



Varun Beverages Limited

Registered Office: F-2/7, Okhla Industrial Area, Phase I, New Delhi 110 020; Tel: +91 11 41706720

Corporate Office: Plot No. 31, Institutional Area, Sector 44, Gurugram 122 002, (Haryana)

Tel: +91 124 4643100, Fax: +91 124 4643303

E-mail: complianceofficer@rjcorp.in; **Website:** www.varunpepsi.com

Corporate Identity Number: U74899DL1995PLC069839

NOTICE

Notice is hereby given that the 22nd Annual General Meeting of Varun Beverages Limited will be held on Monday, April 17, 2017 at 11.00 a.m. at Sri Sathya Sai International Center, Pragati Vihar, Bhishm Pitamah Marg, Lodhi Road, New Delhi - 110 003, to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements (both Standalone and consolidated) of the Company for the Financial Year ended on December 31, 2016, together with the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Kapil Agarwal (DIN 02079161), who retires by rotation and, being eligible, offers himself for re-appointment.
3. To consider and, if thought fit, pass, with or without modification (s) the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provision of Section 139 and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, the Company hereby ratifies the appointment of M/s. Walker Chandio & Associates, Chartered Accountants, Firm Registration Number 001329N as Joint Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the 23rd AGM of the Company at a remuneration to be fixed by the Board of Directors of the Company, in addition to the service tax and actual out of pocket expenses incurred in connection with the audit of the accounts of the Company."

4. To consider and, if thought fit, pass, with or without modification (s) the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provision of Section 139 and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, as amended from time to time and pursuant to the recommendations of the Audit Committee and the Board of Directors, M/s. APAS & Co., Chartered

Accountants, Firm Registration Number 000340C, be and is hereby appointed as Joint Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the 27th AGM of the Company to be held in the year 2022 at a remuneration to be fixed by the Board of Directors of the Company, in addition to the service tax and actual out of pocket expenses incurred in connection with the audit of the accounts of the Company.."

SPECIAL BUSINESS:

5. To consider and, if thought fit, pass, with or without modification (s) the following resolution as a **Special Resolution**:

"RESOLVED BY WAY OF SPECIAL RESOLUTION THAT pursuant to the provisions of Regulation 12 of the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 and all other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, as amended from time to time, the Company hereby ratifies following Employee Stock Option Schemes (ESOS) as approved by the Shareholders on May 13, 2013 and April 27, 2016:-

- a. 7,71,700 vested options under ESOS-2013, which were pending at the time of listing of the equity shares of the Company on November 8, 2016, will continue to be governed by and under ESOS-2013, as amended from time to time and the terms and provisions of ESOS-2013 will continue to be applicable to all the options (granted/vested/exercised) under ESOS-2013.
- b. Any further grant of options shall be governed by and under ESOS-2016, as approved by the shareholders of the Company in their meeting held on April 27, 2016 and the Company will obtain all necessary approvals under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, SEBI (Share Based Employee Benefits) Regulations, 2014 and Companies Act, 2013 (as amended from time to time) before issuing/granting any options under ESOS-2016.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do such acts /

deeds as may be considered necessary or incidental for implementation of the aforesaid schemes.”

6. To consider and, if thought fit, pass, with or without modification(s) the following resolution as a **Special Resolution**:

“RESOLVED BY WAY OF SPECIAL RESOLUTION THAT pursuant to the provisions of Sections 42, 71 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modification(s) or re-enactment (s) thereof, for the time being in force) and subject to the provisions of Articles of Association of the Company, approval of the members, be and is hereby accorded to the Board of Directors of the Company to offer or invite subscriptions for listed, redeemable, secured/unsecured Non-Convertible Debentures aggregating to ₹.10,000,000,000 (Rupees Ten Billion Only) on private placement basis, in one or more tranches, from such persons / Banks / Financial Institutions / Bodies Corporates and on such terms and conditions as the Board of Directors of the Company may, from time to time, determine and consider proper and most beneficial to the Company including, without limitation, as to when the said Debentures are to be issued, the consideration for the issue, mode of payment, coupon rate, redemption period, utilization of the issue proceeds and all matters connected therewith or incidental thereto;

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors be and is hereby authorized to do all such acts, deeds, matters and things, as it may, in its absolute discretion, deem necessary, proper or desirable, delegate all or any of these powers to Committee of Directors or Director or any Officer of the Company or any other person and to settle any question, difficulty or doubt that may arise in this regard, finalize and execute all such deeds, documents and writings as may be necessary, desirable or expedient as it may deem fit.”

