

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

To,

The Chairman of 37th Annual General Meeting
of the Equity Shareholders of
Varroc Engineering Limited

37th 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 Thursday, August 21, 2025 at 11:00 a.m. IST.

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 37th 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 with the MCA General Circular Nos. 14/2020, 17/2020, 20/2020, 02/2021, 21/2021, 02/2022 and 10/2022 dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021, December 14, 2021, May 5, 2022 and December 28, 2022, No. 9/2023 dated September 25, 2023; and No 9/2024 dated September 19, 2024 respectively ("MCA Circulars") (hereinafter collectively referred to as "MCA Circulars") and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022, and Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023 SEBI/HO/CFD-PoD-2/P/CIR/2023/167 dated October 07, 2023 SEBI/HO/CFD-PoD-2/P/CIR/2024/133 dated October 03, 2024 ("SEBI circulars") and any other related circulars regarding holding of the Annual General Meeting (AGM) on Thursday, August 21, 2025 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 37th 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 37th AGM of the Members of the Company. The Company has engaged the services of National

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Securities Depository Limited (NSDL) for voting by electronic means (both for Remote e-voting and e-voting at the AGM).

3. Further, I submit my Report as under:

- In compliance with the aforesaid MCA circulars and SEBI circular, the Company has sent Notice of 37th AGM and Annual Report for FY 2024-25 only by electronic mode on 29th July 2025 to all the Members whose email addresses were registered with the Depository Participants or the Company. Further the Company has also sent via letter containing a weblink and path to access the Annual Report for the FY 2024-25 of the company to the members whose email addresses were not registered with the Company complying with and in accordance to Regulation 36(1)(b) of the Listing regulations. 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 business 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 terms of MCA Circulars: In English language and In Marathi language on Wednesday 16th July 2025;
 - b. in terms of applicable provisions of Rule 20: In English language and In Marathi language on 30th July 2025.
- 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 37th AGM of Members of the Company.

Cut-off date for e-voting	Thursday, August 14, 2025
Commencement of Remote e-voting	9:00 a.m. (IST) on Monday, August 18, 2025
Conclusion of Remote e-voting	5:00 p.m. (IST) on Wednesday, August 20, 2025
e-voting at the AGM	From commencement of the AGM till conclusion of AGM

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- 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 37th AGM of the Company stands passed with requisite majority.

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, 2025, 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	209	137439463	98.84%
Voted through e-voting at the AGM	1	1	0.00%
Total (a)	210	137439464	98.84%

(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	55	1609702	1.16%

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Voted through e-voting at the AGM	0	0	0.00%
Total(b)	55	1609702	1.16%

(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) = 139049166**

1. (b) Adoption of Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2025, and the reports of the Board of Directors and Auditors thereon – Ordinary Resolution

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	203	129957309	93.46%
Voted through e-voting at the AGM	1	1	0.00%
Total (a)	204	129957310	93.46%

(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	61	9091856	6.54%

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Voted through e-voting at the AGM	0	0	0.00%
Total(b)	61	9091856	6.54%

(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) = 139049166**

2. DECLARATION OF FINAL DIVIDEND FOR THE FINANCIAL YEAR 2024-25-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	261	139071996	100%
Voted through e-voting at the AGM	1	1	0.00%
Total (a)	262	139071997	100%

(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	4	140	0.00%

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Voted through e-voting at the AGM	0	0	0.00%
Total(b)	4	140	0.00%

(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) = 139072137**

3. APPOINTMENT OF MR. TARANG JAIN (DIN:00027505) AS A DIRECTOR, LIABLE TO RETIRE BY ROTATION - 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	242	137237130	98.68%
Voted through e-voting at the AGM	1	1	0.00%
Total (a)	243	137237131	98.68%

(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	28	1834971	1.32%

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Voted through e-voting at the AGM	0	0	0.00%
Total(b)	28	1834971	1.32%

