

# 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/2025-26/13

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]

**Subject: Intimation of Result of Postal Ballot along with the Scrutinizers report**  
**Ref: Our Communication dated March 27, 2025 and March 28, 2025**

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

In connection with the above, M/s. Uma Lodha & Co., Practicing Company Secretaries, Mumbai (Membership No: FCS 5363, COP No: 2593), Scrutinizer has submitted her report dated April 28, 2025.

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, April 26, 2025.

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.

Thanking you,

Yours Faithfully,

**For Varroc Engineering Limited**

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

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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)	April 26, 2025
Commencement of Remote e-voting	Friday, March 28, 2025, at 9.00 a.m. (IST)
Conclusion of Remote e-voting	Saturday, April 26, 2025, at 5.00 p.m. (IST)

## Scrutinizer Details:

Name of the Scrutinizer	CS Uma Lodha
Firms Name	M/s. Uma Lodha & Co., Practicing Company Secretaries, Mumbai
Qualification	Practicing Company Secretary
Membership Number	Membership No: FCS 5363, COP No: 2593
Date of Board Meeting in which appointed	March 27, 2025
Date of Issuance of Report to the Company	April 28, 2025

## 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	March 25, 2025			
Total number of shareholders on Record Date	96893			
Special resolution	APPOINTMENT OF MRS. LISELOTT KILAAS (DIN - 10953529) AS AN INDEPENDENT DIRECTOR OF THE COMPANY			
Mode of Voting	Remote e-voting			
B) RESULTS OF THE MEETING				
Sr. No	Agenda	Resolution required	Mode of Voting	Remark
1	APPOINTMENT OF MRS. LISELOTT KILAAS (DIN - 10953529) AS AN INDEPENDENT DIRECTOR OF THE COMPANY	Special	Remote e-voting	Passed with Requisite majority

Voting results, as required under Regulation 44

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Resolution Required: (Special)			APPOINTMENT OF MRS. LISELOTT KILAAS (DIN - 10953529) AS AN INDEPENDENT DIRECTOR 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
	<b>Total</b>		<b>114589800</b>	<b>100.0000</b>	<b>114589800</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	25605290	22798906	89.0398	22782279	16627	99.9271	0.0729
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>22798906</b>	<b>89.0398</b>	<b>22782279</b>	<b>16627</b>	<b>99.9271</b>	<b>0.0729</b>
Public Non - Institutions	E-Voting	12591310	80257	0.6374	78947	1310	98.3677	1.6323
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>80257</b>	<b>0.6374</b>	<b>78947</b>	<b>1310</b>	<b>98.3677</b>	<b>1.6323</b>
<b>Total</b>		<b>152786400</b>	<b>137468963</b>	<b>89.9746</b>	<b>137451026</b>	<b>17937</b>	<b>99.9870</b>	<b>0.0130</b>

## SCRUTINIZER'S REPORT

**TO,  
THE BOARD OF DIRECTORS  
VARROC ENGINEERING LIMITED  
L - 4, MIDC, WALUJ,  
CHHATRAPATI SAMBHAJI NAGAR  
(ERSTWHILE AURANGABAD),  
MAHARASHTRA, INDIA 431136**

**Dear Sir,**

**Sub: Scrutinizer's Report on the Postal Ballot process conducted through Remote e-Voting for the Resolution set out in the Notice of Postal Ballot dated 27<sup>th</sup> March 2025**

I, Uma Lodha, Company Secretary in whole-time practice (Membership No.: FCS 5363, CP No.: 2593), Proprietor of Uma Lodha & Co., Practicing Company Secretaries was appointed as Scrutinizer by the Board of Directors of Varroc Engineering Limited at its meeting held on 27<sup>th</sup> March 2025 for scrutinizing postal ballot voting process which was conducted only through electronic means in a fair and transparent manner and for ascertaining the requisite majority for the resolution proposed to be passed as set out in the Postal Ballot Notice dated 27<sup>th</sup> March 2025 ("Postal Ballot Notice").

