



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 8, 2022

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: Notice of 27th Annual General Meeting and Annual Report of the Company for the Financial Year ended December 31, 2021

Dear Sir / Madam,

In continuation to our letter dated February 3, 2022, as required under Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed the following:

1. Notice of the 27th Annual General Meeting of the Company scheduled to be held on Thursday, April 7, 2022 at 11:00 A.M. (IST) through Video Conferencing / Other Audio Visual Means facility, without the physical presence of Members at a common venue, in compliance with the applicable provisions of the Companies Act, 2013 and Rules framed thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 read with General Circular Nos. 14/2020, 17/2020, 20/2020, 02/2021 and 21/2021 dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021 and December 14, 2021 respectively, issued by the Ministry of Corporate Affairs; and
2. Annual Report of the Company for the Financial Year ended December 31, 2021.

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 take the above on record.

Yours faithfully,
For Varun Beverages Limited


Ravi Batra
Chief Risk Officer & Group Company Secretary



Encl.: As above



Varun Beverages Limited

Registered Office: F-2/7, Okhla Industrial Area, Phase I, New Delhi-110 020; Tel: +91 11 41706720

Corporate Office: Plot No. 31, Institutional Area, Sector – 44, Gurugram-122 002

Tel: +91 124 4643100

E-mail: complianceofficer@rjcorp.in; **Website:** www.varunpepsi.com

Corporate Identity Number: L74899DL1995PLC069839

NOTICE

Notice is hereby given that 27th (Twenty Seventh) Annual General Meeting ('AGM') of Varun Beverages Limited ('the Company') will be held on Thursday, April 7, 2022 at 11:00 A.M. IST through Video Conferencing ('VC') / Other Audio Visual Means ('OAVM') facility, to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt 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, 2021.
2. To appoint Mr. Varun Jaipuria (DIN: 02465412), who retires by rotation and being eligible, offers himself for re-appointment as a Director.
3. To appoint Mr. Rajinder Jeet Singh Bagga (DIN: 08440479), who retires by rotation and being eligible, offers himself for re-appointment as a Director.
4. To appoint M/s. O P Bagla & Co. LLP, Chartered Accountants, as Joint Statutory Auditors for a term of upto 5 (five) years, fix their remuneration and in this regard, to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions of the Companies Act, 2013, if any and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), M/s. O P Bagla & Co. LLP, Chartered Accountants (Firm Registration Number 000018N/N500091) be and are hereby appointed as Joint Statutory Auditors of the Company for a term of upto 5 (five) consecutive years to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of 32nd (Thirty Second) AGM of the Company to be held in the year 2027, at such remuneration as shall be fixed by the Board of Directors of the Company or any Committee of the Board ('the Board').

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, things and to sign all such documents and writings as may be necessary to give effect to this resolution and for matters connected therewith or incidental thereto."

SPECIAL BUSINESS:

5. To approve re-classification of Authorized Share Capital and consequent alteration to the Memorandum of Association and in this regard, to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 13, 61, 64 and other applicable provisions of the Companies Act, 2013, if any and Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and other laws, rules and regulations, as may be applicable and the enabling provisions of Memorandum and Articles of Association of the Company and subject to such approvals, consents and permissions as may be necessary, approval of the Members be and is hereby accorded to re-classify the existing Authorized Share Capital of the Company of ₹ 10,00,00,00,000/- (Rupees One Thousand Crore only) divided into 50,00,00,000 (Fifty Crore) Equity Shares of face value of ₹ 10/- (Rupees Ten only) each and 5,00,00,000 (Five Crore) Preference Shares of face value of ₹ 100/- (Rupees One Hundred only) each to ₹ 10,00,00,00,000/- (Rupees One Thousand Crore only) divided into 1,00,00,00,000 (One Hundred Crore) Equity Shares of face value of ₹ 10/- (Rupees Ten only) each by cancellation of unissued Authorized Preference Share Capital of ₹ 5,00,00,00,000/- (Rupees Five Hundred Crore only) divided into 5,00,00,000 (Five Crore) Preference Shares of face value of ₹ 100/- (Rupees One Hundred only) each and corresponding increase in Authorized Equity Share Capital by ₹ 5,00,00,00,000/- (Rupees Five Hundred Crore only) divided into 50,00,00,000 (Fifty Crore) Equity Shares of face value of ₹ 10/- (Rupees Ten only) each.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 13, 61 and other applicable provisions of the Companies Act, 2013, if any and Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the existing Clause V of Memorandum of Association of the Company be and is hereby amended by substituting the same with the following Clause V:

- V. *The Authorised Share Capital of the Company is ₹ 10,00,00,00,000/- (Rupees One Thousand Crore only) divided into 1,00,00,00,000 (One Hundred Crore) Equity Shares of face value of ₹ 10/- (Rupees Ten only) each.*

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all such acts, deeds, things and to sign all such documents and writings as may be necessary to give effect to this resolution and for matters connected therewith or incidental thereto.”

6. To approve payment of profit related commission to Non-executive Directors of the Company and in this regard, to consider and if thought fit, to pass the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 197, 198 and other applicable provisions of the Companies Act, 2013 (‘the Act’), if any and Rules made thereunder and Regulation 17(6)(ca) and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, if any (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the enabling provisions of the Articles of Association of the Company, approval of the Members be and is hereby accorded for payment of profit related commission to the Non-executive Directors of the Company (i.e. Directors other than the Managing Director or Whole-time Directors) for the Financial Year ending December 31, 2022, to be determined by the Board of Directors of the Company or any Committee of the Board (‘the Board’) for each of such Non-executive Director and to be distributed among such Non-executive Directors in such a manner as the Board may determine (including payment of profit related commission to any individual Non-executive Director exceeding 50% of the total annual profit related commission payable to Non-executive Directors), up to the limit of 1% (taken together for all the Non-executive Directors) of the Net Profit of the Company for the Financial Year ending December 31, 2022, as computed in the manner laid down in Section 198 of the Act.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, things and to sign all such documents and writings as may be necessary to give effect to this resolution and for matters connected therewith or incidental thereto.”

7. To approve amendments in the ‘Employees Stock Option Scheme 2016’ of the Company and in this regard, to consider and if thought fit, to pass the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 62(1)(b) and other applicable provisions of the Companies Act, 2013, if any and Rules made thereunder and applicable provisions of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (‘**SEBI ESOP Regulations**’) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and the enabling provisions of Memorandum and Articles of Association of the Company and subject to such approvals, consents and permissions as may be necessary, approval of the Members be and is hereby accorded to the amendments in Employees Stock Option Scheme 2016 (‘**ESOP Scheme**’) of the Company inter-alia to align with the regulatory requirements specified under the SEBI ESOP Regulations as set out in the Explanatory Statement annexed to this Notice.

RESOLVED FURTHER THAT the Board of Directors of the Company or any Committee of the Board be and is hereby authorized to do all such acts, deeds, things and to sign all such documents and writings as may be necessary to give effect to this resolution and for matters connected therewith or incidental thereto.”

8. To approve grant of stock options to the employees of holding, subsidiary, group or associate company(ies) of the Company under the ‘Employees Stock Option Scheme 2016’ and in this regard, to consider and if thought fit, to pass the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 62(1)(b) and other applicable provisions of the Companies Act, 2013, if any and Rules made thereunder (‘Act’) and applicable provisions of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (‘**SEBI ESOP Regulations**’) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and such other laws, rules and regulations as may be applicable, the enabling provisions of the Memorandum and Articles of Association of the Company and subject to such approvals, consents and permissions as may be necessary, approval of the Members be and is hereby accorded to the Board of Directors of the Company or any Committee of the Board (‘the Board’) to create, offer, grant, issue and allot from time to time, in one or more tranches, employee stock options (‘Options’) under the Employees Stock Option Scheme 2016 (‘**ESOP Scheme**’) within the overall ceiling of upto 83,47,576 (Eighty Three Lacs Forty Seven Thousand Five Hundred Seventy Six) Options, to the eligible Employees as defined under the ESOP Scheme and such other employees as may be permitted under the applicable laws, of the present and future holding, subsidiary, group or associate company(ies) of the Company, on such terms and conditions, as contained in the ESOP Scheme and set out in the Explanatory Statement annexed to this Notice.