**By Order of the Board
For Varun Beverages Limited**

Mahavir Prasad Garg

Place: Gurugram

Company Secretary

Date: February 20, 2017

Membership No. F3490

IMPORTANT NOTES:

1. The Register of Members and Share Transfer Books of the Company will remain closed from Tuesday, April 11, 2017 to Monday, April 17, 2017 (both days inclusive) for the purpose of AGM / annual closing.
2. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, which set outs details relating to Special Business at the meeting, is annexed hereto.
3. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF / HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**

Pursuant to Section 105 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, a person shall not act as proxy for more than fifty (50) members and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.
4. A blank proxy form is being sent herewith. The instrument appointing proxy, duly stamped completed and signed, should be deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting. Proxies submitted on behalf of companies must be supported by appropriate resolution issued on behalf of the nominating companies.
5. Members who hold shares in dematerialized form are requested to write their Client ID and DP ID and those who hold shares in physical form are requested to write their folio number in the attendance slip for attending the Meeting.
6. The Members are informed that in case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
7. Corporate Members intending to send their authorized representatives to attend the meeting are requested to send to the Company duly certified copy of the relevant Board resolution authorizing such representatives to attend and vote on their behalf at the meeting.
8. Details of Directors seeking re-appointment in Annual General Meeting pursuant to Secretarial Standard on General Meetings (SS-2) and Regulation 26(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, are given elsewhere in the Notice.
9. All documents referred to in the accompanying Notice and the Explanatory Statement, are open for inspection by the members at the Registered Office and the Corporate Office of the Company on all working days up to the date of Annual General Meeting i.e. April 17, 2017 between 11:00 AM and 1:00 PM and also at the meeting.
10. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant Rules made thereunder, companies can serve Annual Reports and

other communications through electronic mode to those Members who have registered their e-mail address either with the Company or with the Depository Participants. Members of the Company who have registered their e-mail address are also entitled to receive such communication in physical form, upon request. Members who have not registered their e-mail address with Company can now register the same by sending a communication to the Company or to M/s Karvy Computershare Private Limited (RTA). Members holding Shares in demat form are requested to register their e-mail address with their Depository Participants only. The registered e-mail address will be used for sending future communications.

11. The Notice of AGM, Annual Report and Attendance Slip are being sent in electronic mode to members whose e-mail address are registered with the Company or the Depository Participants, unless the members have registered their request for the hard copy of the same. Physical copy of the Notice of AGM, Annual Report and Attendance Slip are being sent to those members who have not registered their e-mail address with the Company or the Depository Participants. Members may note that this Notice and the Annual Report 2016 will also be available on the Company's website viz. www.varunpepsi.com
12. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of Contracts or Arrangements in which Directors are interested under Section 189 of the Companies Act, 2013 will be available for inspection at the AGM.
13. Members desiring any information/clarification on the accounts are requested to write to the Company at least seven days in advance so as to enable the management to keep information ready at the Annual General Meeting.
14. Members are requested to note that M/s Karvy Computershare Private Limited, Karvy Selenium Tower B, Plot 31 and 32, Gachibowli Financial District, Nanakramguda, Hyderabad 500 032, is the Registrar and Transfer Agent (RTA) to look after the work related to shares held in physical and dematerialized form.
15. To prevent fraudulent transactions, Members are requested to exercise due diligence and immediately notify to the RTA any change in their address and/or bank mandate in respect of shares held in physical form and to their Depository Participants (DPs) in respect of shares held in the dematerialized form. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned DP and holdings should be verified. Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company/ RTA.
16. Members holding shares in single name and physical form are advised to make nomination in respect of their shareholding in the Company by submitting form no. SH-13 to the RTA. Members holding shares in electronic form may submit the same to their respective depository participant. The nomination form can be downloaded from the Company's website i.e. www.varunpepsi.com under the section investor relations
17. Non-Resident Indian members are requested to inform RTA, immediately of:
 - a. Change in their residential status on return to India for permanent settlement.
 - b. Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the Bank with pin code number.
18. Members holding shares in physical form are advised to convert their shareholding in dematerialized form with any depository participant.
19. Please bring a copy of Annual Report and duly filled in attendance slip for attending the Annual General Meeting.
20. In accordance with the provisions of Regulation 39(4) and Schedule VI of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company maintains a demat account namely 'Unclaimed Suspense Shares Demat Account – Varun Beverages Limited' with M/s Karvy Stock Broking Limited and currently holds Nil shares in this account.
21. In compliance with the provisions of Section 108 of the Act and the Rules framed thereunder, as amended from time to time, and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Members are provided with the facility to cast their vote electronically, through the e-voting services provided by Karvy Computershare Private Limited, on all the resolutions set forth in this Notice. The instructions for e-voting are given elsewhere in the Notice.
22. The facility for voting either through ballot or polling paper shall also be made available by the Company at the AGM and the members attending the meeting who have not casted their vote by remote e-voting, will be able to exercise their right at the meeting through ballot or polling paper, as the case may be.
23. The members who have casted their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.