Management Responsibility:

The Management of the Company is responsible to ensure the compliance with the requirements of the Section 110 of the Companies Act, 2013 ("the Act") read with Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014, as amended and in terms of the General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated 5<sup>th</sup> May 2020, 22/2020 dated June 15, 2020, 33/2020 dated 28<sup>th</sup> September 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 3/2022 dated May 5, 2022, 11/2022 dated December 28, 2022, 9/23 dated September 25<sup>th</sup> 2023, No. 9/2024 dated September 19, 2024 issued by the Ministry of Corporate Affairs, Government of India ("the MCA Circulars"), Secretarial Standards on General Meetings issued by Institute of Company Secretaries of India ("SS-2") and relevant circulars issued by the Securities Exchange Board of India ("SEBI") including Circulars May 12, 2020 and SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024 as amended and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, as amended ("Listing Regulations") relating to Remote e-voting for the resolution contained in the Postal Ballot Notice.

Our responsibility as a Scrutinizer is to ensure that the Remote e-voting is carried out in a fair and transparent manner and to furnish a Scrutinizer's Report on the votes cast "IN FAVOUR" or "AGAINST" the Resolution contained in the Postal Ballot Notice. The Company has engaged the services of National Securities Depository Limited (NSDL) for voting by electronic means.

I, submit my report as under:

1. Pursuant to the provisions of the Act and Circulars issued by the Ministry of Corporate Affairs, the Company had sent Postal Ballot Notice only by electronic mode on Thursday, 27<sup>th</sup> March 2025 to all the Members whose email addresses were registered with the Depositories/RTA of the Company as on Tuesday, March 25, 2025 ("Cut-Off Date") 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.
2. Postal Ballot Notice contained the detailed procedure to be followed by the Members who were desirous of casting their votes electronically as provided in the Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended.
3. In view of the MCA Circulars, hard copy of the Postal Ballot Notice along with Postal Ballot forms and pre-paid business envelope was not sent to the Members for the Postal Ballot. Therefore, neither the Company nor I have received any postal ballot (s).
4. Further, the Company had uploaded the Postal Ballot Notice containing the item of business to be transacted on the website of the Company and also on website of the Stock Exchanges viz. BSE Limited at [www.bseindia.com](http://www.bseindia.com) and National Stock Exchange of India Limited at [www.nseindia.com](http://www.nseindia.com) and NSDL's website [www.evoting.nsdl.com](http://www.evoting.nsdl.com) for perusal by those members who may want to access the same.
5. The Company had published advertisement in English language in the Business Standard Newspaper and in Regional Language (Marathi) in Loksatta Newspaper, containing the required information, in terms of applicable provisions of Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014, as amended, on Friday, March 28, 2025, informing about the completion of dispatch of the Postal Ballot Notice.
6. The Company had engaged NSDL for facilitating Remote e-voting to enable the Members to cast their votes electronically, in following manner:

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

7. After completion of Remote e-voting period, Remote e-voting module was disabled for voting.
8. The Remote e-voting report downloaded from the NSDL e-voting platform was diligently scrutinized and reviewed and is kept separately for the purpose of Postal Ballot.
9. The Postal Ballot electronic votes were duly Scrutinized, and the shareholding was reconciled with the Register of Members of the Company as on Tuesday, March 25, 2025 ("Cut-Off Date") provided by the M/S MUFG India Private Limited (Formerly known as Link Intime India Private Limited), Registrar and Share Transfer Agent of the Company.

10.I am obligated under Section 110 of the Companies Act, 2013 and the Rules framed thereunder to retain the 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 i.e., the Postal Ballot related data till the time the Company signs the minutes or proceedings. Once the copy of minutes or proceedings is provided, the same will be handed over to the Company.

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

**Resolution No. 1: Special Resolution**

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

(i) Voted in favor of the resolution:

<b>Mode of Voting</b>	<b>Number of members voted</b>	<b>Number of votes cast</b>	<b>% of total number of Valid votes Cast</b>
Voted through Remote e-voting	319	137451026	99.99%
<b>Total</b>	<b>319</b>	<b>137451026</b>	<b>99.99%</b>

(ii) Voted against the resolution:

<b>Mode of Voting</b>	<b>Number of members voted</b>	<b>Number of votes cast</b>	<b>% of total number of Valid votes cast</b>
Voted through Remote e-voting	18	17937	0.01%
<b>Total</b>	<b>18</b>	<b>17937</b>	<b>0.01%</b>

(iii) Abstained Votes:

<b>Mode of Voting</b>	<b>Number of Members whose votes were invalid</b>	<b>Number of shares held by them</b>
Voted through Remote e-voting	0	0
<b>Total</b>	<b>0</b>	<b>0</b>

**\*Total number of Valid votes cast** (Number of votes cast in favour + Number of votes cast against the Resolution) = **137468963**