RESOLVED FURTHER THAT the new Equity Shares to be issued and allotted by the Company under the ESOP Scheme shall rank pari-passu in all respects with the then existing Equity Shares of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, things and to sign all such documents and writings as may be necessary to give effect to this resolution and for matters connected therewith or incidental thereto.”

By Order of the Board
For **Varun Beverages Limited**

Ravi Batra
Chief Risk Officer &
Group Company Secretary
Membership No. F-5746

Place: Gurugram
Date: February 3, 2022

Address: F-2/7, Okhla Industrial Area,
Phase - I, New Delhi - 110 020

NOTES:

1. The Register of Members and Share Transfer Books of the Company will remain closed from Thursday, March 31, 2022 to Thursday, April 7, 2022 (both days inclusive) for the purpose of 27th Annual General Meeting ('AGM').
2. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ('the Act'), which sets out details relating to Special Business (being considered unavoidable by the Board of Directors) at the meeting, is attached with this Notice of AGM.
3. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs ('MCA') has vide its General Circular Nos. 14/2020, 17/2020, 20/2020, 02/2021 and 21/2021 dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021 and December 14, 2021 respectively ('MCA Circulars'), permitted the holding of AGM through Video Conferencing ('VC') / Other Audio Visual Means ('OAVM') facility without the physical presence of the Members at a common venue. In compliance with the provisions of the Act, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI LODR Regulations') and MCA Circulars, 27th AGM of the Company is being held through VC/OAVM facility.

The Deemed Venue for the 27th AGM shall be the Registered office of the Company.

4. The AGM is being held pursuant to the MCA Circulars through VC / OAVM facility, therefore physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxy(ies) by the Members will not be available for the AGM and hence, the Proxy Form and Attendance Slip are not annexed to this Notice.

However, Corporate Members intending to authorize their representatives to attend & vote at the AGM through VC / OAVM facility on its behalf are requested to send duly certified copy of the relevant Board resolution in the manner prescribed in Note No. 23.

5. Members attending the AGM through VC / OAVM facility shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
6. In terms of Section 152 of the Act, Mr. Varun Jaipuria and Mr. Rajinder Jeet Singh Bagga, Whole-time Directors, retire by rotation at the AGM and being eligible, offer themselves for re-appointment. The Nomination and Remuneration Committee and the Board of Directors of the Company recommended their re-appointment.
7. Details of Directors seeking re-appointment in AGM pursuant to Secretarial Standard on General Meetings (SS-2) and Regulation 36(3) of the SEBI LODR Regulations are Annexed to this Notice of AGM.
8. All documents referred in the accompanying Notice and the Explanatory Statement are available on website of the Company for inspection by the Members up to the date of AGM and during the meeting.
9. During the AGM, Members may access the scanned copy of Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of contracts or arrangements in which Directors are interested under Section 189 of the Act and Certificate from Secretarial Auditors of the Company certifying that Employees Stock Option Scheme 2016 of the Company is being implemented in accordance with

the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 and as substituted by Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 and in accordance with the resolution of the Members of the Company which will be available on website of the Company.

10. Pursuant to Sections 101 and 136 of the Act read with relevant Rules made thereunder and Regulation 36 of SEBI LODR Regulations, companies can serve Annual Reports and other communications through electronic mode to those Members who have registered their e-mail address either with the Company or with the Depository Participants ('DP'). Members holding shares in physical form and who have not registered their e-mail address with the Company can now register the same by sending an email to Compliance Officer of the Company at complianceofficer@rjcorp.in and/or by sending a request to Link Intime India Private Limited, Registrar and Share Transfer Agent ('RTA') through email at delhi@linkintime.co.in or contact at 011-49411000. Members holding Shares in demat form are requested to register their e-mail address with their DP only. The registered e-mail address will be used for sending future communications.
11. The Notice of AGM and Annual Report along with login details for joining the AGM through VC / OAVM facility including e-voting are being sent through electronic mode to those Members whose e-mail address are registered with the Company or DP or RTA, unless the Members have registered their request for physical copy of the same. Physical copy of the Notice of AGM and Annual Report are being sent to those Members who have not registered their e-mail address with the Company or DP or RTA. Members may note that this Notice of AGM and Annual Report will also be available on Company's website (www.varunpepsi.com), Stock Exchange's website (www.bseindia.com and www.nseindia.com) and National Securities Depository Limited ('NSDL') website (www.evoting.nsdl.com).
12. The Notice of AGM and Annual Report will be sent to those Members / beneficial owners whose name will appear in the Register of Members / list of beneficiaries received from the Depositories as on Friday, February 25, 2022.
13. Members desiring any information/clarification on the accounts or any matter to be placed at the AGM are requested to write to the Company at complianceofficer@rjcorp.in at least seven days before AGM from their registered email address mentioning their name, DPID Client ID / folio no. and mobile number to enable the management to keep information ready at the AGM. Members desiring to seek information/clarification during the AGM on the accounts or any matter to be placed at the AGM may ask through the chat box facility provided by NSDL.
14. Members are requested to note that Link Intime India Private Limited, Noble Heights, 1st Floor, Plot No. NH 2, LSC C-1 Block, Near Savitri Market, Janakpuri New Delhi-110058, is the Registrar and Share Transfer Agent to manage the work related to shares held in physical and dematerialized form.
15. To prevent fraudulent transactions, Members are requested to exercise due diligence and immediately notify the RTA any change in their address and/or bank mandate in respect of shares held in physical form and

- to their DPs in respect of shares held in dematerialized form. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned DP and holdings should be verified. The Securities and Exchange Board of India ('SEBI') has mandated the submission of Permanent Account Number ('PAN') by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their DPs with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company/ RTA.
16. SEBI vide its Circular No. SEBI/HO/MIRSD/DOPI/CIR/P/2018/73 dated April 20, 2018 has directed all the listed companies to update Bank Account details and PAN of the Members holding shares in physical form. It has been observed that many of the Members holding physical shares have not updated the said information. Therefore, such Members are requested to send the following documents to the Company's RTA:
 - i. Self-attested copy of PAN card including that of joint Members; and
 - ii. An original cancelled cheque of 1st Member (Name of 1st Member should be printed on cheque leaf). If name of 1st Member is not printed on cheque leaf, photocopy of passbook or bank statement duly attested by the banker along with cancelled cheque (Photocopy of cheque will not be accepted/ entertained).
 17. SEBI vide its notifications dated June 8, 2018 and November 30, 2018, mandated that securities of listed companies can be transferred only in dematerialized form w.e.f. April 1, 2019. Accordingly, the Company has stopped accepting any fresh lodgment of transfer of shares in physical form. In view of the above and to avail various benefits of dematerialization, Members are requested to dematerialize the shares held by them in physical form.
 18. Members holding shares in single name and physical form are advised to make nomination in respect of their shareholding in the Company by submitting Form No. SH-13 in terms of Section 72 of the Act to the RTA. Members holding shares in electronic form may submit the same to their respective DP. The nomination form can be downloaded from the Company's website www.varunpepsi.com under the investor relations section. Members who require communication in physical form in addition to e-communication or have any other queries, may write to the RTA or Company at its Registered Office address.
 19. Non-Resident Indian Members are requested to inform RTA, immediately of:
 - a. Change in their residential status on return to India for permanent settlement.
 - b. Particulars of their bank account maintained in India with complete name, branch, account number, account type and address of the Bank with pin code number.
 20. In accordance with the provisions of Regulation 39(4) and Schedule VI of the SEBI LODR Regulations, the Company maintains a demat account namely 'Unclaimed Suspense Shares Demat Account - Varun Beverages Limited' and currently holds Nil shares in this account.
 21. Company has transferred the unpaid or unclaimed interim dividend to the 'Unclaimed Dividend Account - Varun Beverages Limited' and uploaded the details of unpaid and unclaimed dividend amount lying in separate Bank Accounts (maintained with HDFC Bank Limited for the interim dividend declared in 2017, Yes Bank Limited for the interim dividend declared in 2018, IndusInd Bank Limited for the interim dividend declared in 2019, Axis Bank Limited for the interim dividend declared in 2020 and IndusInd Bank Limited for the interim dividend declared in 2021) on website of the Company at www.varunpepsi.com.

