



# 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.varunpepsi.com  
CIN No. : L74899DL1995PLC069839

October 12, 2022

To

National Stock Exchange of India Ltd. Exchange Plaza, Block G,C/1, Bandra Kurla Complex, Bandra (E), Mumbai – 400 051 Email: cmlist@nse.co.in Symbol: VBL	BSE Limited Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400 001 Email: corp.relations@bseindia.com Security Code: 540180
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**Sub: Corporate Governance Report under Regulation 27(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the Quarter ended September 30, 2022**

Dear Sir / Madam,

Pursuant to the provisions of Regulation 27(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Corporate Governance Report of the Company for the Quarter ended September 30, 2022 is enclosed.

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.

Yours faithfully,

For Varun Beverages Limited

  
Ravi Batra  
Chief Risk Officer & Group Company Secretary



Encl.: As above

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### General information about company

Scrip code	540180
NSE Symbol	VBL
MSEI Symbol	NOTLISTED
ISIN	INE200M01013
Name of the entity	VARUN BEVERAGES LIMITED
Date of start of financial year	01-01-2022
Date of end of financial year	31-12-2022
Reporting Quarter	Quarterly
Date of Report	30-09-2022
Risk management committee	Applicable
Market Capitalisation as per immediate previous Financial Year	Top 500 listed entities

Enter the quarter  
ended date only

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Annexure 1

Annexure 1 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																									
Add Notes																									
Whether the listed entity has a Regular Chairperson																									
Yes																									
Whether Chairperson related to Promoter																									
Yes																									
Disqualification of Directors under section 168 of the Companies Act, 2013																									
Sr	Title (DN / SA)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth	Whether the director is disqualified?	Start Date of disqualification	End Date of disqualification	Details of disqualification	Current status	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 month)	No of Directorship in listed entities including this listed entity (Refer Regulations 17A of Listing Regulations)	No of independent Directorship in listed entities including this listed entity (Refer Regulations 17(B) of Listing Regulations)	Number of memberships in Audit/ Shareholder Committee including this listed entity (Refer Regulation 17(C) of Listing Regulations)	No of post of Chairperson in Audit/ Shareholder Committee held in listed entities (Refer Regulation 20(i) of Listing Regulations)	Notes for not providing PAN	Notes for not providing DIN
Add Delete																									
1	Mr.	Ravi Kant Jaiswal	ANP261345	00003998	Non-Executive - Non Independent Director	Chairperson		28.11.1954	No				Active	No		26.06.2005				2	0	1	0		
2	Mr.	Rajesh Khosla	ANP261345	00004142	Executive Director	Not Applicable		23.11.1962	No				Active	No		26.06.2005		05.11.2015	05.05	2	0	0	0		
3	Mr.	Raj Pal Chaudhri	ANP261345	00003998	Executive Director	Not Applicable		01.06.1957	No				Active	No		21.05.2004		05.11.2015	05.05	2	0	0	0		
4	Mr.	Rajesh Agrawal	ANP261345	00079161	Executive Director	Not Applicable		08.06.1964	No				Active	No		01.05.2014		05.05.2018	05.05	1	0	0	0		
5	Mr.	Ravinder Jai Singh Bajwa	ANP261345	06450174	Executive Director	Not Applicable		05.02.1964	No				Active	No		09.09.2014			05.05	1	0	0	0		
6	Mr.	Ravish Trilokan	ANP261345	00034148	Non-Executive - Independent Director	Not Applicable		12.08.1958	No				Active	No	07.02.2011	05.14.2011		05.12.2018	05.05	2	0	0	0		
7	Mr.	Ravindra Sarda	ANP261345	00042264	Non-Executive - Independent Director	Not Applicable		30.06.1959	No				Active	No		28.03.2014		28.03.2018	05.05	2	2	1	0		
8	Mr.	Ravi Gupta	ANP261345	00021587	Non-Executive - Independent Director	Not Applicable		21.10.1954	No				Active	No		13.03.2014			05.05	2	2	1	1		
9	Mr.	Ravi Khosla	ANP261345	00001801	Non-Executive - Independent Director	Not Applicable		21.05.1964	No				Active	No		16.04.2014			05.05	1	1	2	1		
10	Mr.	Ravindra Phogat	ANP261345	00117814	Non-Executive - Independent Director	Not Applicable		01.05.1956	No				Active	No		21.03.2014			05.05	1	1	2	0		

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Disclosure of notes on composition of committees explanatory

[Add Notes](#)

For this quarter kindly note the following points:

1. Date of Appointment and Date of Cessation (if applicable) must be mandatorily filled for every Committee.
2. Date of Appointment can be any day upto September 30, 2022.
3. Date of Cessation must be for the current quarter only, i.e. July 1,2022 to September 30.2022

**Note: Please enter DIN. After entering DIN, Name of Committee members and Category 1 of Directors shall be prefilled automatically**

