

# 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/2024-25/163

March 27, 2025

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

The Manager – Listing  
The Corporate Relation Department,  
**BSE Limited**  
Phiroze Jeejeebhoy Towers,  
Dalal Street, Fort,  
Mumbai-400 001.  
BSE Security Code: 541578  
[Debt: 975062]

**Sub: Postal Ballot Notice**

**Ref.: Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”)**

Pursuant to the Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose herewith Postal Ballot Notice dated March 27, 2025 for seeking approval of the Members of the Company for the resolution as set out in the Postal Ballot Notice, proposed to be passed as a Special Resolution only by voting through electronic means.

In compliance with the applicable circulars issued by the Ministry of Corporate Affairs and the Securities and Exchange Board of India, the Company has sent Postal Ballot Notice by electronic mode only, on Thursday, March 27, 2025, to all the Members whose email addresses are registered with the Depositories or the Company and whose names appear in the list of Beneficial Owners as received from Depositories as on Tuesday, March 25, 2025.

The Postal Ballot Notice is also uploaded on Company’s website at [www.varroc.com](http://www.varroc.com).

Key information about the Postal Ballot Notice is reproduced below for ready reference:

<b>Cut-off date for e-voting</b>	Tuesday, March 25, 2025
<b>Commencement of Remote e-voting</b>	Friday, March 28, 2025, at 9.00 a.m. (IST)
<b>Conclusion of Remote e-voting</b>	Saturday, April 26, 2025 at 5.00 p.m. (IST)

We request you to take the above on record and the same be treated as compliance under applicable provisions of the Listing Regulations.

Thanking you,

**For Varroc Engineering Limited**

**Ajay Sharma**  
**Group General Counsel and Company Secretary**  
**Encl: A/a**



**VARROC ENGINEERING LIMITED**

CIN: L28920MH1988PLC047335

Regd. Office: Plot No. L - 4, MIDC Industrial Area, Waluj

Chhatrapati Sambhaji Nagar (erstwhile Aurangabad) - 431136, Maharashtra

Tel No: +91 240 6653700; Fax No: +91 240 2564540

Web: [www.varroc.com](http://www.varroc.com); Email Id: [investors@varroc.com](mailto:investors@varroc.com)

**POSTAL BALLOT NOTICE**

Dear Member(s),

**NOTICE** is hereby given pursuant to the provisions of Sections 108, 110 and other applicable provisions, if any, of the Companies Act, 2013, (the 'Act') including any statutory amendment(s), modification(s), variation(s) or re-enactment(s) thereof for the time being in force read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, ('the Rules') as amended from time to time, Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India ("SS-2"), each as amended, General Circular No. 14/2020 dated April 8, 2020, No. 17/2020 dated April 13, 2020, No. 22/2020 dated June 15, 2020, No. 33/2020 dated September 28, 2020, No. 39/2020 dated December 31, 2020, No. 10/2021 dated June 23, 2021, No. 20/2021 dated December 8, 2021, No. 3/2022 dated May 5, 2022, No. 11/2022 dated December 28, 2022, No. 9/2023 dated September 25, 2023, No. 9/2024 dated September 19, 2024 issued by the Ministry of Corporate Affairs for holding General Meetings / conducting the postal ballot process through e-voting (the 'MCA Circulars'), and relevant circulars issued by the Securities Exchange Board of India ("SEBI") including Circular No. dated October 3, 2024 SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'Listing Regulations'), and any other applicable law, Rules and Regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) that the Resolution as set out hereunder is proposed for approval by the Members of Varroc Engineering Limited ("Varroc" or "the Company") by way of Special Resolution through Postal Ballot by voting only through remote electronic means ('Remote e-voting').

Pursuant to Sections 102 and 110 and other applicable provisions of the Act, the statement setting out the material facts and the reasons / rationale pertaining to the said Resolution is appended to this Postal Ballot Notice and forms an integral part thereof.

