



# 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. : E74899DL1995PLC069839

April 17, 2019

To,

BSE Limited Phiroze Jeejeebhoy Towers , Dalal Street, Mumbai – 400 001 Email: <a href="mailto:corp.relations@bseindia.com">corp.relations@bseindia.com</a> Security Code: 540180	National Stock Exchange of India Ltd. Exchange Plaza, Block G, C/1, Bandra Kurla Complex, Bandra (E), Mumbai – 400 051 Email : <a href="mailto:cmlist@nse.co.in">cmlist@nse.co.in</a> Symbol : VBL
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**Sub: Submission of brief proceedings of 24<sup>th</sup> Annual General Meeting under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

Dear Sir/Madam,

In continuation to our letter dated February 26, 2019, please find enclosed the following:

- Brief proceedings of Annual General Meeting of the Company held today i.e. Wednesday, April 17, 2019, as required under Regulation, 30, Part A of Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as Annexure I; and
- Annual Report of the Company for the Financial Year ended on December 31, 2018 as required under Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as Annexure II.

Further, in accordance with Section 2(41) of the Companies Act, 2013, please note that our Company is following 1<sup>st</sup> January to 31<sup>st</sup> December as its Financial Year as approved by the Company Law Board.

This is for your kind information and records.

Yours faithfully  
For Varun Beverages Limited

Ravi Batra  
Chief Risk Officer and Group Company Secretary



Encl.: As Above



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## **BRIEF PROCEEDINGS OF 24<sup>TH</sup> ANNUAL GENERAL MEETING (AGM) OF VARUN BEVERAGES LIMITED HELD ON WEDNESDAY, APRIL 17, 2019 AT 11:00 A.M. AT PHD CHAMBER OF COMMERCE AND INDUSTRY, 4/2, SIRI INSTITUTIONAL AREA, AUGUST KRANTI MARG, NEW DELHI- 110016.**

The 24<sup>th</sup> Annual General Meeting (AGM) of the members of Varun Beverages Limited ('the Company') was held on Wednesday, April 17, 2019 at 11: 00 a.m. at PHD Chamber of Commerce and Industry, 4/2, Siri Institutional Area, August Kranti Marg, New Delhi- 110016.

Mr. Ravi Kant Jaipuria, Chairman of the Company, took the Chair and extended a warm welcome to the Members, Directors, Officers and others present in the meeting. The requisite quorum being present, the Chairman called the meeting to order.

The Board Members sitting on the dais were introduced. Chairman further confirmed that Dr. Naresh Kumar Trehan- Independent Director, could not attend the AGM of the Company due to his pre-occupations. Thereafter, he delivered his speech addressing the members present.

Though there were no negative qualifications/ observations in the Auditors Report, the Company Secretary read the full Standalone Auditors' Report in order to follow good governance.

The Company Secretary informed that Statutory Registers, Proxy Registers, Annual Report and other statutory documents were made available for inspection by the Members. He further informed to the members that in terms of the provisions of SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015, the Companies Act, 2013 & the Rules made thereunder, the Company had provided remote e-voting facility to its Members to cast votes electronically on all the resolutions set out in the Notice and the same commenced at 9.00 a.m. on Sunday, April 14, 2019 and ended at 5:00 p.m. on Tuesday April 16, 2019. The facility for voting through ballot paper was also available at the Meeting for Members who had not casted their vote through remote e-voting. He further informed that the Board of Directors had appointed Mr. Sanjay Grover, Practicing Company Secretary as Scrutinizer for the purpose of scrutinizing the remote e-voting and ballot process in a fair and transparent manner.

With the consent of members, Notice convening the AGM and Annual Report for the Financial Year 2018 were taken as read.

The following items of business, as per the Notice of AGM dated February 26, 2019 were transacted at the meeting:

### **A. Ordinary Business**

- i. Adoption of Audited Standalone Financial Statements of the Company together with the report of Board of Directors and Auditors thereon and the Audited Consolidated Financial Statements of the Company including Auditors' Report thereon for the Financial Year ended December 31, 2018.
- ii. Re-appointment of Mr. Varun Jaipuria (DIN 02465412), Director liable to retire by rotation.





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- iii. Re-appointment of Mr. Kamlesh Kumar Jain (DIN 01822576), Director liable to retire by rotation.

## B. Special Business

- iv. Re-appointment of Mr. Kapil Agarwal (DIN: 02079161) as a Whole Time Director and Chief Executive Officer of the Company for a period of up to 5 (Five) years with effect from January 1, 2019.
- v. Re- appointment of Dr. Naresh Trehan (DIN: 00012148) as an Independent Director of the Company for a second term of up to 5 (Five) years with effect from December 1, 2018.
- vi. Approval of raising of capital through Qualified Institutions Placement (QIP).

No query was raised by any member.

The Chairman then concluded the meeting at 11.20 a.m. with a vote of thanks to the Members, Directors, Officers and others present at the meeting.

The details of the voting results (remote e-voting and ballot) on all the resolutions as set out in the Notice of AGM along with Scrutinizer's Report shall be submitted separately in due course.

This is for your information and records.

For Varun Beverages Limited

**Ravi Batra**  
Chief Risk Officer and Group Company Secretary

