



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

March 27, 2023

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 brief proceedings of 28th Annual General Meeting of the Company through webex facility under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Dear Sir / Madam,

Pursuant to Regulation 30, Part A of Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith brief proceedings of the 28th Annual General Meeting ("AGM") of the Company held today i.e. Monday, March 27, 2023 at 11:00 A.M. (IST) and concluded at 11:50 A.M. (IST) through Webex facility provided by National Securities Depository Limited ("NSDL") as **Annexure - I**.

Further, in accordance with Section 2(41) of the Companies Act, 2013, please note that our Company is following 1st January to 31st 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 & Group Company Secretary



Encl.: As Above



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Annexure - I

BRIEF PROCEEDINGS OF THE 28TH ANNUAL GENERAL MEETING OF VARUN BEVERAGES LIMITED HELD ON MONDAY, MARCH 27, 2023 AT 11:00 A.M. AND CONCLUDED AT 11:50 A.M. THROUGH WEBEX FACILITY PROVIDED BY NATIONAL SECURITIES DEPOSITORY LIMITED ("NSDL")

In compliance with the applicable provisions of the Companies Act, 2013 and Rules made thereunder including applicable MCA Circulars and secretarial standards with respect to calling, convening and conducting the meeting, the 28th Annual General Meeting ("AGM") of the Members of Varun Beverages Limited ("Company") was held on Monday, March 27, 2023 at 11:00 A.M. (IST) through Webex facility provided by NSDL.

Mr. Raj Gandhi extended a warm welcome to the Members of the Company and confirmed that Non-Executive Chairman, Executive Vice Chairman, other Board Members and Chief Risk Officer and Group Company Secretary have joined AGM through Webex facility provided by NSDL.

Mr. Raj Gandhi informed the Members that in terms of the provisions of SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015, the Companies Act, 2013 and Rules made thereunder, the Company had provided Remote e-voting facility to its Members to cast their votes electronically on all the resolutions set out in the Notice commenced at 9:00 a.m. on Friday, March 24, 2023 and ended at 5:00 p.m. on Sunday, March 26, 2023. Further, the Company had also provided e-voting facility to cast their votes during the proceedings of AGM and another 30 minutes through e-voting after vote of thanks by the Chairman to enable those Members who had not cast their vote earlier through Remote e-voting.

Mr. Ravi Jaipuria, Non-Executive Chairman of the Company, took the Chair.

The Non-Executive Chairman extended a warm welcome to the Members, Directors and other participants in the Meeting and confirmed that all the Board Members (including Chairperson of Audit, Risk Management and Ethics Committee, Nomination and Remuneration Committee and Stakeholders' Relationship Committee) are participating through Webex facility provided by NSDL and also confirmed that requisite quorum i.e. 296 Members being present, the Meeting was therefore called to order. Thereafter, he delivered his brief speech.

Though there was no negative qualification/observation in the Auditors Report, the Chief Risk Officer and Group Company Secretary read the Standalone Auditors' Report in order to follow good governance and informed to the Members that the applicable Statutory Registers, Annual Report and other statutory documents were made available for inspection by the Members on website of the Company.

Since, the Notice convening 28th AGM was circulated earlier, the same was taken as read.

The following items of business, as per Notice of the 28th AGM dated February 6, 2023 were transacted at the Meeting:

A. Ordinary Business

Ordinary Resolutions

- (i) Adoption of the 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, 2022.





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- (ii) Declaration of final dividend of Re. 1/- per equity share of face value of Rs. 10/- each for the Financial Year ended December 31, 2022.

Considering the fact that Non-Executive Chairman and Executive Vice Chairman were interested in next Agenda Item, Mr. Raj Gandhi took the Chair for one next Agenda Item.

- (iii) Re-appointment of Mr. Ravi Jaipuria (DIN: 00003668), Director liable to retire by rotation.

As Non-Executive Chairman was not interested in any other Agenda Item, therefore he resumed Chair and Mr. Raj Gandhi vacated the Chair.

- (iv) Appointment of M/s. J C Bhalla & Co., Chartered Accountants, as Joint Statutory Auditors for a term of upto 5 (five) years and fix their remuneration.

B. Special Business

Special Resolutions

- (i) Re-appointment of Ms. Sita Khosla (DIN: 01001803) as an Independent Director of the Company for a second term of upto 5(five) consecutive years.
- (ii) Re-appointment of Dr. Ravi Gupta (DIN: 00023487) as an Independent Director of the Company for a second term of upto 5(five) consecutive years.
- (iii) Re-appointment of Ms. Rashmi Dhariwal (DIN: 00337814) as an Independent Director of the Company for a second term of upto 5(five) consecutive years.


To avoid repetition, identical questions received from Members were consolidated and responded by the Chairman.

The Chairman then concluded the Meeting with a vote of thanks to the Members, Directors and others participants. He further requested all the Members who had not cast their vote through remote e-voting or e-voting during the proceedings of AGM to kindly vote on the proposed resolutions through e-voting for next 30 minutes.


The details of the voting results (remote e-voting and e-voting) 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


Varun Jaipuria
Executive Vice Chairman


Raj Gandhi
Whole-time Director


Ravi Batra
Chief Risk Officer &
Group Company Secretary