24. A route map to the venue of the AGM alongwith prominent landmark for easy location is enclosed.
25. The Company does not have any unclaimed / unpaid dividend so far. Accordingly, the provisions of Section 124 and 125 of the Companies Act, 2013 do not apply.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 ("THE ACT")

RESOLUTION NO. 5:

The shareholders had approved Employee Stock Option Scheme -2013 (ESOS-2013) on May 13, 2013 and ESOS-2016 on April 27, 2016. Under ESOS-2013, 26,75,400 options were granted to the employees out of which 7,71,700 options were pending for exercise at the time of listing of equity shares of the Company i.e. as on November 8, 2016. Pursuant to the requirement of Regulation 12 of the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 and all other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, as amended from time to time, the pre-IPO schemes need to be ratified by the Shareholders by way of Special Resolution. These schemes are available for inspection at the Registered Office as well as the Corporate Office of the Company and also at the meeting. It may be noted that under ESOS-2016 no options have been granted so far and any further grant of options shall be as per the provisions of ESOS-2016.

None of the Directors/Key Managerial Personnel of the Company/their relatives is, in any way, concerned or interested, financially or otherwise, except to the extent of options granted to them, in the resolution set out at Item No. 5 of the Notice.

Your Board recommends the Special Resolution set out at Item No. 5 of the Notice for approval by the members.

RESOLUTION NO. 6:

Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 prescribed under Section 42 of the Act deals with private placement of securities by a Company. Sub-rule (2) of the said Rule states that in case of an offer or invitation to subscribe for non-convertible debentures on private placement basis, the Company shall obtain prior approval of its shareholders by means of a special resolution. This approval will be valid for a period of one year.

In order to augment long term resources for financing, the ongoing capital expenditure and for general corporate purposes, the Board may, at an appropriate time, offer or invite subscription for secured/unsecured redeemable non-convertible debentures, in one or more series/ tranches upto ₹ 10,000,000,000 (Rupees Ten Billion only), on private placement basis.

This resolution is an enabling resolution and authorizes the Board of Directors of the Company to offer or invite subscription for non-convertible debentures, as may be required by the Company, from time to time, for one year from the date of passing this resolution.

None of the Directors/Key Managerial Personnel of the Company/their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 6 of the Notice.

Your Board recommends the Special Resolution set out at Item No. 6 of the Notice for approval by the members.

**By Order of the Board
For Varun Beverages Limited**

Mahavir Prasad Garg

Company Secretary

Membership No. F3490

Place: Gurugram

Date: February 20, 2017

NO GIFT(S) WILL BE DISTRIBUTED IN THE ANNUAL GENERAL MEETING.

