



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

October 13, 2017

To,

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

Dear Sir/Madam,

Subject: Corporate Governance Report under Regulation 27(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the quarter ended September 30, 2017

Dear Sir / Madam,

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 (as generated from the portal) for the quarter ended September 30, 2017.

Further, please note that the Company is following 1st January to 31st 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-Sep-2017**

I. Composition of Board of Directors										
Title (Mr./ Ms)	Name of the Director	DI N	P A N	Category (Chairper son /Executive/ Non- Executive/ Independe nt/ Nominee)	Date of Appoint ment	Date of cessat ion	Ten ure	No of Director ship in listed entities includin g this listed entity	No of members hips in Audit/ Stakehol der Committ ee(s) including this listed entity	No of post of Chairp erson in Audit/ Stakeh older Commit tee held in listed entities includin g this listed entity
Mr.	Ravi Kant Jaipu ria	00 00 36 68	ANJ PJ6 194 Q	C	16-Jun- 1995			1	0	0
Mr.	Varu n Jaipu ria	02 46 54 12	AH APJ 924 6N	ED	01-Nov- 2016		3	1	0	0
Mr.	Raj Pal Gand hi	00 00 36 49	AAL PG8 397 D	ED	01-Nov- 2016		3	1	4	0
Mr.	Kapil Agar wal	02 07 91 61	AC DP A36 99L	ED	01-Jan- 2016		3	1	0	0
Mr.	Kaml esh Kum ar Jain	01 82 25 76	AA HPJ 212 8D	ED	01-Nov- 2016		3	1	1	0
Mr.	Ravi ndra Dhar iwal	00 00 39 22	AD PPD 104 9Q	ID	20-Mar- 2016		2	4	10	2
Mr.	Giris h Ahuj a	00 44 63 39	AA GP A14 16Q	ID	20-Mar- 2016		2	2	7	4



Mr.	Nare sh Kum ar Treh an	00 01 21 48	AAC PT7 305 F	ID	01-Dec- 2015		3	1	0	0
Mr.	Prad eep Sard ana	00 68 29 61	ABX PS2 747 N	ID	28-Mar- 2016		2	1	0	0
Mr.	Sanj oy Muk erji	03 12 28 00	AH HP M9 768 R	ID	27-Apr- 2017		1	1	3	0
Mrs.	Geet a Kapo or	07 50 38 64	AA QP K10 18C	ID	27-Apr- 2017		1	1	0	0

II. Composition of Committees

Audit Committee

Sr. No.	Name of the Director	Category	Chairperson/Membership
1	Ravindra Dhariwal	ID	Member
2	Raj Pal Gandhi	ED	Member
3	Girish Ahuja	ID	Chairperson

Stakeholders Relationship Committee

Sr. No.	Name of the Director	Category	Chairperson/Membership
1	Kamlesh Kumar Jain	ED	Member
2	Raj Pal Gandhi	ED	Member
3	Ravindra Dhariwal	ID	Chairperson

Risk Management Committee

Sr. No.	Name of the Director	Category	Chairperson/Membership
---------	----------------------	----------	------------------------

Nomination and Remuneration Committee

Sr. No.	Name of the Director	Category	Chairperson/Membership
1	Girish Ahuja	ID	Member
2	Ravi Kant Jaipuria	C	Member
3	Ravindra Dhariwal	ID	Chairperson

III. Meeting of Board of Directors

Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Maximum gap between any two consecutive (in number of days)
12-May-2017	09-Aug-2017	88

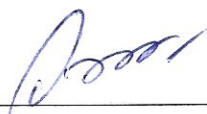



IV. Meeting of Committees				
<i>Name of the committee</i>	<i>Date(s) of meeting of the committee in the relevant quarter</i>	<i>Whether requirement of Quorum met (details)</i>	<i>Date(s) of meeting of the committee in the previous quarter</i>	<i>Maximum gap between any two consecutive (in number of days)</i>
Audit Committee	09-Aug-2017	Yes	12-May-2017	88
Stakeholders Relationship Committee	10-Aug-2017	Yes	23-May-2017	
Nomination & Remuneration Committee		Yes	26-Apr-2017	
Nomination & Remuneration Committee		Yes	12-May-2017	
Stakeholders Relationship Committee	11-Sep-2017	Yes		
Stakeholders Relationship Committee	26-Sep-2017	Yes		

V. Related Party Transactions	
<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

- The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - **Yes**
- The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015
 - Audit Committee - **Yes**
 - Nomination & remuneration committee - **Yes**
 - Stakeholders relationship committee - **Yes**
 - Risk management committee (applicable to the top 100 listed entities) - **Not applicable**
- 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**
- 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**
- This report and/or the report submitted in the previous quarter has been placed before Board of Directors. - **Yes**
 - Any comments/observations/advice of Board of Directors may be mentioned here:

Name : Ravi Batra
Designation : Company Secretary & Compliance Office

General information about company	
Scrip code	540180
Name of the entity	Varun Beverages Limited
Date of start of financial year	01-01-2017
Date of end of financial year	31-12-2017
Reporting Quarter	Quarterly
Date of Report	30-09-2017
Risk management committee	Not Applicable



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

Is there any change in information of board of directors compare to previous quarter