Members wishing to claim dividend that remain unclaimed are requested to correspond with the Registrar and Share Transfer Agent or to the Company at its registered office. Members are requested to note that dividend which remains unclaimed for a period of seven years from the date of transfer to the Company's unpaid dividend account and shares on which the dividend remains unclaimed for seven consecutive years will be transferred to the Investor Education and Protection Fund as per Section 124 of the Act and the applicable Rules.
 22. To comply with the provisions of Section 108 of the Act and Rules framed thereunder, Regulation 44 of the SEBI LODR Regulations, Secretarial Standard - 2 issued by the Institute of Company Secretaries of India and MCA Circulars, the Members are provided with the facility to cast their vote electronically through remote e-voting (prior to AGM) and e-voting (during the AGM) services provided by NSDL on all resolutions set forth in this Notice.

Only those Members who will be present in the AGM through VC / OAVM facility and have not cast their vote on the resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system during the AGM.





The instructions for joining the AGM through VC / OAVM, remote e-voting and e-voting during the AGM are provided in the Notice of AGM under Note No. 23.
- 23. INSTRUCTIONS FOR E-VOTING AND JOINING THE AGM ARE AS FOLLOWS:**
- A. INSTRUCTIONS FOR REMOTE E-VOTING PRIOR TO THE AGM**
- i. The remote e-voting period begins on Monday, April 4, 2022 at (9:00 a.m. IST) and ends on Wednesday, April 6, 2022 at (5:00 p.m. IST). The remote e-voting module shall be disabled by NSDL for voting thereafter.
 - ii. The Members, whose name appears in the Register of Members / Beneficial Owners as on Thursday, March 31, 2022 (i.e. cut-off date), may cast their vote electronically.
 - iii. The voting right of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date. A person who is not a Member as on the cut-off date should treat this Notice for information purpose only.
 - iv. The details of the process and manner for remote e-voting are explained herein below:
 - Step 1: Log-in to NSDL e-voting system at <https://www.evoting.nsdl.com/>
 - Step 2: Cast your vote electronically on NSDL e-voting system

Details on Step 1 are mentioned below:

I. Login method for e-voting and joining AGM for individual shareholders holding securities in demat mode

Pursuant to SEBI Circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on 'e-voting facility provided by Listed Companies', e-voting process has been enabled to all the individual demat account holders, by way of single login credential, through their demat accounts/websites of Depositories/ Depository Participants to increase the efficiency of the voting process. Individual demat account holders would be able to cast their vote without having to register again with the e-voting service provider ('ESP') thereby not only facilitating seamless authentication but also ease and convenience of participating in e-voting process. Shareholders are advised to update their mobile number and e-mail ID with their DPs to access e-voting facility.

Login method for Individual shareholders holding securities in demat mode:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> 1. Users already registered for IDeAS facility: <ol style="list-style-type: none"> (i) Visit e-services website of NSDL viz. https://eservices.nsd.com (ii) Click on the 'Beneficial Owner' icon under 'Login' available under 'IDeAS' section. (iii) Enter User ID and Password. After successful authentication, click on 'Access to e-Voting' appearing on the left-hand side under e-voting services and you will be able to see e-voting page (iv) Click on Company name or e-voting service provider i.e. NSDL. You will be re-directed to e-voting website of NSDL to cast your vote during the remote e-voting period or joining AGM & vote during the AGM. 2. User not registered for IDeAS facility: <ol style="list-style-type: none"> (i) Click on link: https://eservices.nsd.com and select 'Register Online for IDeAS Portal' OR Click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp (ii) Proceed with completing the required fields. (iii) Follow steps mentioned in point no. 1 above 3. Alternatively, by directly accessing the e-voting website of NSDL: <ol style="list-style-type: none"> (i) Visit e-voting website of NSDL viz. https://www.evoting.nsd.com (ii) Click on the icon 'Login' available under 'Shareholder/Member' section. (iii) On the Login page, enter your User ID (i.e. your 16 characters demat account number held with NSDL), Password/ OTP and a verification code as shown on the screen. (iv) After successful authentication, you will be redirected to NSDL website wherein you can see e-voting page. Click on Company name or e-voting service provider i.e. NSDL. You will be re-directed to e-voting website of NSDL to cast your vote during the remote e-Voting period or joining AGM & vote during the AGM. 4. Shareholders/Members can also download NSDL Mobile App 'NSDL Speede' facility by scanning the QR code mentioned below for seamless voting experience. <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: center; align-items: center;"> <div style="text-align: center; margin-right: 20px;">  </div> <div style="text-align: center; margin-right: 20px;">  </div> </div> <div style="display: flex; justify-content: center; align-items: center;"> <div style="text-align: center; margin-right: 20px;">  </div> <div style="text-align: center;">  </div> </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 1. User already registered for Easi/ Easiest: <ol style="list-style-type: none"> (i) Visit URL: https://web.cdslindia.com/myeasi/home/login OR www.cdslindia.com and click on 'Login' and select 'New System Myeasi' (ii) Enter your User ID and Password. (iii) After successful authentication, the user will be able to see the e-voting menu having link of e-voting service provider i.e. NSDL. Click on NSDL to cast your vote. 2. User not registered for Easi/Easiest: <ol style="list-style-type: none"> (i) Click on link: https://web.cdslindia.com/myeasi/Registration/EasiRegistration (ii) Proceed with completing the required fields. (iii) Follow steps mentioned in point no. 1 above 3. Alternatively, by directly accessing the e-Voting website of CDSL: <ol style="list-style-type: none"> (i) Visit www.cdslindia.com and select 'E Voting' (ii) Provide your demat account number and PAN (iii) System will authenticate user by sending OTP on registered Mobile & Email as recorded in the demat account. (iv) After successful authentication, user will be provided link for the e-voting service provider i.e. NSDL where the e-voting is in progress.

Type of shareholders	Login Method
Individual Shareholders (holding securities in demat mode) login through their Depository Participant (DP)	(i) You can login using the credentials of your demat account through the website of your DP registered with NSDL/CDSL, for remote e-Voting. (ii) Once logged-in, you will be able to see 'e-Voting' option. Once you click on 'e-Voting' option and after successful authentication, you will be re-directed to e-voting module of NSDL/CDSL wherein you can see e-Voting feature. (iii) Click on options available against Company name or e-voting service provider i.e. NSDL and you will be re-directed to e-voting website of NSDL to cast your vote during the remote e-voting period or join AGM & vote during the AGM.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at respective website.

Helpdesk details for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Please contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Please contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43

II. Login Method for e-voting and joining AGM for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

1. Visit the e-Voting website of NSDL. Open web browser by clicking the URL: <https://www.evoting.nsdl.com/> either on a personal computer or on a mobile.
2. Once the home page of e-voting system is launched, click on the icon 'Login' which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, Password/OTP and a verification code as shown on the screen.
4. Alternatively, if you are registered for NSDL eservices i.e. IDeAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDeAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-voting and you can proceed to Step 2 i.e. Cast your vote electronically.
5. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

6. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the Company, your 'initial password' is communicated to you on your e-mail ID. Trace the e-mail sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in 'Process for those Shareholders whose email address are not registered'.
7. If you are unable to retrieve or have not received the 'initial password' or have forgotten your password:
 - a) Click on 'Forgot User Details/Password?' (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) Click on 'Physical User Reset Password?' (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, PAN, name and registered address.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-voting system of NSDL.
8. After entering your password, click on Agree to 'Terms and Conditions' by selecting on the check box.
9. Now, you will have to click on 'Login' button.
10. After you click on the 'Login' button, Home page of e-voting will open.

Step 2: Cast your vote electronically and join AGM on NSDL e-Voting system.