Details of the Director seeking re-appointment at the 22nd Annual General Meeting

{In pursuance of Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements)
Regulations, 2015 and Secretarial Standard on General Meetings (SS-2)}

Name of Director	Mr. Kapil Agarwal (DIN: 02079161)
i) Date of Birth/Age	June 08, 1964 / 52 years
ii) Qualifications	Bachelors degree in commerce from Lucknow University. Post Graduate Diploma in Business Management from the Institute of Management Technology, Ghaziabad.
iii) Experience	Mr. Kapil Agarwal is presently working as Whole-time Director of the Company. He has over two decades of experience in the field of sales and marketing and has been with the group since 1991. He was inducted into the Board of Directors in 2012. He currently heads sales, marketing and operations of your Company.
iv) Terms and Conditions of Re-appointment	Mr. Kapil Agarwal was re-appointed as the Whole-time Director of the Company for a period of 3 years effective from January 01, 2016 at a gross Salary of ₹ 26,69,280/- per month with an annual increment of such amount as may be determined of the Board or any committee thereof.
v) Details of Remuneration sought to be paid	-
vi) Last Remuneration drawn	₹. 39.29 Million p.a.
vii) Date of first appointment on the Board	January 01, 2012
viii) No. of shares held	440,429
ix) Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Nil
x) No. of Board Meetings attended/held during Financial Year 2016	11/12
xi) Directorships held in other companies	Devyani Food Industries Limited
xii) Chairman/Member of the Committee of the Board of Directors of the Company as on December 31, 2016	Share Allotment Committee - Member
Committee position held in other companies	
a. Audit Committee	Nil
b. Stakeholders Relationship Committee	Nil
c. Other Committees	Nil

ROUTE MAP OF THE VENUE



INSTRUCTIONS FOR REMOTE E-VOTING

Pursuant to Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, as may be amended from time to time and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard -2 issued by Institute of Company Secretaries of India, the Company is pleased to provide e-voting facility to all its Members, to enable them to cast their votes electronically. The Company has engaged the services of Karvy Computershare Private Limited (Karvy) for the purpose of providing e-voting facility to all its Members. Please note that e-voting is an alternate mode to cast votes and is optional. **HOWEVER IN CASE MEMBERS CAST THEIR VOTE BOTH VIA PHYSICAL BALLOT PAPER AND E-VOTING, THEN VOTING THROUGH E-VOTING SHALL PREVAIL AND VOTING DONE BY BALLOT PAPER SHALL BE TREATED AS INVALID.**

The remote e-voting period shall commence at 9.00 a.m. on Thursday, April 13, 2017 and will end at 5.00 p.m. on Sunday, April 16, 2017. The remote e-voting module shall be disabled by Karvy at 5.00 p.m. on end date of the voting period.

The cut-off date for determining the eligibility of shareholders to exercise remote e-voting rights and attendance at Annual General Meeting (AGM) is Monday, April 10, 2017. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on cut-off date, shall be entitled to avail the facility of E-voting or voting at the meeting through ballot paper. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date. A person who is not a Member as on the cut-off date should treat this Notice for information purpose only.

Any person, who acquires shares of the Company and becomes Member of the Company after dispatch of the Notice and holding shares as on the cut-off date i.e. Monday, April 10, 2017, may obtain the login ID and password by sending an e-mail to **mohsin.mohd@karvy.com or evoting@karvy.com** by mentioning their Folio No./DP ID and Client ID. However, if you are already registered with Karvy for remote E-voting, then you can use your existing user ID and password for casting your vote.

The facility for voting through ballot paper will be made available by the Company at the AGM and the members attending the meeting who have not casted their vote by remote e-voting, will be able to exercise their right to vote at the meeting through ballot paper. The members who have casted their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again. Once the vote on a resolution is casted by the shareholder, the shareholder shall not be allowed to change it subsequently.

Mr. Sanjay Grover, Practicing Company Secretary (F4223) and Managing Partner of M/s. Sanjay Grover & Associates, Company Secretaries, New Delhi has been appointed as the Scrutinizer by the Company to scrutinize the entire voting process in a fair and transparent manner.

