

POLICY FOR DETERMINATION OF MATERIAL SUBSIDIARY AND GOVERNANCE OF SUBSIDIARIES

VARUN BEVERAGES LIMITED

Regulation 16 of The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ["SEBI (LODR)"], requires a listed company to frame a policy for determining a "material" subsidiary, which shall be hosted on the website of the Company and the web link of the same is to be disclosed in the section titled as 'Corporate Governance Report' of the Annual Report of the Company.

1. GOVERNING LAWS

This policy shall be governed by the provisions of the SEBI Act, Rules and Regulations made thereunder and all other applicable laws for the time being in force.

2. PURPOSE

This Policy lays down the criteria for determining and dealing with material subsidiary of **Varun Beverages Limited** (hereinafter referred to as "the Company").

3. DEFINITION

"**Subsidiary**" means a subsidiary as defined under sub-section (87) of Section 2 of the Companies Act, 2013 and Rules made thereunder.

"**Material Subsidiary**" shall mean a subsidiary, whose income or net worth exceeds ten percent of the consolidated income or net worth respectively, of the Company and its subsidiaries in the immediately preceding accounting year.

"**Significant Transaction or Arrangement**" shall mean any individual transaction or arrangement that exceeds or is likely to exceed 10% of the total revenues or total expenses or total assets or total liabilities, as the case may be, of the unlisted subsidiary for the immediately preceding accounting year.

"**Audit Committee**" means the committee formed under Section 177 of the Companies Act, 2013 and Rules made thereunder.

4. EFFECTIVE DATE

The Policy is effective from March 28, 2016 and last amended on February 20, 2019.

5. COMPLIANCES UNDER REGULATIONS

In terms of Regulation 24 of SEBI (LODR), the Company shall make the following compliances in connection with the subsidiary:-

- A) The Audit Committee of the Company shall also review the financial statements, in particular, the investments made by the unlisted subsidiary.
- B) The minutes of the meetings of the Board of Directors of the unlisted subsidiary shall be placed at the meeting of the Board of Directors of the Company.

- C) The management of the unlisted subsidiary shall periodically bring to the notice of the Board of Directors of the Company, a statement of all Significant Transactions and Arrangements entered into by the unlisted subsidiary.
- D) At least one independent director on the board of directors of the Company shall be a director on the board of directors of an unlisted material subsidiary, incorporated in India. Only for the purposes of this provision, notwithstanding anything to the contrary contained in Regulation 16(1)(c), the term "material subsidiary" shall mean a subsidiary, whose income or net worth exceeds 20% of the consolidated income or net worth respectively, of the Company and its subsidiaries in the immediately preceding accounting year.
- E) The Company shall not dispose of the shares in its material subsidiary resulting in reduction of its shareholding (either on its own or together with other subsidiaries) to less than or equal to 50% or cease the exercise of control over the subsidiary without passing a special resolution in its General Meeting except in cases where such divestment is made under a scheme of arrangement duly approved by a Court/Tribunal, or under a resolution plan duly approved under section 31 of the Insolvency Code and such an event is disclosed to the recognized stock exchanges within one day of the resolution plan being approved.
- F) The Company shall not sell, dispose of or lease the assets amounting to more than 20% of the assets of the material subsidiary on an aggregate basis during a financial year without the prior approval of its shareholders by way of special resolution, unless the sale/disposal/lease is made under a scheme of arrangement duly approved by a Court/Tribunal, or under a resolution plan duly approved under section 31 of the Insolvency Code and such an event is disclosed to the recognized stock exchanges within one day of the resolution plan being approved.

6. REVIEW / AMENDMENT

The Board of Directors can amend this Policy, as and when deemed fit. In case of any amendment(s), clarification(s), circular(s) etc. issued by the relevant authorities, not being consistent with the provisions laid down under this Policy, then such amendment(s), clarification(s), circular(s) etc. shall prevail upon the provisions hereunder and this Policy shall stand amended accordingly from the effective date as laid down under such amendment(s), clarification(s), circular(s) etc.