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/2020-21/34 August 14, 2020

To,

(1) 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

(2) The Manager - Listing
The Corporate Relation Department,
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Fort,
Mumbai-400001.

BSE Security Code: 541578
Security ID: VARROC

Sub: Outcome of 32nd 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 32nd Annual General Meeting ('AGM') of the Shareholders of the Company held on Friday, August 14, 2020 at 11:00 a.m. through Video Conference/ Other Audio Visual Means, all the resolutions set out in the AGM Notice dated June 25, 2020, 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 14, 2020, 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.

Thanking you,

Yours faithfully,
For Varroc Engineering Limited

AJAY KUMAR SHARMA
Digitally signed by AJAY KUMAR SHARMA
DN: c=IN, o=Personal,
2.5.4.20=8e394f0b54df7a428a2c5037cce4c75628f0ab036b8fe3c204ae92155ac8623d
, postalCode=121004, st=HARYANA,
serialNumber=6874ec243b772feb55e68c4ac7af69e44bded0b2f83f14b155f3058c5ed
4b3ae, cn=AJAY KUMAR SHARMA
Date: 2020.08.14 19:09:13 +05'30'

Ajay Sharma
Group General Counsel and Company Secretary

Encl: a/a

Varroc Engineering Limited								
Resolution Required : (Ordinary)			**1 (a) - Adoption of Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2020 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	10774380	8446747	78.3966	8296184	150563	98.2175	1.7825
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		**8446747**	**78.3966**	**8296184**	**150563**	**98.2175**	**1.7825**
Public Non Institutions	E-Voting	9447350	32375	0.3427	31955	420	98.7027	1.2973
	Poll		2023	0.0214	2023	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		**34398**	**0.3641**	**33978**	**420**	**98.7790**	**1.2210**
Total		**134811530**	**123070945**	**91.2911**	**122919962**	**150983**	**99.8773**	**0.1227**

Varroc Engineering Limited								
Resolution Required : (Ordinary)			**1 (b) - Adoption of Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2020 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	10774380	8446747	78.3966	8296184	150563	98.2175	1.7825
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		**8446747**	**78.3966**	**8296184**	**150563**	**98.2175**	**1.7825**
Public Non Institutions	E-Voting	9447350	32375	0.3427	31991	384	98.8139	1.1861
	Poll		2023	0.0214	2023	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		**34398**	**0.3641**	**34014**	**384**	**98.8837**	**1.1163**
Total		**134811530**	**123070945**	**91.2911**	**122919998**	**150947**	**99.8773**	**0.1227**

Varroc Engineering Limited								
Resolution Required : (Ordinary)			**2 - To confirm the Interim Dividend of Rs.3/- per Equity Share declared and paid by the Company for the Financial Year 2019-20 as the Final Dividend**					
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	10774380	8446747	78.3966	8446747	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		**8446747**	**78.3966**	**8446747**	**0**	**100.0000**	**0.0000**
Public Non Institutions	E-Voting	9447350	32375	0.3427	30398	1977	93.8934	6.1066
	Poll		2023	0.0214	2023	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		**34398**	**0.3641**	**32421**	**1977**	**94.2526**	**5.7474**
Total		**134811530**	**123070945**	**91.2911**	**123068968**	**1977**	**99.9984**	**0.0016**

Varroc Engineering Limited									
Resolution Required : (Ordinary)			**3 - Re-appointment Mr. Tarang Jain, Director who retired by rotation and offered himself for re-appointment**						
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	10774380	8446747	78.3966	8446747	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		**8446747**	**78.3966**	**8446747**	**0**	**100.0000**	**0.0000**
Public Non Institutions	E-Voting	9447350	32376	0.3427	31348	1028	96.8248	3.1752
	Poll		2023	0.0214	2023	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		**34399**	**0.3641**	**33371**	**1028**	**97.0115**	**2.9885**
Total		**134811530**	**123070946**	**91.2911**	**123069918**	**1028**	**99.9992**	**0.0008**

Varroc Engineering Limited

Resolution Required : (Special)		4 - Appointment of Mr. Rohit Prakash as Whole time 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
	Total		**114589800**	**100.0000**	**114589800**	**0**	**100.0000**	**0.0000**
Public Institutions	E-Voting	10774380	8446747	78.3966	8446747	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		**8446747**	**78.3966**	**8446747**	**0**	**100.0000**	**0.0000**
Public Non Institutions	E-Voting	9447350	32375	0.3427	31642	733	97.7359	2.2641
	Poll		2023	0.0214	2023	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		**34398**	**0.3641**	**33665**	**733**	**97.8691**	**2.1309**
Total		**134811530**	**123070945**	**91.2911**	**123070212**	**733**	**99.9994**	**0.0006**