1. After successful login at Step 1, you will be able to see all the companies 'EVEN' in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select 'EVEN' of the Company to cast your vote during the remote e-voting period or to cast your vote during the AGM. For joining AGM, you need to click on 'VC/OAVM' link placed under 'Join General Meeting'.
3. Now you are ready for e-voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on 'Submit' and also 'Confirm' when prompted.
5. Upon confirmation, the message 'Vote cast successfully' will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for Shareholders

1. Institutional / Corporate shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to sanjaygrover7@gmail.com with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the 'Forgot User Details/Password?' or 'Physical User Reset Password?' option available on www.evoting.nsd.com to reset the password.
3. In case of any query, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsd.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Ms. Sarita Mote, Assistant Manager, NSDL at evoting@nsdl.co.in or at 4th Floor, 'A' Wing, Trade World, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai 400 013.

Process for those shareholders whose email address are not registered with the Depositories for procuring user id and password and registration of email address for e-voting on the resolutions set out in this Notice:

1. **Physical Holding:** Send a request to Link Intime India Private Limited, Registrar and Share Transfer Agent at delhi@linkintime.co.in providing your name, folio no., scanned copy of the share certificate (front and back), self-attested scanned copy of PAN card and self-attested scanned copy of Aadhar Card, for registering e-mail address.

2. **Demat Holding:** Please contact your DP and register your e-mail address in your demat account, as per the process advised by your DP.

If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at Step 1 i.e. Login method for e-voting and joining AGM for Individual shareholders holding securities in demat mode.

3. Alternatively shareholders may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on 'e-voting facility provided by Listed Companies', Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

B. INSTRUCTIONS FOR E-VOTING DURING THE AGM

1. The procedure for e-voting during the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/Shareholders, who will be present in the AGM through VC/OAVM facility and have not cast their vote on the resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system during the AGM.
3. Members who have voted through remote e-voting will be eligible to attend the AGM, however, they will not be eligible to vote during the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-voting during the AGM shall be the same as mentioned for remote e-voting.

C. INSTRUCTIONS FOR ATTENDING THE AGM THROUGH VC/OAVM

1. Members will be able to attend the AGM through VC/OAVM facility provided by NSDL at <https://www.evoting.nsd.com> by following the steps mentioned above at Step 1. After successful login, click on the link of 'VC/OAVM' placed under 'Join General meeting' menu against Company name available in Shareholder/ Member login where EVEN of Company will be displayed.

Members who do not have the User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the remote e-voting instructions mentioned in the Notice.

2. Facility of joining the AGM through VC / OAVM shall be available 30 minutes before and after the scheduled time of the commencement of AGM by

following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 3,000 Members on first come first served basis (except Shareholders holding 2% or more shareholding, Promoters, Institutional Investors, Directors, Key Managerial Personnel, Chairpersons of the Audit, Risk Management and Ethics Committee, Nomination and Remuneration Committee and Stakeholders' Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis).

3. Members joining through Laptops / Mobile devices are recommended to use stable Wi-Fi or LAN connection for better experience.
4. Members who need assistance before or during the AGM, can contact NSDL at 1800 1020 990 / 1800 224 430 or contact Ms. Sarita Mote, Assistant Manager, NSDL at evoting@nsdl.co.in.

Other Instructions

1. The Board of Directors has appointed Mr. Devesh Kumar Vasisht (CP No. 13700), Partner or failing him Ms. Priyanka (CP No. 16187), Partner of M/s. Sanjay Grover & Associates, Company Secretaries, New Delhi as the Scrutinizer to scrutinize the e-voting during the AGM and remote e-voting process in a fair and transparent manner.
2. The Scrutinizer shall, immediately after the conclusion of e-voting at the AGM, first count the votes cast during the AGM, thereafter unblock the votes cast through remote e-voting and make, not later than 2 working days from the conclusion of AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same.
3. The results of voting will be declared within 2 working days from the conclusion of AGM and the result declared alongwith the Scrutinizer's Report shall be placed on the Company's website i.e. www.varunpepsi.com and on the website of NSDL <https://www.evoting.nsdl.com> immediately. The Company shall simultaneously forward the results to National Stock Exchange of India Limited and BSE Limited, where the shares of the Company are listed.
4. The resolutions, if passed by requisite majority, shall be deemed to have been passed on the date of the AGM i.e. April 7, 2022.

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013

ITEM NO. 4

M/s. APAS & Co., Chartered Accountants (Firm Registration No. 000340C) [converted to 'APAS & Co. LLP' (Firm Registration Number 000340C/C400308)] were appointed as Joint Statutory Auditors of the Company at the 22nd Annual General Meeting

(AGM) held on April 17, 2017 for a term of 5 (five) consecutive years and they hold office upto the conclusion of ensuing AGM.

Due to retirement of M/s. APAS & Co. LLP, Chartered Accountants at the conclusion of ensuing AGM upon completion of their 1st term of 5 (five) years, the Audit, Risk Management and Ethics Committee and the Board of Directors have recommended the appointment of M/s. O P Bagla & Co. LLP, Chartered Accountants (Firm Registration Number 000018N/N500091) as Joint Statutory Auditors of the Company for a term of upto 5 (five) consecutive years to hold office from the conclusion of this AGM till the conclusion of 32nd (Thirty Second) AGM of the Company to be held in the year 2027, taking into account the below terms and conditions including proposed fee and credentials:

- a. Term of appointment: 5 (five) consecutive years from the conclusion of this AGM till the conclusion of 32nd AGM.
- b. Proposed Fees: Upto ₹ 50 Lacs (Rupees Fifty Lacs only) plus applicable taxes, travelling and other out-of-pocket expenses incurred in connection with the statutory audit. There is no material change in the fee payable to M/s. O P Bagla & Co. LLP from that paid to M/s. APAS & Co. LLP.

The proposed fees is based on knowledge, expertise, industry experience, time and efforts required to be put in by them, which is in line with the industry benchmarks. The fees for services in the nature of limited review, statutory certifications and other professional work will be in addition to the audit fee as above and will be determined by the Board in consultation with the Auditors and as per the recommendations of the Audit, Risk Management and Ethics Committee.

- c. Basis of recommendation: The recommendations are based on the fulfilment of the eligibility criteria prescribed under the Companies Act, 2013 and Rules made thereunder with regard to the full time partners, statutory audit, experience of the firm, capability, independence assessment, audit experience and also based on the evaluation of the quality of audit work done by the them in the past.
- d. Credentials: M/s. O P Bagla & Co. LLP (Firm Registration Number 000018N/N500091) ('the Audit Firm'), is a firm of Chartered Accountants registered with the Institute of Chartered Accountants of India. The Audit Firm was established in the year 1967 and converted to Limited Liability Partnership in 2018. Its office is situated at B-255, 5th Floor, Okhla Industrial Area, Phase-I, New Delhi - 110020, India. The Audit Firm has a valid Peer Review certificate. It is primarily engaged in providing audit, taxation and consultancy services.

M/s. O P Bagla & Co. LLP, Chartered Accountants, have consented to act as Joint Statutory Auditors of the Company and confirmed that their aforesaid appointment, if made, would be within the limits specified under Section 141(3)(g) of the Companies Act, 2013. They have also confirmed that they are not disqualified to be appointed as Statutory Auditors in terms of provisions of Section 139(1) and Section 141(3) of the Companies Act, 2013 and the provisions of the Companies (Audit and Auditors) Rules, 2014.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution except to the extent of their shareholding, if any, in the Company.

The Board of Directors of the Company recommends the resolution set out at Item No. 4 for approval of the Members as an Ordinary Resolution.

ITEM NO. 5

The present Authorised Share Capital of the Company is ₹ 10,00,00,00,000/- (Rupees One Thousand Crore only) divided into 50,00,00,000 (Fifty Crore) Equity Shares of face value of ₹ 10/- (Rupees Ten only) each and 5,00,00,000 (Five Crore) Preference Shares of face value of ₹ 100/- (Rupees One Hundred only) each.