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 appointment in the current term	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	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)	Notes
1	Mr	Ravi Kant Jaipuria	ANJPJ6194Q	00003668	Non-Executive - Non Independent Director	Chairperson		16-06-1995			1	0	0	
2	Mr	Varun Jaipuria	AHAPJ9246N	02465412	Executive Director	Not Applicable		01-11-2016			1	0	0	
3	Mr	Raj Pal Gandhi	AALPG8397D	00003649	Executive Director	Not Applicable		01-11-2016			1	4	0	
4	Mr	Kapil Agarwal	ACDPA3699L	02079161	Executive Director	Not Applicable		01-01-2016			1	0	0	



Annexure I

Annexure I to be submitted by listed entity on quarterly basis

I. Composition of Board of Directors

Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of appointment in the current term	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	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)	Notes
5	Mr	Kamlesh Kumar Jain	AAHPJ2128D	01822576	Executive Director	Not Applicable		01-11-2016			1	1	0	
6	Mr	Ravindra Dhariwal	ADPPD1049Q	00003922	Non-Executive - Independent Director	Not Applicable		20-03-2016		24	4	10	2	
7	Mr	Girish Ahuja	AAGPA1416Q	00446339	Non-Executive - Independent Director	Not Applicable		20-03-2016		24	2	7	4	
8	Mr	Naresh Kumar Trehan	AACPT7305F	00012148	Non-Executive - Independent Director	Not Applicable		01-12-2015		36	1	0	0	



Annexure I

Annexure I to be submitted by listed entity on quarterly basis

I. Composition of Board of Directors

Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of appointment in the current term	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	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)	Notes
9	Mr	Pradeep Sardana	ABXPS2747N	00682961	Non-Executive - Independent Director	Not Applicable		28-03-2016		24	1	0	0	
10	Mr	Sanjoy Mukerji	AHHPM9768R	03122800	Non-Executive - Independent Director	Not Applicable		27-04-2017		12	1	3	0	
11	Mrs	Geeta Kapoor	AAQPK1018C	07503864	Non-Executive - Independent Director	Not Applicable		27-04-2017		12	1	0	0	



Annexure 1					
II. Composition of Committees					
Disclosure of notes on composition of committees explanatory					
Is there any change in information of committees compare to previous quarter				Yes	
Sr	Name Of Committee	Name of Committee members	Category 1 of directors	Category 2 of directors	Name of other committee
1	Audit Committee	Girish Ahuja	Non-Executive - Independent Director	Chairperson	
2	Audit Committee	Ravindra Dhariwal	Non-Executive - Independent Director	Member	
3	Audit Committee	Raj Pal Gandhi	Executive Director	Member	
4	Stakeholders Relationship Committee	Ravindra Dhariwal	Non-Executive - Independent Director	Chairperson	
5	Stakeholders Relationship Committee	Raj Pal Gandhi	Executive Director	Member	
6	Stakeholders Relationship Committee	Kamlesh Kumar Jain	Executive Director	Member	
7	Nomination and remuneration committee	Ravindra Dhariwal	Non-Executive - Independent Director	Chairperson	
8	Nomination and remuneration committee	Girish Ahuja	Non-Executive - Independent Director	Member	
9	Nomination and remuneration committee	Ravi Kant Jaipuria	Non-Executive - Non Independent Director	Member	
10	Corporate Social Responsibility Committee	Ravi Kant Jaipuria	Non-Executive - Non Independent Director	Chairperson	



Annexure 1**II. Composition of Committees**

Sr	Name Of Committee	Name of Committee members	Category 1 of directors	Category 2 of directors	Name of other committee
11	Corporate Social Responsibility Committee	Raj Pal Gandhi	Executive Director	Member	
12	Corporate Social Responsibility Committee	Ravindra Dhariwal	Non-Executive - Independent Director	Member	
13	Other Committee	Ravi Kant Jaipuria	Non-Executive - Non Independent Director	Member	Share Allotment Committee
14	Other Committee	Varun Jaipuria	Executive Director	Member	Share Allotment Committee
15	Other Committee	Raj Pal Gandhi	Executive Director	Member	Share Allotment Committee
16	Other Committee	Kapil Agarwal	Executive Director	Member	Share Allotment Committee
17	Other Committee	Kamlesh Kumar Jain	Executive Director	Member	Share Allotment Committee
18	Other Committee	Sanjoy Mukerji	Non-Executive - Independent Director	Member	Share Allotment Committee



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)
1	12-05-2017		
2		09-08-2017	88



Annexure 1

IV. Meeting of Committees

Disclosure of notes on meeting of committees explanatory							
Sr	Name of Committee	Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (Yes/No)	Requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings (in number of days)	Name of other committee
1	Stakeholders Relationship Committee	10-08-2017	Yes	Two members were present out of three.	23-05-2017	78	
2	Stakeholders Relationship Committee	11-09-2017	Yes	Two members were present out of three.			
3	Stakeholders Relationship Committee	26-09-2017	Yes	Two members were present out of three.			
4	Audit Committee	09-08-2017	Yes	All the members were present.	12-05-2017	88	
5	Other Committee	11-08-2017	Yes	Three members were present out of six.			Share Allotment Committee
6	Other Committee	25-09-2017	Yes	Three members were present out of six.			Share Allotment Committee



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 100 listed entities)	NA
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



[Handwritten signature]

Signatory Details	
Name of signatory	Ravi Batra
Designation of person	Compliance Officer
Place	Gurgaon
Date	13-10-2017