(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) = 139072102**

4. APPOINTMENT OF MR. DHURUV JAIN (DIN: 09710448), AS A DIRECTOR, LIABLE TO RETIRE BY ROTATION -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	222	138223039	99.39%
Voted through e-voting at the AGM	1	1	0.00%
Total (a)	223	138223040	99.39%

(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	46	849062	0.61%

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Voted through e-voting at the AGM	0	0	0.00%
Total(b)	46	849062	0.61%

(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) = 139072102**

5. APPOINTMENT OF MR. AKSHAYKUMAR CHUDASAMA (DIN 00010630) AS AN INDEPENDENT DIRECTOR OF THE COMPANY - 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	253	139045738	99.98%
Voted through e-voting at the AGM	1	1	0.00%
Total (a)	254	139045739	99.98%

(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	13	26398	0.02%

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Voted through e-voting at the AGM	0	0	0.00%
Total(b)	13	26398	0.02%

(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) = 139072137**

6. APPOINTMENT OF MR. PADMANABH SINHA (DIN-00101379) AS AN INDEPENDENT DIRECTOR OF THE COMPANY - 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	256	139064279	100.00%
Voted through e-voting at the AGM	1	1	0.00%
Total (a)	257	139064280	100.00%

(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	7	1495	0.00%

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Voted through e-voting at the AGM	0	0	0.00%
Total(b)	7	1495	0.00%

(iii) **Abstained** Votes:

Mode of Voting	Number of Members whose votes were invalid	Number of shares held by them
Voted through remote e-voting	1	6327
Voted through e-voting at the AGM	-	-
Total	1	6327

***Total number of Valid votes cast (a+b) = 139065775**

7. APPOINTMENT OF M/S UMA LODHA & CO., PEER REVIEWED FIRM AS SECRETARIAL AUDITOR OF THE COMPANY AND FIXATION OF REMUNERATION - 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	139070541	100.00%
Voted through e-voting at the AGM	1	1	0.00%
Total (a)	258	139070542	100.00%

(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)
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Voted through remote e-voting	8	1595	0.00%
Voted through e-voting at the AGM	0	0	0.00%
Total(b)	8	1595	0.00%

(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) = 139072137**

8. RATIFICATION OF REMUNERATION OF COST AUDITOR 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	256	139070506	100.00%
Voted through e-voting at the AGM	1	1	0.00%
Total (a)	257	139070507	100.00%

(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)
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Voted through remote e-voting	8	1595	0.00%
Voted through e-voting at the AGM	0	0	0.00%
Total(b)	8	1595	0.00%

(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) = 139072102**

9. 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	255	139070599	100.00%
Voted through e-voting at the AGM	1	1	0.00%

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Total (a)	256	139070600	100.00%
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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	9	1502	0.00%
Voted through e-voting at the AGM	0	0	0.00%
Total(b)	9	1502	0.00%

(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) = 139072102**

10. RE-CLASSIFICATION OF AUTHORISED SHARE CAPITAL AND CONSEQUENT AMENDMENT TO THE CAPITAL CLAUSE IN THE 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	257	139070606	100.00%

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Voted through e-voting at the AGM	1	1	0.00%
Total (a)	258	139070607	100.00%

(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	7	1495	0.00%
Voted through e-voting at the AGM	0	0	0.00%
Total(b)	7	1495	0.00%

(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) = 139072102**

11. AMENDMENT IN MAIN OBJECT CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY – 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	255	139070390	100.00%

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Voted through e-voting at the AGM	1	1	0.00%
Total (a)	256	139070391	100.00%

(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	9	1711	0.00%
Voted through e-voting at the AGM	0	0	0.00%
Total(b)	9	1711	0.00%

(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) = 139072102**

12. APPROVAL FOR TRANSACTIONS UNDER SECTION 185 AND 186 OF THE COMPANIES ACT, 2013 – 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)

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Voted through remote e-voting	205	129161096	92.87%
Voted through e-voting at the AGM	1	1	0.00%
Total (a)	206	129161097	92.87%

