



# VARUN BEVERAGES LIMITED



Corporate Off : Plot No. 31, Institutional Area, Sec-44, Gurgaon, Haryana-122002 (India)  
Ph.: +91-124-4643100-500 • Fax: +91-124-4643303/04 E-mail: info@rjcorp.in • Visit us at www.rjcorp.in  
CIN No. : L74899DL1995PLC069839

July 13, 2018

To,

<p>The National Stock Exchange of India Ltd. Exchange Plaza, 5<sup>th</sup> floor, Plot No. C/1, G Block, Bandra Kurla Complex, Bandra (E), Mumbai - 400 051 # 022-2659 8237, 8238, 8347, 8348 <a href="mailto:cmnlist@nse.co.in">cmnlist@nse.co.in</a></p> <p><b>Symbol : VBL</b> <b>Series : EQ</b></p>	<p>The BSE Limited Corporate Relationship Department, 1<sup>st</sup> Floor, New Trading Ring, Rotunda Building, P J Towers, Dalal Street, Fort, Mumbai - 400 001 022-2272 3121, 2037, 2061 <a href="mailto:corp.relations@bseindia.com">corp.relations@bseindia.com</a></p> <p><b>Security Code No. 540180</b></p>
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Dear Sir/Madam,

Subject: **Corporate Governance Report under Regulation 27(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the quarter and half year ended on June 30, 2018.**

Pursuant to the provisions of Regulation 27(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed the Corporate Governance Report of the Company for the quarter and half year ended on June 30, 2018.

Further, please note that the Company is following 1<sup>st</sup> January to 31<sup>st</sup> December as its financial year in terms of Section 2 (41) of the Companies Act, 2013 as approved by the Company Law Board.

You are requested to kindly take the same on record.

Thanking You,

Yours Truly,  
**For Varun Beverages Limited**

**Ravi Batra**  
**Chief Risk Officer & Group Company Secretary**

Encl. As above

**ANNEXURE I**

**Format to be submitted by listed entity on quarterly basis**

1. Name of Listed Entity - **Varun Beverages Limited**  
 2. Quarter ending - **30-Jun-2018**

<b>I. Composition of Board of Directors</b>											
Title (Mr./Ms)	Name of the Director	DIN	PAN	Category (Chairperson /Executive/ Non-Executive/ Independent / Nominee)	Date of Appointment	Date of cessation	Tenure	No of Directorship in listed entities including this listed entity	No of memberships in Audit/ Stakeholder Committee(s) including this listed entity	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity	
Mr.	Ravi Kant Jaipuria	00003668	ANJPJ6194Q	C	16-Jun-1995	-		2	0	0	
Mr.	Varun Jaipuria	02465412	AHAPJ9246N	ED	01-Nov-2016	-		1	0	0	
Mr.	Raj Pal Gandhi	00003649	AALPG8397D	ED	01-Nov-2016	-		1	4	0	
Mr.	Kapil Agarwal	02079161	ACDPA3699L	ED	01-Jan-2016	-		1	0	0	
Mr.	Kamlesh Kumar Jain	01822576	AAHPJ2128D	ED	01-Nov-2016	-		1	1	0	
Mr.	Naresh Kumar Trehan	00012148	AACPT7305F	ID	01-Dec-2015	-	36	1	0	0	
Mr.	Pradeep Sardana	00682961	ABXPS2747N	ID	28-Mar-2018	-	60	1	0	0	
Ms.	Sita Khosla	01001803	AARPK3214H	ID	16-Feb-2018	-	60	1	1	1	
Mr.	Ravi Gupta	00023487	AAJPG2870K	ID	19-Mar-2018	-	60	1	2	1	
Ms.	Rashmi Dhariwal	00337814	AAPPD9702P	ID	19-Mar-2018	-	60	1	4	0	



## II. Composition of Committees

<b>Audit Committee</b>			
<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>
1	Raj Pal Gandhi	ED	Member
2	Ravi Gupta	ID	Chairperson
3	Rashmi Dhariwal	ID	Member

<b>Stakeholders Relationship Committee</b>			
<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>
1	Raj Pal Gandhi	ED	Member
2	Sita Khosla	ID	Chairperson
3	Kamlesh Kumar Jain	ED	Member

<b>Risk Management Committee</b>			
<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>

<b>Nomination and Remuneration Committee</b>			
<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>
1	Ravi Gupta	ID	Member
2	Rashmi Dhariwal	ID	Chairperson
3	Ravi Kant Jaipuria	C & NED	Member

<b>III. Meeting of Board of Directors</b>		
<i>Date(s) of Meeting (if any) in the previous quarter</i>	<i>Date(s) of Meeting (if any) in the relevant quarter</i>	<i>Maximum gap between any two consecutive (in number of days)</i>
12-Jan-2018	03-May-2018	44
17-Jan-2018	03-May-2018	
16-Feb-2018	03-May-2018	
19-Mar-2018	03-May-2018	



<b>IV. Meeting of Committees</b>				
<i>Name of the committee</i>	<i>Date(s) of meeting of the committee in the relevant quarter</i>	<i>Whether requirement of Quorum met (details)</i>	<i>Date(s) of meeting of the committee in the previous quarter</i>	<i>Maximum gap between any two consecutive (in number of days)</i>
Audit Committee	03-May-2018	3	16-Feb-2018	75

<b>V. Related Party Transactions</b>	
<i>Subject</i>	<i>Compliance status (Yes/No/NA)</i>
Whether prior approval of audit committee obtained	Yes
Whether shareholder approval obtained for material RPT	Not Applicable
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes

#### **VI. Affirmations**

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**
  - b. Nomination & remuneration committee - **Yes**
  - c. Stakeholders relationship committee - **Yes**
  - d. Risk management committee (applicable to the top 100 listed entities) - **Not applicable**
3. 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**
4. 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**



5. a. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. - **Yes**  
b. Any comments/observations/advice of Board of Directors may be mentioned here:

NA

**Name** : **Ravi Batra**  
**Designation** : **Company Secretary & Compliance Officer**



**ANNEXURE III**

**Affirmations**

<b>Broad Heading</b>	<b>Regulation Number</b>	<b>Compliance Status</b>
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
Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes
Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	Yes
Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes

Note:

1. In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.
2. If status is "No" details of non-compliance may be given here.
3. If the Listed Entity would like to provide any other information the same may be indicated here.

**Name** :  **Ravi Batra**  
**Designation** :  **Company Secretary & Compliance Officer**