

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/2025-26/14

April 28, 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]

Dear Sir/Madam,

Sub: Minutes of the Special Resolution passed by way of Postal Ballot through remote e-voting process

We are enclosing a copy of the Minutes of Special Resolution passed by way of Postal Ballot through remote e-voting process on April 26, 2025. The Results of postal ballot were announced vide our communication dated April 28, 2025.

This is for your information and records.

Thanking you,

Yours Faithfully,

For Varroc Engineering Limited

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

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MINUTES OF THE SPECIAL RESOLUTION PASSED BY THE MEMBERS OF VARROC ENGINEERING LIMITED THROUGH THE POSTAL BALLOT BY REMOTE E-VOTING PROCESS ON SATURDAY, APRIL 26, 2025, THE RESULT OF WHICH WAS DECLARED ON MONDAY, APRIL 28, 2025.

Pursuant to 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 (the "MCA Circulars"), issued by the Ministry of Corporate Affairs for holding General Meetings / conducting the postal ballot process through e-voting (the 'MCA Circular'), 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); the following Resolution was recommended by the Board of Directors of the Company ("the Board") in its meeting held on Thursday, March 27, 2025, for the approval of Members of the Company by way of Special Resolution through Postal Ballot:

Sr. No	Particulars
1	APPOINTMENT OF MRS. LISELOTT KILAAS (DIN - 10953529) AS AN INDEPENDENT DIRECTOR OF THE COMPANY

The Board of Directors at their meeting appointed M/s Uma Lodha & Co., Practicing Company Secretaries, Mumbai (Membership No: FCS 5363, COP No: 2593), as the Scrutinizer for conducting and scrutinizing the Postal Ballot e-voting process. The e-voting facility to Members was provided through National Securities Depository Limited (NSDL). The remote e-voting process commenced from 9.00 a.m. (IST) on Friday, March 28, 2025, and ends at 5.00 p.m. (IST) on Saturday, April 26, 2025.

A Newspaper advertisement as required under the Companies Act, 2013 was published in Business Standard (English) and Loksatta (Marathi) on Friday, March 28, 2025.

In compliance with the aforesaid MCA circulars and SEBI circulars, the Company has sent Notice only by electronic mode on Thursday, March 27, 2025, to all the Members whose email addresses are registered with the Depository Participants or the Company and whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on Tuesday, March 25, 2025 ("Cut-Off date"). Accordingly, a physical copy of the Notice along with Postal Ballot Form and pre-paid Envelope has not been sent to the members for this Postal Ballot.

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The Scrutinizer submitted her report on postal ballot by remote e-voting process to the Chairman of the Company on Monday, April 28, 2025. The result of voting through Postal Ballot by remote e-voting was as follows:

(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	319	137451026	99.99%
Total	319	137451026	99.99%

(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	18	17937	0.01%
Total	18	17937	0.01%

(iii) **Invalid** 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= 13,74,68,963**

Based on the Scrutinizer Report, the Special Resolution set out in the Postal Ballot Notice dated March 27, 2025, has been passed by the members with requisite majority/votes and the said Special Resolution is deemed to have been passed on the last day of e-voting i.e., Saturday, April 26, 2025.

The Resolution passed is as under:

SPECIAL BUSINESS:

Item No. 1 - 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

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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."

Details of the Votes Casted:

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	319	137451026	99.99%
Votes against the resolution	18	17937	0.01%
Total	337	137468963	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

The Chairman noted the results of voting as stated above and it was declared and recorded that the Special Resolution as set out in the Notice of Postal Ballot dated March 27, 2025 were duly passed by the Members on April 26, 2025, with requisite majority.

Entered on April 28, 2025

Place: Aurangabad

Tarang Jain
Chairman and Managing Director