In compliance with the aforesaid provisions and MCA Circulars, this Postal Ballot Notice is being sent through electronic mode only to all its Members whose e-mail addresses are registered with the Company/Registrar and Transfer Agent (“RTA”)/Depositories and whose names appear in the Register of Members / List of Beneficial Owners maintained by the Company/RTA/Depositories as on Tuesday, March 25, 2025 (‘cut-off date’) and whose e-mail addresses are registered with the Company / RTA/ Depositories, please follow the process provided in the Note No 3 hereinunder for registration of E-mail ID and for procuring login ID and password for remote e-voting. The communication of the assent or dissent of the Members would only take place through the remote e-voting system. In compliance with the requirements of the MCA Circulars, a hard copy of the Postal Ballot Notice along with the Postal Ballot Forms and pre-paid Business Reply Envelope will not be sent to the members for this Postal Ballot. Pursuant to the Regulation 44 of the Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the rules framed thereunder, SS-2 and the MCA Circular, the Company has provided to all the members (whether holding shares in physical or in dematerialized form) the facility to exercise their right to vote on the proposed resolution included in this Postal Ballot notice only through remote e-voting, on the platform of National Securities Depository Limited (“NSDL”) instead of submitting postal ballot forms. The instructions for remote e-voting are provided in this Postal Ballot Notice. This Postal Ballot Notice can also be accessed from the websites of the Stock Exchanges, i.e. BSE Limited (‘BSE’) at [www.bseindia.com](http://www.bseindia.com) and National Stock Exchange of India Limited (‘NSE’) at [www.nseindia.com](http://www.nseindia.com) and on the website of NSDL at [www.evoting.nsd.com](http://www.evoting.nsd.com).

The remote e-voting period commences from 9.00 a.m. (IST) on Friday, March 28, 2025, and ends at 5.00 p.m. (IST) on Saturday, April 26, 2025. The remote e-voting module shall be disabled for voting by NSDL after 5.00 p.m. (IST) on Saturday, April 26, 2025. The Members are requested to carefully read the instructions in this Postal Ballot Notice and record their assent (FOR) or dissent (AGAINST) through the remote e-voting process before the end of the e-voting period. The remote e-voting will not be allowed beyond the aforesaid date and time, and the remote e-voting module shall be disabled by MUFG India Private Limited (Formerly known as Link Intime India Private Limited) upon expiry of the aforesaid period.

In accordance with Rule 22 (5) of the Rules, the Board of Directors of the Company at its meeting held on March 27, 2025, has appointed M/s. Uma Lodha & Co., Practicing Company Secretaries, Mumbai (Membership No: FCS 5363, COP No: 2593), to act as the Scrutinizer (“the Scrutinizer”) for conducting the Postal Ballot through the remote e-Voting process, in a fair and transparent manner. The Scrutinizer will submit its Report to the Chairman of the Company, or any person authorised by her, after completion of scrutiny of votes cast through remote e-voting. The Scrutinizer’s decision on the validity of the Postal Ballot shall be final. The results of the Postal Ballot will be announced within two working days after the conclusion of the Postal Ballot through the Remote e-voting, i.e., on or before Tuesday, April 29, 2025. The voting results declared along with the Scrutinizer’s Report will be placed on the website of the Company at [www.varroc.com](http://www.varroc.com) and on the website of NSDL at [www.evoting.nsd.com](http://www.evoting.nsd.com) and shall also be communicated to the Stock Exchanges on which the Equity Shares of the Company are listed, i.e., BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively. The proposed Special Resolution, if approved, shall be deemed to have been passed on the last date of voting, i.e., Saturday, April 26, 2025, if approved by the requisite majority.

The Resolution passed by the members through Postal Ballot shall be deemed to have been passed as if it has been passed at a General Meeting of the members.

## **PROPOSED RESOLUTION TO BE PASSED THROUGH POSTAL BALLOT:**

### **SPECIAL BUSINESS**

#### **1. APPOINTMENT OF MRS. LISELOTT KILAAS (DIN - 10953529) AS AN INDEPENDENT DIRECTOR OF THE COMPANY**

To consider and, if thought fit, to pass with or without modification(s), the following Resolution as a **SPECIAL RESOLUTION**:

**“RESOLVED THAT** Mrs. Liselott Kilaas (DIN: 10953529) who was appointed as an Additional Director (Non-Executive, Independent) of the Company, with effect from March 27, 2025, by the Board of Directors, based on the recommendation of the Nomination and Remuneration Committee in terms of Section 161 and other applicable provisions, if any, of the Companies Act, 2013 (the ‘Act’) read with the Articles of Association of the Company, who is eligible for appointment and has consented to act as a Director of the Company and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing her candidature for the office of a Director, be and is hereby appointed as a Director of the Company.

