

General information about company	
Scrip code	541578
NSE Symbol	VARROC
MSEI Symbol	NA
ISIN	INE665L01035
Name of the entity	VARROC ENGINEERING LIMITED
Date of start of financial year	01-04-2024
Date of end of financial year	31-03-2025
Reporting Quarter	Half Yearly
Date of Report	30-09-2024
Risk management committee	Applicable
Market Capitalisation as per immediate previous Financial Year	Top 1000 listed entities

Annexure I**Annexure I to be submitted by listed entity on quarterly basis****I. Composition of Board of Directors**

Disclosure of notes on composition of board of directors explanatory

Whether the listed entity has a Regular Chairperson Yes

Whether Chairperson is related to MD or CEO Yes

Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth
1	Mr	Tarang Jain	AAXPJ4083B	00027505	Executive Director	Chairperson related to Promoter	MD	21-03-1962
2	Mr	Arjun Jain	AIRPJ4363N	07228175	Executive Director	Not Applicable		22-10-1989
3	Mr	Gautam Khandelwal	AAGPK3440E	00270717	Non-Executive - Independent Director	Not Applicable		01-04-1962
4	Mr	Vinish Kathuria	AUZPK1197R	01951771	Non-Executive - Independent Director	Not Applicable		02-07-1971
5	Mrs	Vijaya Sampath	AHEPS6523K	00641110	Non-Executive - Independent Director	Not Applicable		26-05-1953
6	Mr	Marc Szulewicz	ZZZZZ9999Z	01911768	Non-Executive - Independent Director	Not Applicable		26-03-1947
7	Mr	Dhruv Jain	AWYPJ1645G	09710448	Non-Executive - Non Independent Director	Not Applicable		11-04-1995
8	Mr	Tarun Tyagi	ABUPT9092L	10204986	Executive Director	Not Applicable		21-10-1971

I. Composition of Board of Directors

Disqualification of Directors under section 164 of the Companies Act, 2013

Sr	Whether the director is disqualified?	Start Date of disqualification	End Date of disqualification	Details of disqualification	Current status
1	No				Active
2	No				Active
3	No				Active
4	No				Active
5	No				Active
6	No				Active
7	No				Active
8	No				Active

I. Composition of Board of Directors

Sr	Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	Date of passing special resolution	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity [with reference to proviso to regulation 17A(1) & 17A(2)]	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)	Reason for Cessation	Notes for not providing PAN	Notes for not providing DIN
1	NA		11-05-1988	06-02-2023			2	1	5	0			
2	NA		07-08-2018	07-08-2023			1	0	1	0			
3	NA		24-03-2011	20-07-2020		60	3	1	4	4			
4	NA		06-02-2018	06-02-2023		60	1	1	4	0			
5	NA		20-07-2017	20-07-2020		60	7	7	8	0			
6	Yes	14-08-2020	20-07-2017	20-07-2020		60	1	1	0	0		Textual Information(1)	
7	NA		01-09-2022				1	0	0	0			
8	NA		09-08-2023				1	0	0	0			

Text Block

Textual Information(1)

PAN not applicable for Foreign Director.

Audit Committee Details							
Whether the Audit Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00270717	Gautam Khandelwal	Non-Executive - Independent Director	Chairperson	06-02-2018		
2	00641110	Vijaya Sampath	Non-Executive - Independent Director	Member	06-02-2018		
3	00027505	Tarang Jain	Executive Director	Member	06-02-2018		
4	01951771	Vinish Kathuria	Non-Executive - Independent Director	Member	13-11-2018		

Nomination and remuneration committee							
Whether the Nomination and remuneration committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00270717	Gautam Khandelwal	Non-Executive - Independent Director	Chairperson	06-02-2018		
2	00641110	Vijaya Sampath	Non-Executive - Independent Director	Member	06-02-2018		
3	01911768	Marc Szulewicz	Non-Executive - Independent Director	Member	06-02-2018		