Varroc Engineering Limited

Resolution Required : (Special)			**5 - Re-appointment of Mr. Gautam Khandelwal as an Independent Director**					
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	10774380	8446747	78.3966	8289634	157113	98.1400	1.8600
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		**8446747**	**78.3966**	**8289634**	**157113**	**98.1400**	**1.8600**
Public Non Institutions	E-Voting	9447350	32375	0.3427	31322	1053	96.7475	3.2525
	Poll		2023	0.0214	2023	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		**34398**	**0.3641**	**33345**	**1053**	**96.9388**	**3.0612**
Total		**134811530**	**123070945**	**91.2911**	**122912779**	**158166**	**99.8715**	**0.1285**

Varroc Engineering Limited								
Resolution Required : (Special)			**6 - Re-appointment of Mr. Marc Szulewicz as an Independent Director**					
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	10774380	8446747	78.3966	8296184	150563	98.2175	1.7825
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		**8446747**	**78.3966**	**8296184**	**150563**	**98.2175**	**1.7825**
Public Non Institutions	E-Voting	9447350	32375	0.3427	31622	753	97.6741	2.3259
	Poll		2023	0.0214	2023	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		**34398**	**0.3641**	**33645**	**753**	**97.8109**	**2.1891**
Total		**134811530**	**123070945**	**91.2911**	**122919629**	**151316**	**99.8770**	**0.1230**

Varroc Engineering Limited								
Resolution Required : (Special)			**7 - Re-appointment of Mrs. Vijaya Sampath as an Independent Director**					
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	10774380	8446747	78.3966	8296184	150563	98.2175	1.7825
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		**8446747**	**78.3966**	**8296184**	**150563**	**98.2175**	**1.7825**
Public Non Institutions	E-Voting	9447350	32300	0.3419	31377	923	97.1424	2.8576
	Poll		2023	0.0214	2023	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		**34323**	**0.3633**	**33400**	**923**	**97.3108**	**2.6892**
Total		**134811530**	**123070870**	**91.2911**	**122919384**	**151486**	**99.8769**	**0.1231**

Varroc Engineering Limited								
Resolution Required : (Ordinary)			**8 - 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	10774380	8446747	78.3966	8446747	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		**8446747**	**78.3966**	**8446747**	**0**	**100.0000**	**0.0000**
Public Non Institutions	E-Voting	9447350	32376	0.3427	31360	1016	96.8619	3.1381
	Poll		2023	0.0214	2023	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		**34399**	**0.3641**	**33383**	**1016**	**97.0464**	**2.9536**
Total		**134811530**	**123070946**	**91.2911**	**123069930**	**1016**	**99.9992**	**0.0008**

Varroc Engineering Limited									
Resolution Required : (Special)			**9 - 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	10774380	5249890	48.7257	5249890	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		**5249890**	**48.7257**	**5249890**	**0**	**100.0000**	**0.0000**	
Public Non Institutions	E-Voting	9447350	32365	0.3426	30238	2127	93.4281	6.5719	
	Poll		2023	0.0214	2023	0	100.0000	0.0000	
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	
	Total		**34388**	**0.3640**	**32261**	**2127**	**93.8147**	**6.1853**	
Total		**134811530**	**119874078**	**88.9198**	**119871951**	**2127**	**99.9982**	**0.0018**	

For **Varroc Engineering Limited**

TARANG JAIN

Digitally signed by TARANG JAIN DN: c=IN, o=Personal, postalCode=431001, st=MAHARASHTRA, serialNumber=e68b2d59abe5321c55a823085613269df365b9498e918b0952140b8d17d06648, cn=TARANG JAIN Date: 2020.08.14 19:08:14 +05'30'

Tarang Jain
Chairman of the Meeting

UMA LODHA & CO.
COMPANYSECRETARIES
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 32nd Annual General Meeting
of the Equity Shareholders of
Varroc Engineering Limited

32nd Annual General Meeting of the Members of M/s Varroc Engineering Limited ("The Company") held through Video Conferencing (VC) or Other Audio Visual Means (OAVM) on Friday, 14th August, 2020 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 32nd 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. 20/2020 dated May 05, 2020 read with Circular No. 14/2020 dated April, 08, 2020 and Circular no. 17/2020 dated April 13, 2020 (MCA Circulars), on the resolutions contained in the Notice of the 32nd Annual General Meeting of the Members of the Company, held on Friday, 14th August, 2020 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 32nd 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 32nd 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 Nipun Lodha

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3. Further, I submit my Report as under:

- In compliance with the aforesaid MCA circulars and SEBI circular, the Company has sent Notice of 32nd AGM and Annual Report for FY 2019-20 only by electronic mode on July 23, 2020, 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 terms of MCA Circulars on Wednesday, July 22, 2020; and
  b. in terms of applicable provisions of Rule 20 on Friday, July 24, 2020.