**“RESOLVED FURTHER THAT** pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions, if any, of the Act and the Rules made thereunder including and the Companies (Appointment and Qualification of Directors) Rules, 2014, Regulation 17 and other applicable regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the ‘SEBI Listing Regulations’) (including any statutory modification(s) or re-enactment thereof for the time being in force), approval of the Members of the Company, be and is hereby accorded for appointment of Mrs. Liselott Kilaas (DIN: 10953529) as an Independent Director of the Company, not liable to retire by rotation, who meets the criteria for independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of SEBI Listing Regulations and is not debarred from holding the office of Director by virtue of any SEBI order or any other such authority and has submitted a declaration to that effect, and is eligible for appointment as a Non-Executive Independent Director of the Company, to hold office for a term of five (5) years commencing from March 27, 2025 to March 26, 2030.”

**“RESOLVED FURTHER THAT** any Director of the Company and / or Company Secretary of the Company be and are hereby severally authorised to do all the acts, deeds, matters as in their absolute discretion, as they may consider, necessary, expedient or desirable, in order to give effect to this Resolution and as necessary for the appointment of Mrs. Liselott Kilaas (DIN: 10953529) as an Independent Director of the Company, including filing of necessary forms with the Regulatory Authorities and executing and signing all relevant documents, agreements, certificates etc., as may be required in order to give effect to these Resolutions.”

By Order of the Board of Directors  
For Varroc Engineering Limited

Sd/-

**Ajay Sharma**  
**Group General Counsel and Company Secretary**  
**ACS: 9127**

**Place: Pune**  
**Date: March 27, 2025**

**NOTES:**

- The Board of Directors of the Company at its Meeting held on March 27, 2025, has approved the issuance of this Postal Ballot Notice. An Explanatory Statement, pursuant to the provisions of Sections 102 and 110 of the Act, read with Rule 22 of the Rules, stating all material facts and reasons pertaining to the aforementioned proposed resolution contained in this Postal Ballot Notice is annexed hereto.
- A copy of this Postal Ballot Notice will be available on the Company's website [www.varroc.com](http://www.varroc.com) and also on the websites of the BSE Limited, National Stock Exchange of India Limited and NSDL at [www.bseindia.com](http://www.bseindia.com); [www.nseindia.com](http://www.nseindia.com) and [www.evoting.nsdl.com](http://www.evoting.nsdl.com) respectively.
- In compliance with the provisions of MCA Circulars, the Company has sent this Postal Ballot Notice through email / electronic mode only to all the members, whose names appear in the Register of Members / List of Beneficial Owners maintained by the Company / RTA / Depositories Tuesday, March 25, 2025 ("Cut-Off Date") and who have registered their e-mail addresses with the Company / RTA/ Depositories. A person who is not a member on the Cut-Off Date should treat this notice for information purposes only. Physical copies of the Postal Ballot Notice along with postal ballot forms and pre-paid business reply envelopes are not being sent to members for this Postal Ballot.

**The process for those members whose email addresses are not registered with the Company / Registrar and Transfer Agent / Depositories Participants is given below. Members are requested to follow the procedure below for Registration/updating Email ID, Bank details, Mobile Number & other details:**

- Members holding Shares in Physical Mode: Such members are requested to register their e-mail ID and Bank details with the Registrar and Share Transfer Agent of the Company, viz., MUFG Intime India Private Limited (formerly Link Intime India Pvt. Ltd.) ("RTA") on its website at web-link: [https://web.in.mpms.mufg.com/helpdesk/Service\\_Request.html](https://web.in.mpms.mufg.com/helpdesk/Service_Request.html) providing Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy), AADHAR (self-attested scanned copy). Once the link is clicked, members are requested to follow the procedure as they will be prompted by the system.
- The Members holding shares in dematerialised mode are requested to register / update their email addresses with their Depository Participants or alternatively, temporarily register/update their email addresses with the Company by writing to the Company's Registrar and Share Transfer Agent, MUFG Intime India Private Limited (formerly Link Intime

India Pvt. Ltd.) at web-link: [https://web.in.mpms.mufg.com/helpdesk/Service\\_Request.html](https://web.in.mpms.mufg.com/helpdesk/Service_Request.html). Members are requested to submit request letter mentioning the DP id and Client id. and Name of Member and self-attested copy of PAN card for updating of email address.

