



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

April 12, 2018

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>
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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 ended on March 31, 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 ended on March 31, 2018.

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 - 31-Mar-2018

I. Composition of Board of Directors										
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	ANJP6194Q	C	16-Jun-1995			1	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 Dharawal	00337814	AAPPD9702P	ID	19-Mar-2018		60	1	4	0



II. Composition of Committees

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

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	Sita Khosla	ID	Chairperson

Risk Management Committee			
Sr. No.	Name of the Director	Category	Chairperson/Membership
Not Applicable			

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

III. Meeting of Board of Directors			Maximum gap between any two consecutive (in number of days)
Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter		
20-Dec-2017	12-Jan-2018		30
20-Dec-2017	17-Jan-2018		
	16-Feb-2018		
	19-Mar-2018		



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	16-Feb-2018	Yes	20-Dec-2017	57
Nomination & Remuneration Committee	16-Feb-2018	Yes		
Nomination & Remuneration Committee	19-Mar-2018	Yes		
Remuneration Committee				

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

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
Place	:	Gurgaon
Date	:	April 12, 2018