As on date, the Company doesn't have any outstanding issued and paid up Preference Share Capital and there is no immediate requirement of issuing any preference shares by the Company in near future. Hence, the Board of Directors at their meeting held on February 3, 2022, accorded its approval to re-classify the existing Authorized Share Capital of the Company of ₹ 10,00,00,00,000/- (Rupees One Thousand Crore only) divided into 50,00,00,000 (Fifty Crore) Equity Shares of face value of ₹ 10/- (Rupees Ten only) each and 5,00,00,000 (Five Crore) Preference Shares of face value of ₹ 100/- (Rupees One Hundred only) each to ₹ 10,00,00,00,000/- (Rupees One Thousand Crore only) divided into 1,00,00,00,000 (One Hundred Crore) Equity Shares of face value of ₹ 10/- (Rupees Ten only) each by cancellation of unissued Authorized Preference Share Capital of ₹ 5,00,00,00,000/- (Rupees Five Hundred Crore only) divided into 5,00,00,000 (Five Crore) Preference Shares of face value of ₹ 100/- (Rupees One Hundred only) each and corresponding increase in the Authorized Equity Share Capital by ₹ 5,00,00,00,000/- (Rupees Five Hundred Crore only) divided into 50,00,00,000 (Fifty Crore) Equity Shares of face value of ₹ 10/- (Rupees Ten only) each.

Consequently, Clause V of the Memorandum of Association (MOA) will also require alteration to reflect the re-classified Authorized Share Capital. The proposed re-classification in Authorized Share Capital and alteration of MOA require approval of Members in the general meeting.

The draft of revised MOA of the Company after making the proposed changes is available on website of the Company for inspection by the Members up to the date of AGM.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution except to the extent of their shareholding, if any, in the Company.

The Board of Directors of the Company recommends the resolution set out at Item No. 5 for approval of the Members as an Ordinary Resolution.

ITEM NO. 6

Considering the rich experience and enhanced level of participation brought in by the Non-executive Directors and in appreciation of the services and contribution made by them, the

Board of Directors at their meeting held on February 3, 2022, on the recommendation of the Nomination and Remuneration Committee of the Board of Directors, recommended the payment of profit related commission to the Non-executive Directors (i.e. Directors other than the Managing Director or Whole-time Directors), subject to approval of Members of the Company for the Financial Year ending December 31, 2022, to be determined by the Board of Directors of the Company or any Committee of the Board ('the Board') for each of such Non-executive Director and to be distributed among such Non-executive Directors in such a manner as the Board may determine (including payment of profit related commission to any individual Non-executive Director exceeding 50% of the total annual profit related commission payable to Non-executive Directors), up to the limit of 1% (taken together for all the Non-executive Directors) of the Net Profit of the Company for the Financial Year ending December 31, 2022, as computed in the manner laid down in Section 198 of the Companies Act, 2013. Accordingly, to comply with the provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, approval of Members by way of Special Resolution is sought for payment of above-mentioned profit related commission.

The Non-executive Director(s) are interested in resolution set out at Item No. 6 of the Notice. The relatives of the Non-executive Director(s) may be deemed to be interested in the resolution to the extent of their shareholding, if any, in the Company.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

The Board of Directors of the Company recommends the resolution set out at Item No. 6 for approval of the Members as a Special Resolution.

ITEM NO. 7 & 8

Company implemented Employees Stock Option Scheme 2016 ('ESOP Scheme') with a view to attract, retain and motivate employees of the Company which was duly approved by the Members at their Extra-ordinary General Meeting held on April 27, 2016 and subsequently ratified at the Annual General Meeting held on April 17, 2017.

Based on the recommendations of the Nomination and Remuneration Committee, the Board of Directors at their meeting held on February 3, 2022 approved and recommended the proposed amendments / variations in the ESOP Scheme inter-alia to align the same with the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ('SEBI ESOP Regulations') and also to facilitate grant of options to the employees of holding, subsidiary, group or associate company(ies) of the Company, subject to the approval of Members of the Company.

In terms of Section 62 of the Companies Act, 2013 read with the Companies (Share Capital and Debenture) Rules, 2014 and Regulations 6(3)(c) and 7 of the SEBI ESOP Regulations, approval of the Members is sought by way of Special Resolution for approval of amendments / variations in the ESOP Scheme and grant of Options to the eligible Employees of holding, subsidiary, group or associate company(ies) of the Company.

The required details of amendments / variations in terms of Section 62 of the Companies Act, 2013 read with the Companies (Share Capital and Debenture) Rules, 2014 and Regulation 7(4) of the SEBI ESOP Regulations are as under:

a. Details of variation to the ESOP Scheme:

Clause No.	Existing Provision	Revised Provision (Changes are in italics)
3.1 a1)	-	<i>'Associate company' shall have the same meaning as defined under section 2(6) of the Companies Act, 2013.</i>
3.1 c)	'Company' means Varun Beverages Limited, a public company incorporated under the provisions of the Companies Act 1956, having its registered office at F-2/7, Okhla Industrial Area, Phase-I, New Delhi-110020, its successors and assigns, and where the context so permits includes its Holding Company and/or its Subsidiary;	'Company' means Varun Beverages Limited, a public company incorporated under the provisions of the Companies Act 1956, having its registered office at F-2/7, Okhla Industrial Area, Phase-I, New Delhi-110020, its successors and assigns, and where the context so permits includes its Holding, Subsidiary, <i>Group or Associate companies</i> ;
3.1 11)	-	<i>'Group company' means two or more companies which, directly or indirectly, are in a position to-</i> <i>(i) exercise 26% or more of the voting rights in the other company; or</i> <i>(ii) appoint more than 50% of the members of the Board of Directors in the other company; or</i> <i>(iii) control the management or affairs of the other company</i>
6.4	The Nomination and Remuneration Committee in its absolute discretion has been authorised to determine all the terms governing this Scheme, including any variation thereof, and will include but be not limited to the following: <ul style="list-style-type: none"> determining the parameters for the Employees to whom the Options are to be Granted including assignment of weightage to Company's performance, level/grade of Employee and such other criteria as may be determined, the number of Options to be granted to each Employee and the criteria thereof; the quantum of Options to be Granted at various points of time; exercise price on which the Options are to be Granted; the terms and conditions subject to which the Options granted would Vest; the date of vesting of the Options granted and the Vesting Dates from Employee to Employee or any class thereof; the terms and conditions subject to which the Options Vested can be Exercised by the Employee; the number of Options reserved, if any, for Granting to new Employees who would join the services of the Company; deciding the treatment of unvested Options; deciding adjustments to Grant size and Exercise Price of Options in case of Share split or consolidation of Shares; framing appropriate procedures for Granting, Vesting and Exercising of Options; duration of Grant Acceptance Periods and Exercise Periods. 	The Nomination and Remuneration Committee in its absolute discretion has been authorised to determine all the terms governing this Scheme, including any variation thereof, and will include but be not limited to the following: <ul style="list-style-type: none"> determining the parameters for the Employees to whom the Options are to be Granted including assignment of weightage to Company's performance, level/grade of Employee and such other criteria as may be determined, the number of Options to be granted to each Employee and the criteria thereof; the quantum of Options to be Granted at various points of time; exercise price on which the Options are to be Granted; the terms and conditions subject to which the Options granted would Vest; the date of vesting of the Options granted and the Vesting Dates from Employee to Employee or any class thereof; the terms and conditions subject to which the Options Vested can be Exercised by the Employee; the number of Options reserved, if any, for Granting to new Employees who would join the services of the Company; deciding the treatment of unvested Options; <i>deciding the procedure on fair and reasonable adjustments to Grant size and Exercise Price of Options in case of corporate actions such as rights issues, bonus issues, split, buy-back, merger, sale of division and others;</i> framing appropriate procedures for Granting, Vesting and Exercising of Options; duration of Grant Acceptance Periods and Exercise Periods.