(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	65	9911005	7.13%
Voted through e-voting at the AGM	0	0	0.00%
Total(b)	65	9911005	7.13%

(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) = 139072102**

13. RE-APPOINTMENT OF MR. TARANG JAIN (DIN: 00027505), AS CHAIRMAN AND MANAGING DIRECTOR OF THE COMPANY AND PAYMENT OF REMUNERATION – SPECIAL RESOLUTION

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

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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	193	67494379	86.15%
Voted through e-voting at the AGM	1	1	0.00%
Total (a)	194	67494380	86.15%

(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	71	10847922	13.85%
Voted through e-voting at the AGM	0	0	0.00%
Total(b)	71	10847922	13.85%

(iii) **Abstained** Votes:

Mode of Voting	Number of Members whose votes were invalid	Number of shares held by them
Voted through remote e-voting	1	60729800
Voted through e-voting at the AGM	-	-
Total	1	60729800

***Total number of Valid votes cast (a+b) = 78342302.00**

14. RE-APPOINTMENT OF MR. ARJUN JAIN (DIN:07228175) AS WHOLE TIME DIRECTOR OF THE COMPANY AND PAYMENT OF REMUNERATION -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	247	137836273	99.11%
Voted through e-voting at the AGM	1	1	0.00%
Total (a)	248	137836274	99.11%

(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	19	1230828	0.89%
Voted through e-voting at the AGM	0	0	0.00%
Total(b)	19	1230828	0.89%

(iii) **Abstained** Votes:

Mode of Voting	Number of Members whose votes were invalid	Number of shares held by them
Voted through remote e-voting	1	5000
Voted through e-voting at the AGM	-	-
Total	1	5000

***Total number of Valid votes cast (a+b) = 139067102**

15. APPOINTMENT OF MR. DHURV JAIN (DIN - 09710448) AS WHOLE TIME DIRECTOR OF THE COMPANY AND PAYMENT OF REMUNERATION -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	212	136663981	98.44%
Voted through e-voting at the AGM	1	1	0.00%
Total (a)	213	136663982	98.44%

(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	51	2163494	1.56%
Voted through e-voting at the AGM	0	0	0.00%
Total(b)	51	2163494	1.56%

(iii) **Abstained** Votes:

Mode of Voting	Number of Members whose votes were invalid	Number of shares held by them
Voted through remote e-voting	1	5000
Voted through e-voting at the AGM	-	-
Total	1	5000

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

***Total number of Valid votes cast (a+b) = 138827476**

All the Resolution stands passed under Remote e-voting and Evoting at the AGM with the requisite majority. Mr. Tarang Jain, Chairman and Managing Director and/or Mr. Anil Ghatiya, Company Secretary of the Company may accordingly declare the voting result based on this report Further this report alongwith the declared results shall be placed on the website of the Company i.e. www.varroc.com and NSDL i.e. www.evoting.nsdl.com immediately after the results are declared by the Chairman and simultaneously forward the results to the Stock Exchanges i.e., BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively where its Equity Shares are listed.

The Electronic data/ soft copy containing summary of Equity Shareholders who voted "FOR" or "AGAINST" and those who "ABSTAINED" together with those whose votes were declared invalid (if any) for above resolution is being delivered to the Company Secretary separately.

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, ou=3661,
email=uma@umalodha.com, cn=UMA NIPUN LODHA
Date: 2025.08.21 16:59:53 +05'30'

Uma Lodha
Proprietor
(COP NO. 2593)
UDIN No.: F005363G001051861
Place: Mumbai
Date: 21/08/2025

Counter Signed
For Varroc Engineering Limited

ANIL GHATIYA Digitally signed by ANIL GHATIYA
Date: 2025.08.21 17:04:53 +05'30'

Anil Ghatiya
Company Secretary

ACS: 16620

Place: Chhatrapati Sambhaji Nagar (Erstwhile Aurangabad)