- For procuring Login ID & Password, members are requested to send request at [evoting@nsdl.com](mailto:evoting@nsdl.com) However, if you are already registered with NSDL for Remote e-voting then you can use your existing User ID and password for casting the vote.
4. This Postal Ballot Notice will also be available on the Company's website at <https://varroc.com/investors/regulatory-filings/>, and the websites of the Stock Exchanges, i.e. BSE Limited ('BSE') at [www.bseindia.com](http://www.bseindia.com) and National Stock Exchange of India Limited ('NSE') at [www.nseindia.com](http://www.nseindia.com) and on the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  5. All the relevant documents referred to in the accompanying Notice and the Explanatory Statement will be open for inspection by the members at the Registered Office of the Company during working hours on all working days, except Saturdays, Sundays and National Holidays between 11.00 a.m. and 1.00 p.m. up to the date of declaration of the results of Postal Ballot. Additionally, for online inspection, members who wish to inspect relevant documents referred to in the accompanying Notice and the Explanatory Statement are requested to send an email to [investors@varroc.com](mailto:investors@varroc.com).
  6. The voting rights of members for electronic voting shall be in proportion to the paid-up value of their shares in the Equity Share Capital of the Company as on Cut-Off Date, i.e., close of business hours of Tuesday, March 25, 2025. Voting rights in the Postal Ballot cannot be exercised by a proxy. There will be one e-vote for every Folio / Client ID irrespective of the number of joint holders. Institutional / Corporate members shall be entitled to vote through their authorized representatives. Institutional / Corporate members are requested to send a proof of authorisation (Board Resolution / Power of Attorney / Authority Letter etc.) in favour of their authorized representatives by sending an email to the scrutinizer at [uma@umalodha.com](mailto:uma@umalodha.com) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com) not later than 5.00 p.m. on Saturday, April 26, 2025. Also, a scanned copy of the proof of authorisation, should be uploaded in PDF format in the NSDL e-Voting system for the scrutinizer to verify the same.
  7. **The instructions for Remote e-voting are as under:**
    - i. In compliance with the provisions of Sections 108 and 110 of the Act and the Rules made thereunder, Regulation 44 of the Listing Regulations, the MCA Circulars and SEBI Circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020, in relation to e-voting Facility provided by Listed Entities, SS-2 and any amendments there to, the Company is providing the facility to the members to exercise their right to vote on the proposed resolution electronically. The Company has engaged the services of NSDL to provide Remote e-voting facility to its members. The instructions for e-voting are provided as part of this Postal Ballot Notice which the members are requested to read carefully before casting their vote.
    - ii. Instructions for members for Remote E-Voting are as under:

**Some of the important details regarding the Remote e-voting facility are provided below.**

Cut-off Date for determining the members entitled to vote	Tuesday, March 25, 2025.
Commencement of Remote e-voting period	Friday, March 28, 2025, at 9.00 a.m. (IST)
End of Remote e-voting period	Saturday, April 26, 2025, at 5.00 p.m. (IST)

The Remote e-voting module shall be disabled by NSDL after 5.00 p.m. (IST) on Saturday, April 26, 2025, for voting thereafter.

The voting rights of members for electronic voting shall be in proportion to the paid-up value of their shares in the Equity Share Capital of the Company as on Cut-off Date, i.e., close of business hours of Tuesday, March 25, 2025.

**iii. The details of the process and manner for Remote e-voting are explained herein below:**

The manner of voting by (a) individual members holding shares of the Company in demat mode, (b) members other than individuals, holding shares of the Company in demat mode and members holding securities in physical mode and c) members who have not registered their e-mail address/mobile, is explained in the instructions given below:

**HOW DO I VOTE ELECTRONICALLY USING NSDL E-VOTING SYSTEM?**

*The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:*





**Step 1: Access to NSDL e-Voting system**

**A) Login method for e-Voting for Individual shareholders holding securities in demat mode**

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nSDL.com">https://eservices.nSDL.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting”

	<p>under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <ol style="list-style-type: none"> <li>If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select <b>“Register Online for IDeAS Portal”</b> or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>Shareholders/Members can also download NSDL Mobile App <b>“NSDL Speede”</b> facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol> <div style="text-align: center;"> <p><b>NSDL Mobile App is available on</b></p>  <b>App Store</b>       <b>Google Play</b> </div> <div style="display: flex; justify-content: space-around; margin-top: 10px;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> <li>Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System</li> </ol>