Clause No.	Existing Provision	Revised Provision (Changes are in italics)																														
7	<p>Coverage of this Scheme : In these Scheme, unless otherwise specified:</p> <p>'Employee(s)' means:</p> <p>(i) a permanent employee of the Company who has been working in India or outside India; or</p> <p>(ii) a director of the Company, whether a whole time director or not but excluding an independent director; or</p> <p>(iii) an employee as defined in clauses (a) or (b) of a Subsidiary, in India or outside India, or of a Holding Company of the Company.</p>	<p>Coverage of this Scheme : In these Scheme, unless otherwise specified:</p> <p>'Employee(s)' means:</p> <p><i>(i) an employee as designated by the Company, who is exclusively working in India or outside India; or</i></p> <p><i>(ii) a director of the Company, whether a whole time director or not, including a non-executive director who is not a promoter or member of the promoter group, but excluding an independent director; or</i></p> <p><i>(iii) an employee as defined in sub-clauses (i) or (ii), of a group company including subsidiary or its associate company, in India or outside India, or of a holding company of the Company.</i></p>																														
13	<p>Exercise Price and Valuation:</p> <p>Options granted to Employees under this Scheme shall be at the Exercise Price to be decided by the Nomination and Remuneration Committee as per the guidelines under the Regulations, provided the Exercise Price under this Scheme shall be same for all Grantees.</p>	<p>Exercise Price and Valuation:</p> <p>Options granted to Employees under this Scheme shall be at the Exercise Price to be decided by the Nomination and Remuneration Committee as per the guidelines under the Regulations, provided the Exercise Price under this Scheme shall be same for all Grantees <i>whom stock options are granted on a same date.</i></p>																														
15(iii)	<p>The Vesting will occur as per the following Vesting Schedule:</p> <table border="1"> <thead> <tr> <th>Period for Vesting of Option</th> <th>% of Options that shall vest</th> </tr> </thead> <tbody> <tr> <td>First Vest: One year from the date of Grant of Option</td> <td>25%</td> </tr> <tr> <td>Second Vest: On the 1st day of January in the calendar year succeeding the calendar year of First Vest.</td> <td>25%</td> </tr> <tr> <td>Third Vest: On the 1st day of January in the calendar year succeeding the calendar year of Second Vest.</td> <td>25%</td> </tr> <tr> <td>Fourth Vest: On the 1st day of January in the calendar year succeeding the calendar year of Third Vest.</td> <td>25%</td> </tr> </tbody> </table> <p>For example, assuming that the Options are Granted on 30.06.2016 then the Vesting Schedule for the Options would be as under:</p> <table border="1"> <thead> <tr> <th>Date of Grant of Option → Period for Vesting of Option ↓</th> <th>30.6.2016</th> </tr> </thead> <tbody> <tr> <td>First Vest</td> <td>01.07.2017</td> </tr> <tr> <td>Second Vest</td> <td>01.01.2018</td> </tr> <tr> <td>Third Vest</td> <td>01.01.2019</td> </tr> <tr> <td>Fourth Vest</td> <td>01.01.2020</td> </tr> </tbody> </table>	Period for Vesting of Option	% of Options that shall vest	First Vest: One year from the date of Grant of Option	25%	Second Vest: On the 1 st day of January in the calendar year succeeding the calendar year of First Vest.	25%	Third Vest: On the 1 st day of January in the calendar year succeeding the calendar year of Second Vest.	25%	Fourth Vest: On the 1 st day of January in the calendar year succeeding the calendar year of Third Vest.	25%	Date of Grant of Option → Period for Vesting of Option ↓	30.6.2016	First Vest	01.07.2017	Second Vest	01.01.2018	Third Vest	01.01.2019	Fourth Vest	01.01.2020	<p>The Vesting will occur as per the following Vesting Schedule:</p> <table border="1"> <thead> <tr> <th>Period for Vesting of Option</th> <th>% of Options that shall vest</th> </tr> </thead> <tbody> <tr> <td>First Vest: One year from the date of Grant of Option</td> <td>25%</td> </tr> <tr> <td>Second Vest: On the 1st day of January in the calendar year succeeding the calendar year of First Vest.</td> <td>25%</td> </tr> <tr> <td>Third Vest: On the 1st day of January in the calendar year succeeding the calendar year of Second Vest.</td> <td>25%</td> </tr> <tr> <td>Fourth Vest: On the 1st day of January in the calendar year succeeding the calendar year of Third Vest.</td> <td>25%</td> </tr> </tbody> </table> <p><i>Provided that minimum vesting period of 1 (One) year will not be applicable in the event of death or disability of an employee and in such instances, the options shall vest as per Clause 16.4 and 16.5 of the ESOP Scheme.</i></p>	Period for Vesting of Option	% of Options that shall vest	First Vest: One year from the date of Grant of Option	25%	Second Vest: On the 1 st day of January in the calendar year succeeding the calendar year of First Vest.	25%	Third Vest: On the 1 st day of January in the calendar year succeeding the calendar year of Second Vest.	25%	Fourth Vest: On the 1 st day of January in the calendar year succeeding the calendar year of Third Vest.	25%
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Clause No.	Existing Provision	Revised Provision (Changes are in italics)
16.1	In the event of an Option Grantee ceasing to be an Employee of the Company because of resignation or termination of employment (other than due to reasons of misconduct of the Employee), then unvested Options held by the Grantee shall forthwith lapse.	In the event of an Option Grantee ceasing to be an Employee of the Company because of resignation or termination of employment (other than due to reasons of misconduct of the Employee), then unvested Options held by the Grantee shall forthwith lapse. <i>However, the Option Grantee can exercise the vested Options within the notice period of the grantee/employee.</i>
16.2	Where the Grantee has dissociated from the Company and is engaged in activities which are materially detrimental to the business or interests of the Company, its Subsidiaries or its employees, all the vested and unvested Options held by the Grantee shall be cancelled partly or in full as a disciplinary measure.	Where the Grantee has dissociated from the Company and is engaged in activities which are materially detrimental to the business or interests of the Company or its employees, all the vested and unvested Options held by the Grantee shall be cancelled partly or in full as a disciplinary measure.
16.6	In the event of a Grantee disassociating from the Company due to superannuation or retirement at the instance of or with consent of the Company, the Grantee will continue to hold all Vested Options and can exercise them anytime within the Exercise Period. Unvested Options shall vest in such Grantee as on the date of superannuation or retirement at the instance of or with the consent of the Company, as the case may be, provided, the holding of Vested Options and vesting of Unvested Options will be permissible only if the Grantee does not enter into competition / is not employed by a competitor. In the event that the Company finds that such Grantee has entered into competition/is employed by a competitor, the Company may in its sole discretion cancel all Options, Vested or Unvested, not Exercised and held by the Grantee.	In the event of a Grantee ceases to be an Employee of the Company due to superannuation or retirement, the Grantee will continue to hold all Vested Options and can exercise them anytime within the Exercise Period. Unvested Options shall <i>continue to vest in accordance with the respective vesting schedules even after retirement or superannuation</i> , provided, the holding of Vested Options and vesting of Unvested Options will be permissible only if the Grantee does not enter into competition / is not employed by a competitor. In the event that the Company finds that such Grantee has entered into competition/is employed by a competitor, the Company may in its sole discretion cancel all Options, Vested (<i>not Exercised</i>) or Unvested and held by the Grantee.
17.3	Options can be Exercised in full in respect of the Shares Vested on a Vesting Date and not for any part thereof.	Options can be Exercised in full <i>or in part(s) in respect of the Options</i> Vested on a Vesting Date.
17.4	The Grantee shall exercise his Options by submitting, during the Exercise Period, the Exercise application, in the format provided by the Company, along with the demand draft, favouring the Company, for the total money payable by him in respect of the Exercise Price, calculated as the number of Shares covered under Exercise multiplied by the Exercise Price per Share.	The Grantee shall exercise his Options by submitting, during the Exercise Period, the Exercise application, in the format provided by the Company, along with the <i>demand draft/cheque/RTGS/other electronic mode</i> , favouring the Company, for the total money payable by him in respect of the Exercise Price, calculated as the number of Shares covered under Exercise multiplied by the Exercise Price per Share.

b. Rationale for variation of ESOP Scheme:

- (i) The proposed amendments / variations in the ESOP Scheme are to be undertaken to comply with the SEBI ESOP Regulations and to allow the grant of options to the employees of holding, subsidiary group or associate company(ies) of the Company; and
- (ii) The proposed amendments / variations are not detrimental to the interests of the current option grantees of the Company.

