



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

June 4, 2021

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: Submission of Voting Results of Postal Ballot pursuant to Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Report of Scrutinizer pursuant to Section 108 of the Companies Act, 2013

Dear Sir/Madam,

In continuation to our letter dated May 4, 2021, please find enclosed the following:

- a) Voting Results of Postal Ballot through Remote e-voting pursuant to Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015; and
- b) Report of the Scrutinizer dated June 4, 2021 pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration), Rules, 2014.

The above are also being uploaded on the Company's website viz. www.varunpepsi.com and on the website of National Securities Depository Limited viz. www.evoting.nsdl.com.

You are requested to take the above on record.

Yours faithfully,
For Varun Beverages Limited

Ravi Batra
Chief Risk Officer & Group Company Secretary

Encl.: As above

SANJAY GROVER & ASSOCIATES

COMPANY SECRETARIES

B-88, 1ST Floor, Defence Colony, New Delhi – 110 024
Tel.: (011) 4679 0000, Fax: (011) 4679 0012
e-mail: contact@cssanjaygrover.in
Website: www.cssanjaygrover.in

Scrutinizer's Report

[Pursuant to Sections 108 and 110 of the Companies Act, 2013 and Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 read with General Circular Nos. 14/2020, 17/2020, 22/2020, 33/2020, & 39/2020 issued by the Ministry of Corporate Affairs on April 08, 2020, April 13, 2020, June 15, 2020, September 28, 2020 & December 31, 2020 respectively ('Circulars') and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015]

To,
The Chief Risk Officer & Group Company Secretary
VARUN BEVERAGES LIMITED
(CIN: L74899DL1995PLC069839)
F-2/7 Okhla Industrial Area,
Phase I, New Delhi- 110020

Dear Sir,

I, Devesh Kumar Vasisht, Partner of M/s Sanjay Grover & Associates, Company Secretaries, having office at B-88, First Floor, Defence Colony, New Delhi-110024, was appointed as Scrutinizer by the Board of Directors of **VARUN BEVERAGES LIMITED** ('the Company') in their meeting held on May 3, 2021 for the purpose of scrutinizing the postal ballot process in a fair and transparent manner under the provisions of Sections 108 and 110 of the Companies Act, 2013 (the "Act") read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 read with General Circular Nos. 14/2020, 17/2020, 22/2020, 33/2020 & 39/2020 issued by the Ministry of Corporate Affairs on April 08, 2020, April 13, 2020, June 15, 2020, September 28, 2020 and December 31, 2020 respectively ('Circulars') and the Securities and Exchange Board of India (Listing



Obligations and Disclosure Requirements) Regulations, 2015, Secretarial Standard–2 on “General Meetings” issued by the Institute of Company Secretaries of India and other applicable laws and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) in respect of the following resolution as mentioned in the Notice of Postal Ballot dated May 03, 2021:

S.No.	Type of Resolution	Particulars
1.	Ordinary Resolution	Approval of Issue of Bonus Shares.

I submit my report as under:

1. The Company has dispatched Postal Ballot notice along with explanatory statement and remote e-voting instructions electronically only through email on May 04, 2021, to all those Members, whose e-mail address were registered with the Company or Registrar and Share Transfer Agent or with their respective Depository / Depository Participant and whose names appear in the Register of Members of the Company /List of Beneficial Owners as maintained by the Depositories as on April 30, 2021 (“cut- off date”).
2. The Company has published an advertisement on May 05, 2021, regarding service of Postal Ballot Notice to eligible members through e-mail only in Business Standard (English) and in Business Standard (Hindi).
3. The Members of the Company holding shares as on cut- off date were entitled to vote on the resolution contained in the Postal Ballot Notice and shall vote through remote e-voting facility only as per the Circulars. Members were provided with the facility to cast their votes on the designated platform of National Securities Depository Limited (“NSDL”) viz., www.evoting.nsdl.com.
4. The remote e- voting commenced on Wednesday, May 5, 2021 and ended on Thursday, June 3, 2021. Further, the remote e-voting process was monitored through the scrutinizer’s secured link provided by NSDL on its designated website i.e. www.evoting.nsdl.com.