	<p>Myeasi Tab and then use your existing my easi username &amp; password.</p> <ol style="list-style-type: none"> <li>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p>

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.**

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800-21-09911

**B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

**How to Log-in to NSDL e-Voting website?**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.  
*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*
4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID  For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID

	For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company  For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
  - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
  - c) How to retrieve your 'initial password'?
    - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
    - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
  - a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.com](mailto:evoting@nsdl.com) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

## **Step 2: Cast your vote electronically on NSDL e-Voting system**

### **How to cast your vote electronically on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

### **General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [uma@umalodha.com](mailto:uma@umalodha.com) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "**e-Voting**" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on : 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre, Senior Manager / Mr. Sagar Gudhate, Senior Manager, at [evoting@nsdl.com](mailto:evoting@nsdl.com)

**Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:**

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to [investors@varroc.com](mailto:investors@varroc.com).
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to [investors@varroc.com](mailto:investors@varroc.com). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode.**
3. Alternatively, shareholder/members may send a request to [evoting@nsdl.com](mailto:evoting@nsdl.com) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

**Other Instructions:**

1. In accordance with Rule 22 (5) of the Rules, the Board of Directors has appointed M/s. Uma Lodha & Co., Practicing Company Secretaries, Mumbai (Membership No: FCS 5363, COP No: 2593) to act as the Scrutinizer for conducting the Postal Ballot through Remote e-Voting process, in a fair and transparent manner.
2. The Scrutinizer shall after the conclusion of Remote e-voting unblock the votes, scrutinize the votes cast by Remote e-voting and will submit his Report to the Chairman of the Company or any person authorised by her, within two working days after the conclusion of Remote e-voting, i.e., on or before Tuesday, April 29, 2025.
3. The results of the Postal Ballot will be announced on or before Tuesday, April 29, 2025. The results along with the Scrutinizer's Report will be placed on the website of the Company at [www.varroc.com](http://www.varroc.com) and on the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com) and will be communicated to BSE Limited and National Stock Exchange of India where the Equity Shares of the Company are listed.
4. The Resolution(s), if passed by requisite majority, shall be deemed to have been passed on the last date for Remote e-voting, i.e., Saturday, April 26, 2025.

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013, SECRETARIAL STANDARD – 2 ON GENERAL MEETINGS AND REGULATION 36(3) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015**

**ITEM NO 1**

**APPOINTMENT OF MRS. LISELOTT KILAAS (DIN - 10953529) AS AN INDEPENDENT DIRECTOR OF THE COMPANY**

Based on the recommendation of the Nomination and Remuneration Committee of the Company, the Board of Directors at its Meeting held on March 27, 2025, appointed Mrs. Liselott Kilaas (DIN- 10953529), as an Additional Director – Non-Executive Independent Director, not liable to retire by rotation, for a term of five years commencing from, not liable to retire by rotation for a term of Five (5) years i.e. from March 27, 2025 to March 26, 2030, and approved the terms and conditions of her appointment subject to approval of the Members by Special Resolution.

In terms of Regulation 17(1C) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), the Company is required to obtain the approval of Members for appointment of a Director at the next General Meeting or within a period of three months from the date of appointment, whichever is earlier.

Mrs. Liselott Kilaas (DIN- 10953529) holds an MBA from IMD Business School (1987) and a master’s degree in mathematics and Statistics (1983), demonstrating a robust academic foundation that complements her extensive professional achievements. With a career spanning more than 40 years, she has held leadership roles across healthcare, technology, finance, and sustainability sectors, earning recognition for her expertise in strategic leadership, operational efficiency, corporate governance, and sustainability. Her extensive experience in Board roles and demonstrated leadership equips her with the ability to navigate complex business landscapes, enhance governance practices, and drive sustainable growth.

Based on the skills, competence and expertise in understanding of business dynamics and experience in guiding and leading management teams, developing governance practices, the Board, on the recommendation of the Nomination and Remuneration Committee, has determined that the appointment of Mrs. Liselott Kilaas would be beneficial to the Company.

