voted through e-voting at the AGM	--	--	--
Total(b)	**76**	**13134311**	**9.5976**

(iii) **Abstained** Votes:

Mode of Voting	**Number of Members whose votes were invalid**	**Number of shares held by them**
Voted through remote e-voting	-	-
Voted through e-voting at the AGM	-	-
Total	-	-

***Total number of Valid votes cast (a+b)=136849960**

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4. Approval for payment of Remuneration to Mr. Arjun Jain, Wholetime Director– Special Resolution

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

Mode of Voting	**Number of members cast**	**Number of votes cast**	**% of total number of Valid votes cast (a+b)**
Voted through remote e-voting	246	136385024	99.6602
Voted through e-voting at the AGM	6	1009	0.0007
Total(a)	**252**	**136386033**	**99.6609**

(ii) Voted **against** the resolution:

Mode of Voting	**Number of members cast**	**Number of votes cast**	**% of total number of Valid votes cast (a+b)**
Voted through remote e-voting	60	464045	**0.3391**
Voted through e-voting at the AGM	--	--	--
Total (b)	**60**	**464045**	**0.3391**

(iii) **Abstained** Votes:

Mode of Voting	**Number of Members whose votes were invalid**	**Number of shares held by them**
Voted through remote e-voting	-	-
Voted through e-voting at the AGM	-	-
Total	-	-

***Total number of Valid votes cast (a+b)= 136850078**

5. Payment of Commission to Non- executive Directors of the Company- Ordinary Resolution

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

Mode of Voting	**Number of members cast**	**Number of votes cast**	**% of total number of Valid votes cast (a+b)**
Voted through remote e-voting	232	135381515	98.9272
Voted through e-voting at the AGM	6	1009	0.0007
Total(a)	**238**	**135382524**	**98.9279**

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(ii) Voted **against** the resolution:

Mode of Voting	**Number of members cast**	**Number of votes cast**	**% of total number of Valid votes cast (a+b)**
Voted through remote e-voting	70	1467174	1.0721
Voted through e-voting at the AGM	--	--	--
Total (b)	**70**	**1467174**	**1.0721**

(iii) **Abstained** Votes:

Mode of Voting	**Number of Members whose votes were invalid**	**Number of shares held by them**
Voted through remote e-voting	-	-
Voted through e-voting at the AGM	-	-
Total	-	-

***Total number of Valid votes cast (a+b)= 136849698**

6. **Re-classification of the Authorised Share Capital and consequent amendment to Memorandum of Association of the Company- Ordinary Resolution**

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

Mode of Voting	**Number of members cast**	**Number of votes cast**	**% of total number of Valid votes cast (a+b)**
Voted through remote e-voting	280	140476882	99.9984
Voted through e-voting at the AGM	6	1009	0.0007
Total (a)	**286**	**140477891**	**99.9991**

(ii) Voted **against** the resolution:

Mode of Voting	**Number of members cast**	**Number of votes cast**	**% of total number of Valid votes cast (a+b)**
Voted through remote e-voting	29	1269	0.0009
Voted through e-voting at the AGM	--	--	--
Total (b)	**29**	**1269**	**0.0009**

(iii) **Abstained** Votes:

Mode of Voting	**Number of Members whose votes were invalid**	**Number of shares held by them**
Voted through remote e-voting	-	-
Voted through e-voting at the AGM	-	-
Total	-	-

***Total number of Valid votes cast (a+b)= 140479160**

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7. Ratification of remuneration of Cost Auditor- Ordinary Resolution

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

Mode of Voting	**Number of members cast**	**Number of votes cast**	**% of total number of Valid votes cast (a+b)**
Voted through remote e-voting	279	140477229	99.9986
Voted through e-voting at the AGM	6	1009	0.0007
Total (a)	**285**	**140478238**	**99.9993**

(ii) Voted **against** the resolution:

Mode of Voting	**Number of members cast**	**Number of votes cast**	**% of total number of Valid votes cast (a+b)**
Voted through remote e-voting	32	1052	0.0007
Voted through e-voting at the AGM	--	--	--
Total (b)	**32**	**1052**	**0.0007**

(iii) **Abstained** Votes:

Mode of Voting	**Number of Members whose votes were invalid**	**Number of shares held by them**
Voted through remote e-voting	-	-
Voted through e-voting at the AGM	-	-
Total	-	-

***Total number of Valid votes cast (a+b)= 140479290**

8. Issue of Non-Convertible Debentures on Private Placement Basis - Special Resolution

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

Mode of Voting	**Number of members cast**	**Number of votes cast**	**% of total number of Valid votes cast (a+b)**
Voted through remote e-voting	268	137245411	99.9984
Voted through e-voting at the AGM	6	1009	0.0007
Total (a)	**274**	**137246420**	**99.9991**

(ii) Voted **against** the resolution:

Mode of Voting	**Number of members cast**	**Number of votes cast**	**% of total number of Valid votes cast (a+b)**
Voted through remote e-voting	35	1270	0.0009
Voted through e-voting at the AGM	--	--	--
Total (b)	**35**	**1270**	**0.0009**

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(iii) **Abstained** Votes:

Mode of Voting	Number of Members whose votes were invalid	Number of shares held by them
Voted through remote e-voting	-	-
Voted through e-voting at the AGM	-	-
Total	-	-

***Total number of Valid votes cast (a+b)= 137247690**

All the Resolution stands passed under Remote e-voting and Evoting at the AGM with the requisite majority.

The electronic data and all other relevant records containing details of Members, who voted "IN FAVOUR", or "AGAINST" for each resolution under Remote e-voting and e-voting at the AGM shall remain in our safe custody until the Chairman approves and signs the Minutes of the aforesaid AGM and thereafter will be handed over to the Company Secretary of the Company for safe preservation.

Thanking you,
Yours faithfully,
For Uma Lodha & Co.
Practicing Company Secretaries

Uma Nipun Lodha

Digitally signed by Uma Nipun Lodha
DN: c=IN, o=Personal, title=2661, pseudonym=5150f2fb465156f006ab18fe9baa28b54b0b36835073b5a3f6de9fca3d976e2d, 2.5.4.20=05bbda8ff4097e12403cc8f465e360012ad5f6f12eb8899d1b5ea0f13dcbd0ac, postalCode=400097, st=Maharashtra, serialNumber=0636706be852106dc5eab82f2bb0443ebf17681ef608ba183c881a4c1c4a4ebe, cn=Uma Nipun Lodha
Date: 2021.08.25 18:15:55 +05'30'

Uma Lodha
Proprietor
(COP NO. 2593)
UDIN No.: F005363C000831408
Place: Mumbai
Date: 25/08/2021

Counter Signed
For **Varroc Engineering Limited**

Ajay Sharma
Group General Counsel and Company Secretary
ACS: 9127