- 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 32nd AGM.

Cut-off date for e-voting	Friday, August 7, 2020
Commencement of Remote e-voting	9:00 a.m. (IST) on Tuesday, August 11, 2020
Conclusion of Remote e-voting	5:00 p.m. (IST) on Thursday, August 13, 2020
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 32nd AGM of the Company stands passed with requisite majority.

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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, 2020 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	**239**	**122917939**	**99.88%**
Voted through e-voting at the AGM	**13**	**2023**	**0.00%**
Total (a)	**252**	**122919962**	**99.88%**

(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	**8**	**150983**	**0.12%**
Voted through e-voting at the AGM	**0**	**0**	**0**
Total(b)	**8**	**150983**	**0.12%**

(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)=123070945**

1 (b) Adoption of Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2020 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	**238**	**122917975**	**99.88%**
Voted through e-voting at the AGM	**13**	**2023**	**0.00%**
Total (a)	**251**	**122919998**	**99.88%**

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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**	**150947**	**0.12%**
Voted through e-voting at the AGM	**0**	**0**	**0**
Total (b)	**9**	**150947**	**0.12%**

(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)=123070945**

2. To confirm the Interim Dividend of Rs.3/- per Equity Share declared and paid by the Company for the Financial Year 2019-20 as the Final Dividend – 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	**235**	**123066945**	**100%**
Voted through e-voting at the AGM	**13**	**2023**	**0.00%**
Total (a)	**248**	**123068968**	**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	**12**	**1977**	**0.00%**
Voted through e-voting at the AGM	**0**	**0**	**0**
Total(b)	**12**	**1977**	**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)=123070945**

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3. Re-appointment of Mr. Tarang 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	220	123067895	100%
Voted through e-voting at the AGM	13	2023	0.00%
Total (a)	233	123069918	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	27	1028	0.00%
Voted through e-voting at the AGM	0	0	0
Total(b)	27	1028	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)=123070946**

4. Appointment of Mr. Rohit Prakash as Whole Time 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	229	123068189	100%
Voted through e-voting at the AGM	13	2023	0.00%
Total(a)	242	123070212	100%

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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	**18**	**733**	**0.00%**
Voted through e-voting at the AGM	**0**	**0**	**0**
Total (b)	**18**	**733**	**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)=123070945**

5. Re-appointment of Mr. Gautam Khandelwal as an Independent 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	**221**	**122910756**	**99.87%**
Voted through e-voting at the AGM	**13**	**2023**	**0.00%**
Total(a)	**234**	**122912779**	**99.87%**

(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	**26**	**158166**	**0.13%**
Voted through e-voting at the AGM	**0**	**0**	**0**
Total (b)	**26**	**158166**	**0.13%**

(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)=123070945**

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6. Re-appointment of Mr. Marc Szulewicz as an Independent 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	228	122917606	99.88%
Voted through e-voting at the AGM	13	2023	0.00%
Total (a)	241	122919629	99.88%

(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	151316	0.12%
Voted through e-voting at the AGM	0	0	0
Total (b)	19	151316	0.12%

(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)=123070945**

7. Re-appointment of Mrs. Vijaya Sampath as an Independent 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	223	122917361	99.88%
Voted through e-voting at the AGM	13	2023	0.00%
Total (a)	236	122919384	99.88%

(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	23	151486	0.12%
Voted through e-voting at the AGM	0	0	0
Total (b)	23	151486	0.12%

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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)=123070870**

8. 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	**227**	**123067907**	**100%**
Voted through e-voting at the AGM	**13**	**2023**	**0.00%**
Total (a)	**240**	**123069930**	**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	**20**	**1016**	**0.00%**
Voted through e-voting at the AGM	**0**	**0**	**0**
Total (b)	**20**	**1016**	**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)=123070946**

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	**223**	**119869928**	**100%**
Voted through e-voting at the AGM	**13**	**2023**	**0.00%**
Total (a)	**236**	**119871951**	**100%**

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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	**20**	**2127**	**0.00%**
Voted through e-voting at the AGM	**0**	**0**	**0**
Total (b)	**20**	**2127**	**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)=119874078**

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 relating to the Remote e-voting and e-voting at the AGM are under my safe custody until the Chairman approves and signs the Minutes of the 32nd 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

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Uma Lodha

Proprietor

(COP NO. 2593)

UDIN No.: F005363B000580630

Place: Mumbai

Date: 14/08/2020

Counter Signed
For **Varroc Engineering Limited**

AJAY KUMAR SHARMA

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Ajay Sharma
Group General Counsel and Company Secretary
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