Stakeholders Relationship Committee							
Whether the Stakeholders Relationship Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00270717	Gautam Khandelwal	Non-Executive - Independent Director	Chairperson	06-02-2018		
2	01951771	Vinish Kathuria	Non-Executive - Independent Director	Member	14-08-2020		
3	07228175	Arjun Jain	Executive Director	Member	29-04-2020		

Risk Management Committee							
Whether the Risk Management Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00641110	Vijaya Sampath	Non-Executive - Independent Director	Chairperson	03-04-2019		
2	01951771	Vinish Kathuria	Non-Executive - Independent Director	Member	03-04-2019		
3	00027505	Tarang Jain	Executive Director	Member	03-04-2019		
4	07228175	Arjun Jain	Executive Director	Member	29-04-2020		
5	99999999	K. Mahendra Kumar	Group Chief Financial Officer	Member	14-11-2022		Textual Information(1)
6	99999999	Manoj Dhar	Head – Internal Audit, Member and convener	Member	09-08-2023		Textual Information(2)

Sr Text Block

Textual Information(1)	DIN not applicable -Group CFO Member of Committee.
Textual Information(2)	DIN not applicable -Chief Internal Auditor Member of Committee.

Corporate Social Responsibility Committee							
Whether the Corporate Social Responsibility Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00027505	Tarang Jain	Executive Director	Chairperson	07-04-2014		
2	07228175	Arjun Jain	Executive Director	Member	29-04-2020		
3	00270717	Gautam Khandelwal	Non-Executive - Independent Director	Member	07-04-2014		

Other Committee						
Sr	DIN Number	Name of Committee members	Name of other committee	Category 1 of directors	Category 2 of directors	Remarks
1	00027505	Tarang Jain	ENVIRONMENTAL, SOCIAL AND GOVERNANCE (ESG) STEERING COMMITTEE	Executive Director	Chairperson	
2	07228175	Arjun Jain	ENVIRONMENTAL, SOCIAL AND GOVERNANCE (ESG) STEERING COMMITTEE	Executive Director	Member	
3	00270717	Gautam Khandelwal	ENVIRONMENTAL, SOCIAL AND GOVERNANCE (ESG) STEERING COMMITTEE	Non-Executive - Independent Director	Member	

Annexure 1**Annexure 1****III. Meeting of Board of Directors**

Disclosure of notes on meeting of board of directors explanatory								
Sr	Date(s) of meeting (if any) in the previous quarter	Date(s) of meeting (if any) in the current quarter	Maximum gap between any two consecutive (in number of days)	Notes for not providing Date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors as on date of the meeting	Number of Directors present* (All directors including Independent Director)	No. of Independent Directors attending the meeting*
1	17-05-2024				Yes	8	8	4
2		07-08-2024	81		Yes	8	7	3

Annexure 1

IV. Meeting of Committees

Disclosure of notes on meeting of committees explanatory										
Sr	Name of Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Name of other committee	Reason for not providing date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors in the Committee as on date of the meeting	Number of Directors Present (All Directors including Independent Director)	No. of Independent Directors attending the meeting*	No. of members attending the meeting (other than Board of Directors)
1	Nomination and remuneration committee	16-05-2024				Yes	3	3	3	0
2	Stakeholders Relationship Committee	16-05-2024				Yes	3	3	2	0
3	Risk Management Committee	16-05-2024				Yes	4	4	2	2
4	Corporate Social Responsibility Committee	16-05-2024				Yes	3	3	1	0
5	Other Committee	16-05-2024		ENVIRONMENTAL, SOCIAL AND GOVERNANCE (ESG) STEERING COMMITTEE		Yes	3	3	1	0
6	Audit Committee	17-05-2024	0			Yes	4	4	3	0