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	00023487	Ravi Gupta	Non-Executive - Independent Director	Chairperson	19-03-2018		
2	00337814	Rashmi Dhariwal	Non-Executive - Independent Director	Member	19-03-2018		
3	01001803	Sita Khosla	Non-Executive - Independent Director	Member	30-10-2019		
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6							
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8							
9							
10							

**Note: Please enter DIN. After entering DIN, Name of Committee members and Category 1 of Directors shall be prefilled automatically**

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	00337814	Rashmi Dhariwal	Non-Executive - Independent Director	Chairperson	19-03-2018		
2	00003668	Ravi Kant Jaipuria	Non-Executive - Non Independent Director	Member	27-04-2016		
3	00023487	Ravi Gupta	Non-Executive - Independent Director	Member	19-03-2018		
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**Note: Please enter DIN. After entering DIN, Name of Committee members and Category 1 of Directors shall be prefilled automatically**

Stakeholders Relationship Committee							
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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	01001803	Sita Khosla	Non-Executive - Independent Director	Chairperson	19-03-2018		
2	00003649	Raj Pal Gandhi	Executive Director	Member	28-03-2016		
3	00337814	Rashmi Dhariwal	Non-Executive - Independent Director	Member	07-02-2019		
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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	00023487	Ravi Gupta	Non-Executive - Independent Director	Chairperson	09-08-2018		
2	00337814	Rashmi Dhariwal	Non-Executive - Independent Director	Member	09-08-2018		
3	01001803	Sita Khosla	Non-Executive - Independent Director	Member	30-10-2019		
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Note: Please enter DIN. After entering DIN, Name of Committee members and Category 1 of Directors shall be prefilled automatically

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	00003668	Ravi Kant Jaipuria	Non-Executive - Non Independent Director	Chairperson	27-04-2016		
2	02465412	Varun Jaipuria	Executive Director	Member	04-11-2019		
3	00003649	Raj Pal Gandhi	Executive Director	Member	20-03-2015		
4	00012148	Naresh Trehan	Non-Executive - Independent Director	Member	04-11-2019		
5	00337814	Rashmi Dhariwal	Non-Executive - Independent Director	Member	19-03-2018		
6							

7							
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Other Committee						
Sr	DIN Number	Name of Committee members	Name of other committee	Category 1 of directors	Category 2 of directors	Remarks
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Disclosure of notes on meeting of board of directors explanatory

[Add Notes](#)

Sr	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)	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*
	<a href="#">Add</a>	<a href="#">Delete</a>					
1	28-04-2022			Yes	10	10	5
2	01-08-2022	94		Yes	10	10	5

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\* to be filled in only for the current quarter meetings

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## Annexure 1

## IV. Meeting of Committees

Disclosure of notes on meeting of committees explanatory

[Add Notes](#)

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 as on date of the meeting	Number of Directors (All directors including Independent director)	No. of Independent Directors attending the meeting*	No. of members attending the meeting (other than Board of Directors)
<a href="#">Add</a> <a href="#">Delete</a>										
1	Audit Committee	28-04-2022				Yes	3	3	3	0
2	Audit Committee	01-08-2022	94			Yes	3	3	3	0
3	Risk Management Committee	28-04-2022				Yes	3	3	3	0
4	Risk Management Committee	01-08-2022	94			Yes	3	3	3	0
5	Nomination and remuneration committee	07-04-2022				Yes	3	3	2	0
6	Nomination and remuneration committee	13-04-2022	5			Yes	3	2	1	0
7	Nomination and remuneration committee	28-04-2022	14			Yes	3	3	2	0
8	Nomination and remuneration committee	09-06-2022	41			Yes	3	3	2	0
9	Nomination and remuneration committee	29-08-2022	80			Yes	3	2	2	0
10	Nomination and remuneration committee	23-09-2022	24			Yes	3	3	2	0
11	Stakeholders Relationship Committee	21-06-2022				Yes	3	2	1	0
12	Other Committee	09-06-2022		Share Allotment Committee		Yes	3	3	1	0

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\* to be filled in only for the current quarter meetings



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**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	
<b>Disclosure of notes on related party transactions</b>			<a href="#">Add Notes</a>
<b>Disclosure of notes of material transaction with related party</b>			<a href="#">Add Notes</a>

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## 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 <b>a. Audit Committee</b>	Yes
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. <b>b. Nomination &amp; remuneration committee</b>	Yes
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. <b>c. Stakeholders relationship committee</b>	Yes
5	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. <b>d. Risk management committee (applicable to the top 1000 listed entities)</b>	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
9	<b>Any comments/observations/advice of Board of Directors may be mentioned here:</b>	<a href="#">Add Notes</a>

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**Annexure 1**

<b>Sr</b>	<b>Subject</b>	<b>Compliance status</b>
1	Name of signatory	Ravi Batra
2	Designation	Company Secretary and Compliance Officer

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### Signatory Details

Name of signatory	Ravi Batra
Designation of person	Company Secretary and Compliance Officer
Place	Gurugram
Date	12-10-2022

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