c. Details of employees who are beneficiaries of such variation:

All eligible Employees to whom the options are granted / to be granted under the ESOP Scheme.

d. Disclosures as per SEBI ESOP Regulations:

Sl. No.	Particulars	Disclosure
1.	Brief description of the Scheme	<p>ESOP Scheme has been formulated with objective to enable the Company to Grant Options for Equity Shares of the Company to the eligible Employees as defined in the ESOP Scheme.</p> <p>ESOP Scheme was approved by the Shareholders at their Extra-ordinary General Meeting held on April 27, 2016 and thereafter, ratified by the Shareholders at their Annual General Meeting held on April 17, 2017.</p> <p>The objectives of the ESOP Scheme are to:</p> <ul style="list-style-type: none"> (i) promote the long-term financial interest in the Company by offering to eligible Employees an opportunity to participate in the share capital of the Company; (ii) attract and retain high quality human talent in the employment of the Company by providing them the incentives and reward opportunities; (iii) achieve sustained growth of the Company by aligning the interests of the Employees with the long term interests of the Company; (iv) create a sense of ownership among the Employees of the Company and provide them with wealth creation opportunities, while in employment of the Company; and (v) bring loyalty among the Employees of the Company by introducing the ownership factor and thereby bring improvement in individual and group performance.
2.	Total number of options to be offered and granted	83,47,576
3.	Identification of classes of employees entitled to participate and be beneficiaries in the ESOP scheme	<ul style="list-style-type: none"> (i) an employee as designated by the Company, who is exclusively working in India or outside India; or (ii) a director of the Company, whether a whole time director or not, including a non-executive director who is not a promoter or member of the promoter group, but excluding an independent director; or (iii) an employee as defined in sub-clauses (i) or (ii), of a group company including a subsidiary or its associate company, in India or outside India, or of a holding company of the Company.
4.	Requirements of vesting and period of vesting	Minimum vesting period of 1 (One) year and maximum period of 4 (Four) years from the date of respective grant of Options to the grantee as per vesting schedule at Clause 15(iii) of the ESOP Scheme.
5.	Maximum period within which the options shall be vested	Provided that minimum vesting period of 1 (One) year will not be applicable in the event of death or disability of an employee and in such instances, the options shall vest as per Clause 16.4 and 16.5 of the ESOP Scheme.
6.	Exercise price, purchase price or pricing formula	Exercise Price or pricing formula shall be decided by the Nomination and Remuneration Committee as per SEBI ESOP Regulations.
7.	Exercise period/offer period and process of exercise/acceptance of offer	After each vesting, the Grantee shall have a maximum period of 5 (Five) years for exercising the respective options so vested as per process of exercise and acceptance of grant specified in Clause 17 of the Scheme.
8.	The appraisal process for determining the eligibility of employees for the ESOP Scheme	The appraisal process for determining the eligibility of the employee will be specified by the Nomination and Remuneration Committee and will be based on criteria such as the seniority of the employee, qualification, experience, past performance levels, future performance indicators, etc. and / or any such other criteria that may be determined by the Nomination and Remuneration Committee.
9.	Maximum number of options to be offered and issued per employee and in aggregate, if any	No employee shall be granted options during any 1 (one) year, equal to or exceeding 1% of the issued share capital of the Company (excluding outstanding warrants and conversions) at the time of grant of such options except with the specific approval of the Members of the Company in a general body meeting.

Sl. No.	Particulars	Disclosure
10.	Maximum quantum of benefits to be provided per employee under ESOP Scheme	Any benefit other than grant of options or consequential issue of equity shares is not envisaged under the ESOP Scheme. Accordingly, the maximum quantum of benefit for the employees under the ESOP Scheme is the difference between the exercise price of the options and the market price of the equity shares of the Company as on the date of exercise of options.
11.	Whether the ESOP Scheme is to be implemented and administered directly by the Company or through a trust	ESOP Scheme is to be implemented and administered directly by the Company.
12.	Whether the ESOP Scheme involves new issue of shares by the Company or secondary acquisition by the trust or both	ESOP Scheme involves new issue of shares by the Company. There will not be any secondary acquisition of shares by the Company.
13.	The amount of loan to be provided for implementation of the ESOP Scheme by the Company to the trust, its tenure, utilization, repayment terms, etc.	Not applicable since the ESOP Scheme is to be implemented and administered directly by the Company.
14.	Maximum percentage of secondary acquisition that can be made by the trust for the purposes of the ESOP Scheme	Not applicable.
15.	A statement to the effect that the company shall conform to the accounting policies specified in regulation 15	The Company shall conform to the accounting policies specified in Regulation 15 of SEBI ESOP Regulations.
16.	The method which the Company shall use to value its options	Fair value.
17.	The following statement if applicable: In case the company opts for expensing of share based employee benefits using the intrinsic value, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value, shall be disclosed in the Directors' report and the impact of this difference on profits and on earnings per share ('EPS') of the company shall also be disclosed in the Directors' report'	In case the Company calculates the employee compensation cost using the intrinsic value of the stock options, the difference between the employee compensation cost so computed and the cost that shall have been recognized if it had used the fair value of the employee stock options, shall be disclosed in the Boards' Report and also the impact of this difference on profits and on earnings per share of the Company shall also be disclosed in the Boards' Report.
18.	Period of lock-in	Nil
19.	Terms & conditions for buyback, if any, of specified securities covered under these regulations	Nil
20.	Conditions under which the option vested in employees may lapse, e.g. in case of termination of employment for misconduct	Where the Grantee has dissociated from the Company and is engaged in activities which are materially detrimental to the business or interests of the Company or its employees, all the vested and unvested Options held by the Grantee shall be cancelled partly or in full as a disciplinary measure.
21.	Specified time period within which the employee shall exercise the vested options in the event of a proposed termination of employment or resignation of an employee	In case of termination of service of the Grantee for reason of misconduct, all options, vested and unvested, shall lapse with immediate effect. In the event of an Option Grantee ceasing to be an Employee of the Company because of resignation or termination of employment (other than due to reasons of misconduct of the Employee), then unvested Options held by the Grantee shall forthwith lapse. However, the Option Grantee can exercise the vested Options within the notice period of the grantee/employee.

The Company shall conform to the applicable accounting standards / policies as specified in Regulation 15 of the SEBI ESOP Regulations.

The draft of revised ESOP Scheme with the proposed amendments / variations is available on website of the Company for inspection by the Members up to the date of AGM.

Directors / Key Managerial Personnel / their relatives who are/ may be granted stock options under ESOP Scheme may be deemed to be concerned or interested in the resolution to the extent of stock options granted / to be granted pursuant to the ESOP Scheme and to the extent of their shareholding in the Company, if any.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in

the resolution, except to the extent of their shareholding, if any, in the Company.

The Board of Directors of the Company recommends the resolutions set out at Item Nos. 7 and 8 for approval of the Members as Special Resolution.