Annexure 1**IV. Meeting of Committees**

Sr	Name of Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Name of other committee	Reason for not providing date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors in the Committee as on date of the meeting	Number of Directors Present (All Directors including Independent Director)	No. of Independent Directors attending the meeting*	No. of members attending the meeting (other than Board of Directors)
7	Audit Committee	07-08-2024	81			Yes	4	3	2	0

Annexure 1

V. Related Party Transactions

Sr	Subject	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Whether prior approval of audit committee obtained	Yes	
2	Whether shareholder approval obtained for material RPT	NA	
3	Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes	

Annexure 1**VI. Affirmations**

Sr	Subject	Compliance status (Yes/No)
1	The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
2	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 a. Audit Committee	Yes
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee	Yes
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c. Stakeholders relationship committee	Yes
5	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable to the top 1000 listed entities)	Yes
6	The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
7	The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
8	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	Yes

Annexure 1

Sr	Subject	Compliance status
1	Name of signatory	AJAY KUMAR SHARMA
2	Designation	Company Secretary and Compliance Officer

Annexure III

III. Affirmations

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website	46(2)	Yes	
2	Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes	
3	Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	Yes	
4	Presence of Chairperson of the Stakeholder Relationship committee at the annual general meeting	20(3)	Yes	
5	Disclosure of the Secretarial Audit Report of the listed entity and the material subsidiaries in the Annual Report	24A(1)	Yes	
6	Submission of Annual Secretarial Compliance Report	24A(2)	Yes	
7	Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes	
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Annexure III

1	Name of signatory	AJAY KUMAR SHARMA
2	Designation	Company Secretary and Compliance Officer

Additional Half yearly Disclosure			
Applicability of disclosure	Applicable		
Reason for Non Applicability	Textual Information(1)		
I. Disclosure of Loans/ guarantees/comfort letters /securities etc.refer note below			
(A)Any loan or any other form of debt advanced by the listed entity directly or indirectly to			
Entity	Aggregate amount advanced during six months	Balance outstanding at the end of six months	
Promoter or any other entity controlled by them	0	0	
Promoter Group or any other entity controlled by them	0	0	
Directors (including relatives) or any other entity controlled by them	0	0	
KMPs or any other entity controlled by them	0	0	
(B) Any guarantee / comfort letter (by whatever name called) provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed By			
Entity	Type (guarantee, comfort letter etc.)	Aggregate amount of issuance during six months	Balance outstanding at the end of six months(taking into account any invocation)
Promoter or any other entity controlled by them	0	0	0
Promoter Group or any other entity controlled by them	0	0	0
Directors (including relatives) or any other entity controlled by them	0	0	0
KMPs or any other entity controlled by them	0	0	0
(C) Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by			
Entity	Type of security (cash, shares etc.)	Aggregate value of security provided during six months	Balance outstanding at the end of six months
Promoter or any other entity controlled by them	0	0	0
Promoter Group or any other entity controlled by them	0	0	0
Directors (including relatives) or any other entity controlled by them	0	0	0
KMPs or any other entity controlled by them	0	0	0
(D) Additional Information			Textual Information(2)
II. Affirmations			
Affirmations		Compliance Status	Company Remarks
All loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) given directly or indirectly by the listed entity to promoter(s), promoter group, director(s) (including their relatives), key managerial personnel (including their relatives) or any entity controlled by them are in the economic interest of the company.		Yes	Textual Information(3)
Name	K Mahendra Kumar		
Designation	CFO		
Place	Aurangabad		
Date	03-10-2024		

Details of Cyber security incidence		
Whether as per Regulation 27(2)(ba) of SEBI (LODR) Regulations, 2015 there has been cyber security incidents or breaches or loss of data or documents during the quarter		No
Number of cyber security incidence or breaches or loss of data event occurred during the quarter		
Sr.	Date of the event	Brief details of the event

Signatory Details	
Name of signatory	Ajay Kumar Sharma
Designation of person	Company Secretary and Compliance Officer
Place	Aurangabad
Date	03-10-2024