5. The remote e-voting was unblocked on June 03, 2021 after 05:00 P.M. in the presence of two witnesses Mr. Prashant Kishanani and Mr. Gaurav Arora who are not in the employment of the Company.
6. The particulars of remote e-voting report generated from electronic registry of NSDL have been entered in a separate Register maintained for this purpose.
7. The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules thereof including Circulars in respect of the resolution contained in the Postal Ballot Notice. Our responsibilities as scrutinizers is restricted to make a scrutinizer's report of the votes cast 'For' or 'Against' the resolution stated in the Postal Ballot Notice.
8. Shareholder(s) who have voted for lesser number of shares as compared to their entitlement, the number of shares for which they have actually voted have been considered for this report.
9. E-votes cast upto the close of working hours i.e. 05:00 P.M. on June 03, 2021 i.e. the last date and time fixed by the Company for postal ballot process has been considered for the purpose of this report.
10. The remote e-voting was reconciled with the Register of members of the Company as on cut- off date as provided by the Depository Participants (DP)/ Registrar and Share Transfer Agent ('RTA') of the Company.
11. As on cut- off date, the fully paid-up share capital of the Company was Rs. 2,88,68,87,200/- (Rupees Two Hundred Eighty Eight Crore Sixty Eight Lakh Eighty Seven Thousand Two Hundred only) divided into 28,86,88,720/- (Twenty Eight Crore Eighty Six Lakh Eighty Eight Thousand Seven Hundred Twenty) Equity Shares of Rs. 10/- (Rupees Ten only) each.
12. The result of the remote e-voting in respect of the resolution contained in the Postal Ballot Notice is as under:



Approval of Issue of Bonus Shares

Particulars	Ordinary Resolution			Percentage
	Number of Valid Votes			
	Remote e-voting	Postal Ballot	Total	
Assent	25,98,86,395	N. A.	25,98,86,395	99.1767
Dissent	21,57,396		21,57,396	0.8233
Total	26,20,43,791		26,20,43,791	100.00

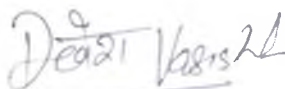
The detailed break up of voting through Remote e-voting in respect of the above Resolution is attached to this report and marked as 'Annexure A'.

- Based on the aforesaid results, the resolution as mentioned above shall be deemed to have been passed with requisite majority on June 03, 2021, being the last date of remote e-voting for the members of the Company.
- The Register, all other papers and other relevant records relating to postal ballot shall remain in our safe custody till the Chairman considers, approves, and signs the minutes and thereafter, the same would be handed over to the Chief Risk Officer & Group Company Secretary.

You may accordingly declare the result of Postal Ballot process.

Thanking You,

**FOR SANJAY GROVER & ASSOCIATES
COMPANY SECRETARIES**



Devesh Kumar Vasisht
C.P. No.:13700
UDIN: F008488C000419349

Date: June 4, 2021
Place: New Delhi

COUNTERSIGNED BY



(Ravi Batra)
Chief Risk Officer &
Group Company Secretary

June 4, 2021

Annexure-A

A detailed summary of the voting through remote e-voting is given herein below:

A. VOTING THROUGH REMOTE E-VOTING:			
Particulars	No. of e-voters	No. of Equity Shares	Paid-up value of the Equity Shares (In Rs.)
a) Total votes received	986	26,20,43,791	2,62,04,37,910
b) Less: Invalid votes	0	0	0
c) Net Valid votes	986	26,20,43,791	2,62,04,37,910
d) Votes with assent	967*	25,98,86,395	2,59,88,63,950
e) Votes with dissent	20*	21,57,396	2,15,73,960

**There was 1(one) shareholder who voted partially in favour of the resolution and partially against the resolution and accordingly, this voter is counted under assent voter as well as dissent voter.*



Varun Beverages Limited

Voting Results of Postal Ballot

Details of remote e-voting results as per Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of the following resolutions:

Date of declaration of result of Postal Ballot	June 04, 2021
Total number of shareholders on record date i.e. April 30, 2021	58,984
No. of shareholders present in the meeting either in person or through Proxy: Promoters and Promoters Group: Public:	Not Applicable
No. of Shareholders attended the meeting through Video Conferencing Promoters and Promoters Group: Public:	Not Applicable

1. Ordinary Resolution: Approval of Issue of Bonus Shares

Whether promoter/ promoter group are interested in the Agenda/resolution							No	
Category	Mode of Voting	No. of shares held	No of Valid Votes Polled	% of Votes Polled on Outstanding Shares	No. of Votes in Favour	No. of Votes Against	% of votes in favour on Votes Polled	% of votes against on Votes Polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-voting	191,691,041	191,691,041	100.0000	191,691,041	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		191,691,041	100.0000	191,691,041	0	100.0000	0.0000
Public-Institutions	E-voting	76,694,871	67,727,696	88.3080	65,571,043	2,156,653	96.8157	3.1843
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		67,727,696	88.3080	65,571,043	2,156,653	96.8157	3.1843
Public-Non Institutions	E-voting	20,302,808	2,625,054	12.9295	2,624,311	743	99.9717	0.0283
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		2,625,054	12.9295	2,624,311	743	99.9717	0.0283
Total		288,688,720	262,043,791	90.7704	259,886,395	2,157,396	99.1767	0.8233