The Company has received a Notice in writing from a member under Section 160(1) of the Act, proposing her candidature for the office of Independent Director of the Company. Mrs. Liselott Kilaas (DIN- 10953529) is not disqualified from being appointed as an Independent Director in terms of Section 164 of the Act. The Company has also received the requisite consent to act as an Independent Director of the Company from Mrs. Liselott Kilaas (DIN- 10953529) and declaration that she meets the criteria of independence provided in Section 149(6) of the Act and Rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations. In terms of Regulation 25(8) of SEBI Listing Regulations, she has confirmed that she is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact her ability to discharge her duties as an Independent Director of the Company. She has also confirmed that she is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs along with the confirmation that she is

not debarred from holding the office of a Director by virtue of any order passed by the Securities and Exchange Board of India / Ministry of Corporate Affairs or any such statutory authority pursuant to circular dated June 20, 2018, pertaining to 'Enforcement of SEBI Orders regarding appointment of Directors by listed Companies'.

In the opinion of the Board, Mrs. Liselott Kilaas (DIN- 10953529) is a person of integrity and fulfils the conditions specified in the Act and the Rules made thereunder read with the provisions of the SEBI Listing Regulations, each as amended, and is independent of the Management of the Company.

The terms and conditions of her appointment is available for inspection by the Members at the Registered Office of the Company during business hours on all working days, until the last date of remote e-voting.

In compliance with the provisions of Section 149 read with Schedule IV to the Act and Regulation 17 of SEBI Listing Regulations, the approval of Members is sought for the appointment of Mrs. Liselott Kilaas (DIN- 10953529) as a Non-Executive Independent Director of the Company, by way of a Special Resolution as set out in the Notice for approval of the Members. The Board of Directors recommends this resolution as a **SPECIAL RESOLUTION** for the approval of the members through Postal Ballot.

Save and except for Mrs. Liselott Kilaas (DIN- 10953529) and her relatives to the extent of their shareholding interest, if any, in the Company, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise as set out in Item No. 1 of the accompanying Notice.

**RELEVANT DETAILS OF DIRECTOR SEEKING APPOINTMENT AS REQUIRED UNDER REGULATION 36 (3) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARDS – 2 ON GENERAL MEETINGS ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA ARE PROVIDED HERE UNDER:**

<b>Name of the Director &amp; Director Identification Number</b>	<b>Mrs. Liselott Kilaas (DIN- 10953529)</b>
Category/ Designation	Non-Executive, Independent Director
Age	66 Years
Date of Birth	February 8, 1959
Qualification and Experience (including expertise in specific functional area) / Brief Resume	<p>Mrs. Liselott Kilaas holds an MBA from IMD Business School (1987) and a Master’s Degree in Mathematics and Statistics (1983), demonstrating a robust academic foundation that complements her extensive professional achievements. With a career spanning more than 40 years, she has held leadership roles across healthcare, technology, finance, and sustainability sectors, earning recognition for her expertise in strategic leadership, operational efficiency, corporate governance, and sustainability.</p> <p>Her extensive experience in Board roles and demonstrated leadership equips her with the ability to navigate complex business landscapes, enhance governance practices, and drive sustainable growth.</p>
Terms and Conditions for Appointment	Appointment as a Non-Executive Independent Director for a period of 5 years with effect from March 27, 2025 up to March 26, 2030.
In case of independent directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements	Please refer the explanatory statement above
Date of first appointment to Board	March 27 ,2025
Shareholding in the Company including shareholding as a beneficial owner as on date of Postal Ballot Notice i.e. March 27, 2025	Nil
Disclosure of relationships between Directors/Key Managerial Personnel	Not related to any Director / Promoter/ Key Managerial Personnel of the Company or its subsidiaries or associate companies
Number of Board meetings attended FY 2024-25 (up to the date of this Notice)	1 (Board meeting held on March 27 ,2025)
*Directorship of other Companies as on March 27, 2025	None (No Directorship in the Companies Incorporated in India)
Membership/ Chairmanship of Committees of other Boards as on as on date of Postal Ballot Notice i.e. March 27, 2025	None
Remuneration proposed to be paid	Nil

Last drawn remuneration as a Director of the Company	Not Applicable
Listed Indian entities from which the Director has resigned/ term completion from Directorship in last three (3) years	None

*\* Directorship of other Companies: excluding Foreign Companies and Section 8 Companies*

By Order of the Board of Directors

**For Varroc Engineering Limited**

**Sd/-**

**Ajay Sharma**

**Group General Counsel and Company Secretary**

**ACS: 9127**

**Place: Pune**

**Date: March 27, 2025**