The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast at the meeting, thereafter unblock the votes casted through remote e-voting in the presence of at least two witnesses not in the employment of the Company, and submit the consolidated Scrutinizer's Report of the total votes casted in favor or against, if any, to the Chairman of the Meeting or any person authorized by him in writing who shall countersign the same not later than three (3) days of the conclusion of the meeting. The results along with the Scrutinizer's Report shall be placed on the website of the Company at www.varunpepsi.com; that of Karvy at <https://evoting.karvy.com> and of the Stock Exchanges at www.bseindia.com and www.nseindia.com.

PROCESS FOR MEMBERS OPTING FOR E-VOTING

The procedure and instructions for members for voting electronically are as under:

- i. The voting period begins at 9.00 a.m. on Thursday, April 13, 2017 and ends at 5:00 p.m. on Sunday, April 16, 2017. Members of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Monday, April 10, 2017, may cast their vote electronically. The e-voting module shall be disabled by Karvy for voting thereafter.
- ii. The shareholders should log on to the e-voting website <https://evoting.karvy.com>
- iii. Enter the login credentials i.e., User ID and password mentioned in your email. Your Folio No/DP ID Client ID will be your User ID. However, if you are already registered with Karvy for e-voting, you can use your existing User ID and Password for casting your votes.
 - For CDSL: 16 digits beneficiary ID,
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - Members holding shares in Physical Form should enter Folio Number registered with the Company.

- iv. Next enter the Image Verification as displayed and Click on Login.
- v. You will reach the Password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@, #, \$, etc.). It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- vi. You need to login again with the new credentials.
- vii. On successful login, the system will prompt you to select the EVENT i.e. Varun Beverages Limited.
- viii. On the voting page, the number of shares (which represents the number of votes) as held by the member as on the cut-off date will appear. If you desire to cast all the votes assenting/dissenting to the resolution then enter all shares and click "FOR"/ "AGAINST" as the case may be or partially in "FOR" and partially in "AGAINST", but the total number in "FOR / AGAINST" taken together should not exceed your shareholding as on cut-off date. You may also choose the option "ABSTAIN" and the shares held will not be counted under either head.
- ix. Members holding multiple folios / demat accounts shall choose the voting process separately for each folio / demat account.
- x. Cast your votes by selecting an appropriate option and click on "SUBMIT". A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you confirm, you will not be allowed to modify your vote subsequently. During the voting period, you can login multiple times till you have confirmed that you have voted on the resolution.
- xi. Corporate/Institutional Members (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board resolution/authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorised to vote, to the scrutinizer through e-mail id sanjaygrover7@gmail.com. They may also upload the same in the e-voting module in their login. The scanned image of the above documents should be in the naming format "Corporate Name_EVENT No."
- xii. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for members and e-voting User Manual available at the "download" section of <https://evoting.karvy.com> or call M/s Karvy Computershare Private Limited on 1800 345 4001 (toll free).
- xiii. The Notice of the AGM is also placed on the website of the Company at www.varunpepsi.com and on the website of Karvy at <https://evoting.karvy.com>.
- xiv. Details of the person who can be contacted for any grievances connected with facility for voting by electronic means:-
Mohd Mohsin Uddin, Senior Manager
M/s Karvy Computershare Private Limited
Karvy Selenium Tower-B, Plot No. 31 and 32
Gachibowli, Financial District, Nanakramguda,
Hyderabad-500 032,
Toll Free No. 1800 345 4001
Email: evoting@karvy.com or mohsin.mohd@karvy.com
- xv. The Resolutions, if passed by the requisite majority, shall be deemed to have been passed on the date of the 22nd AGM i.e. April 17, 2017.



Varun Beverages Limited

Registered Office: F-2/7, Okhla Industrial Area, Phase I, New Delhi 110 020; Tel: +91 11 41706720

Corporate Office: Plot No. 31, Institutional Area, Sector 44, Gurugram 122 002, (Haryana)

Tel: +91 124 4643100, Fax: +91 124 4643303

E-mail: complianceofficer@rjcorp.in; **Website:** www.varunpepsi.com

Corporate Identity Number: U74899DL1995PLC069839

Sr. No.....

ATTENDANCE SLIP

22nd Annual General Meeting on Monday, April 17, 2017 at 11:00 a.m. at Sri Sathya Sai International Center, Pragati Vihar, Bhishm Pitamah Marg, Lodhi Road, New Delhi - 110 003

Name (in Block Letters)	
Address	
Registered Folio No. / DP ID & Client ID	
Shareholder / Proxy / Authorized Representative	
Mobile No. E-Mail Id	

I/ We hereby record my/our presence at the 22nd Annual General Meeting (AGM) of the Company being held on Monday, April 17, 2017 at 11:00 a.m. at Sri Sathya Sai International Center, Pragati Vihar, Bhishm Pitamah Marg, Lodhi Road, New Delhi - 110 003

Signature of Shareholder/ Proxy/ Authorized Representative

Note: Please fill up this attendance slip and hand it over at the entrance of the meeting hall. Members are requested to bring their copies of the Annual Report to the Annual General Meeting.

ELECTRONIC VOTING PARTICULARS

EVSN (E-Voting Sequence Number)	USER ID	PASSWORD

Notes:

- 1) Each equity share of the Company carries one vote.
- 2) Please read carefully the instructions printed overleaf before exercising the vote.
- 3) Due to Security Reasons Mobile Phones, Cameras and Bags shall not be allowed inside the AGM Hall.



Form No. MGT-11

PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN: U74899DL1995PLC069839

Name of the Company: Varun Beverages Limited

Registered Office: F-2/7, Okhla Industrial Area, Phase-I, New Delhi 110 020

Corporate Office: Plot No. 31, Institutional Area, Sector-44, Gurugram 122 002, (Haryana)

Phone: +91 11 41706720/ +91 124 4643100-500, Fax: +91 124 4643303

Website: www.varunpepsi.com / E-mail: complianceofficer@rjcorp.in

Name of the Member (s) :	
Registered Address :	
Folio No/ Client Id :	
DP Id :(Applicable for Investors holding shares in demat form.)	

I/We, being the member (s) ofshares of the above named company, hereby appoint

- Name:.....Address:.....
E-mail Id:.....Signature:....., or failing him
- Name:.....Address:.....
E-mail Id:.....Signature:....., or failing him
- Name:.....Address:.....
E-mail Id:.....Signature:.....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 22nd Annual General Meeting of the Company, to be held on Monday, April 17, 2017 at 11:00 a.m. at Sri Sathya Sai International Center, Pragati Vihar, Bhishm Pitamah Marg, Lodhi Road, New Delhi - 110 003 and at any adjournment thereof in respect of such resolutions as are indicated below:

S.NO.	RESOLUTION	FOR	AGAINST
Ordinary Business			
1.	Adoption of Audited Financial Statements (both Standalone and Consolidated) of the Company for the FY 2016 including Reports of Board of Directors and Auditors thereon.		
2.	Re-appointment of Mr. Kapil Agarwal (DIN 02079161), as Director, liable to retire by rotation.		
3.	Ratification of appointment of M/s. Walker Chandiok & Associates, Chartered Accountants, (FRN 001329N) as Joint Statutory Auditors for a period of one year from the conclusion of this AGM until the conclusion of the next AGM and fixing their remuneration.		
4.	Appointment of M/s APAS & Co., (FRN: 000340C), Chartered Accountants, as Statutory Auditors for a period of 5 years from the conclusion of 22 nd AGM till the conclusion of 27 th AGM and fixing their remuneration.		
Special Business			
5.	Ratification of Employee Stock Option Scheme 2013 (ESOS) and ESOS 2016.		
6.	Approval for issuance of Non-Convertible Debentures upto ₹. 10,000,000,000 on Private Placement Basis.		

Signed this..... day of, 2017.

Affix 30 Ps.
Revenue
Stamp
Signature

Signature of Shareholder

Signature of Proxy holder(s)

Notes:

- This form should be signed across the stamp as per specimen signature registered with the Company.
- The Proxy, to be effective, should be deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting.
- A proxy need not be a member of the Company.
- Please put a ✓ in the appropriate column against the resolutions indicated in the Box. If you leave the For or Against column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate. This is only optional.