By Order of the Board
For **Varun Beverages Limited**

Ravi Batra
Chief Risk Officer &
Group Company Secretary
Membership No. F-5746

Place: Gurugram
Date: February 3, 2022

Address: F-2/7, Okhla Industrial Area,
Phase - I, New Delhi - 110 020

Annexure

Pursuant to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 issued by the Institute of Company Secretaries of India, the following information is furnished about the Directors proposed to be re-appointed:

Name of Director	Mr. Varun Jaipuria (DIN: 02465412)	Mr. Rajinder Jeet Singh Bagga (DIN: 08440479)
i) Date of Birth/Age	November 10, 1987 / 34 years	July 5, 1963 / 58 years
ii) Qualifications	Attended Millfield School, Somerset, England and holds a bachelor's degree in international business from the Regent's University, London. Also completed leadership development program at Harvard Business School.	Post-Graduation in Mechanical Engineering from Indian Institute of Technology, Kanpur
iii) Experience	Mr. Varun Jaipuria is presently working as Whole-time Director of the Company. He has 13 years of experience in the soft drinks industry. He has been with the Company since 2009 and has been responsible for the development of the Company's new business initiatives that includes implementation of sales automation tools.	Mr. Rajinder Jeet Singh Bagga is presently working as Whole-time Director of the Company. He has been associated with the Company since 1996 and is currently heading technical operations of the Company since 2003. He has 25 years of experience with the Company in managing technical operations and execution of projects. Prior to this, he was associated with Eveready Industries India Limited for approximately 10 years and was last working in the capacity of their production manager.
iv) Terms and conditions of appointment / re-appointment	Mr. Varun Jaipuria is a Whole-time Director of the Company, liable to retire by rotation.	Mr. Rajinder Jeet Singh Bagga is a Whole-time Director of the Company, liable to retire by rotation.
v) Details of remuneration sought to be paid	-	-
vi) Last remuneration drawn (Per Annum)	₹ 48.39 million	₹ 40.49 million
vii) Date of first appointment on the Board	January 1, 2009	May 2, 2019
viii) No. of shares held	6,94,47,983	1,94,625
ix) Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Mr. Varun Jaipuria is the son of Mr. Ravi Jaipuria (Non-Executive Chairman)	None
x) No. of Board Meetings attended / held during Financial Year 2021	4/4	4/4
xi) Directorships held in other companies	<ol style="list-style-type: none"> 1. Devyani International Limited 2. Diagno Labs Private Limited 3. Dreamweaver Investment and Business Solutions Private Limited 4. Empire Stocks Private Limited 5. KV Retail Private Limited 6. RJ Corp Limited 	<ol style="list-style-type: none"> 1. Alisha Torrent Closures (India) Private Limited
xii) Chairman/ Member of the Committee of the Board of Directors of the Company	<ol style="list-style-type: none"> 1. Corporate Social Responsibility Committee - Member 	None
xiii) Committees position held in other Companies	<ol style="list-style-type: none"> 1. RJ Corp Limited <ol style="list-style-type: none"> a) Corporate Social Responsibility Committee - Member b) Investment and Borrowing Committee - Member 2. Devyani International Limited <ol style="list-style-type: none"> a) Corporate Social Responsibility Committee - Member 	None
xiv) Resignation from listed entities in the past three years	Nil	Nil

2021

Annual Report



Varun Beverages Limited

Nurture Nature Nature-ally Future



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Nature-ally Future

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With Thrust of Leadership.

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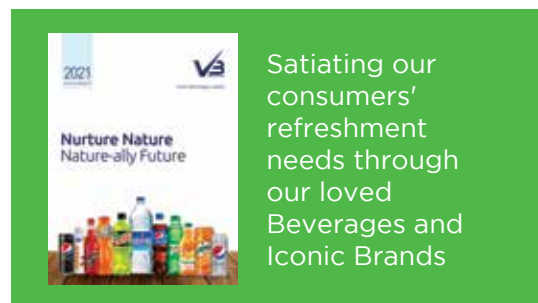
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Read or download the report at:
www.varunpepsi.com

Forward-Looking Statements

This report may contain some statements on the Company's business or financials which may be construed as forward-looking based on the management's plans and assumptions. The actual results may be materially different from these forward-looking statements, although we believe we have been cautious.

Varun Beverages – By The Numbers.

1.35+ Billion 
Customers Covered 

569 Million
Unit Cases* Sold

*a unit case is equal to 5.678 liters of beverage divided in 24 bottles of ~237 ml each

~2 Million 
Retail Outlets Catered

37 
Manufacturing Facilities

10,700+ 
People Employed

6 
Countries



Nurture Nature Nature-ally Future

**This forms the central theme
of Varun Beverages'
sustainable growth objective**

For over three decades, we have established a robust business model to emerge as a key beverage player in India and PepsiCo's second-largest franchisee (outside the United States). Given the vast scale of our operations, we recognize the responsibility upon us to help move towards a world where everyone can thrive.

We are leveraging our expertise to build a more sustainable ecosystem of business processes so that we keep refreshing millions of consumers, while ensuring socio-economic development and a positive impact on the planet.

As much as being the right way forward, the move also holds positive for our business in terms of reducing risks, reinforcing stakeholders' confidence and driving our competitive edge with industry leading sustainability performance. We will continue to drive our integrated sustainability objective - for now and for generations to come.



Our focus areas to lead positive change

01

Reduce negative ecological footprint (plastic waste, water usage, GHG emission) across value chain

02

Provide highest level of food safety and quality products

03

Demonstrate commitment to people and communities by driving inclusive growth

A Thirst to Perform. With Thrust of Leadership.

DELIVERING TODAY. PRESERVING TOMORROW.

We are a key player in India's beverage industry and the second-largest franchisee (outside United States) of PepsiCo. We produce and distribute a wide range of carbonated soft drinks (CSDs), as well as a large selection of non-carbonated beverages (NCBs), including packaged drinking water sold under trademarks owned by PepsiCo. With such a large product portfolio, we are very conscious of the impact on the environment, and hence, have set for ourselves a roadmap towards sustainable development by maintaining optimal energy and water efficiency across our business model.

We currently cover more than 1.35 billion consumers across the world - about 1/6th of the total population. Through our 2 million retail outlets, we continue to satiate their changing preferences and tastes.

GROWING SUSTAINABLY. EXPANDING OUR REACH.

We have franchise rights for various PepsiCo products across 27 States and 7 Union Territories in India, along with franchise for the territories of Sri Lanka, Nepal, Morocco, Zambia and Zimbabwe. We manufacture through our 37 production units, sell and distribute PepsiCo's beverages in pre-defined territories across India and 5 other countries.

CONSERVING AND SERVING, NATURALLY

We have undertaken several sustainability measures across our manufacturing facilities. These include water conservation initiatives such as rainwater harvesting, ponds adoption, development & maintenance, waste-water management on the principles of Reduce, Reuse and Recycle for optimal water consumption. VBL has also engaged with government registered agencies for phased implementation of 100% recycling of used PET bottles through

collection from end users by placing dustbins / reverse vending machines, direct collection from Institutions (Hotels, Banquet Halls, Exhibitions, etc.) and spreading awareness through workshops. In addition, we are undertaking light weighting of preforms for PET bottles across our manufacturing facilities, which will help reduce our plastic usage. In terms of emissions, we have reduced the grams of CO₂e emissions per liter of beverage produced during 2021, as compared to 2020. Additionally, our Energy Efficiency has also improved on a year-on-year basis.



**ENABLING HEALTHY
AND MEANINGFUL
LIVES IN**

2
Continents

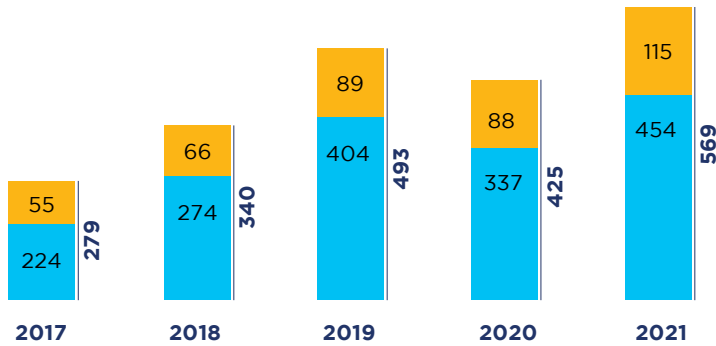
6
Countries

~2
Million Retail Outlets

2,000+
Primary Distributors

Total Sales Volume (In Million Unit Cases)

2017-21: Sales Volume CAGR ~20%



India ■ International ■ Total —

Note: A unit case is equal to 5.678 liters of beverage divided in 24 bottles of ~237 ml each

OUR PRIORITIES AND COMMITMENT

We continue to improve our presence, product mix and utilization levels. We are also increasing our penetration in the newly acquired territories on the back of our robust distribution network, diversifying product portfolio, and greater penetration in rural and semi-rural areas, with an underlying objective of creating sustainable growth for the future.

We continue to be on a strong footing and will keep diligently working towards strengthening our position as a key player in the beverage industry.

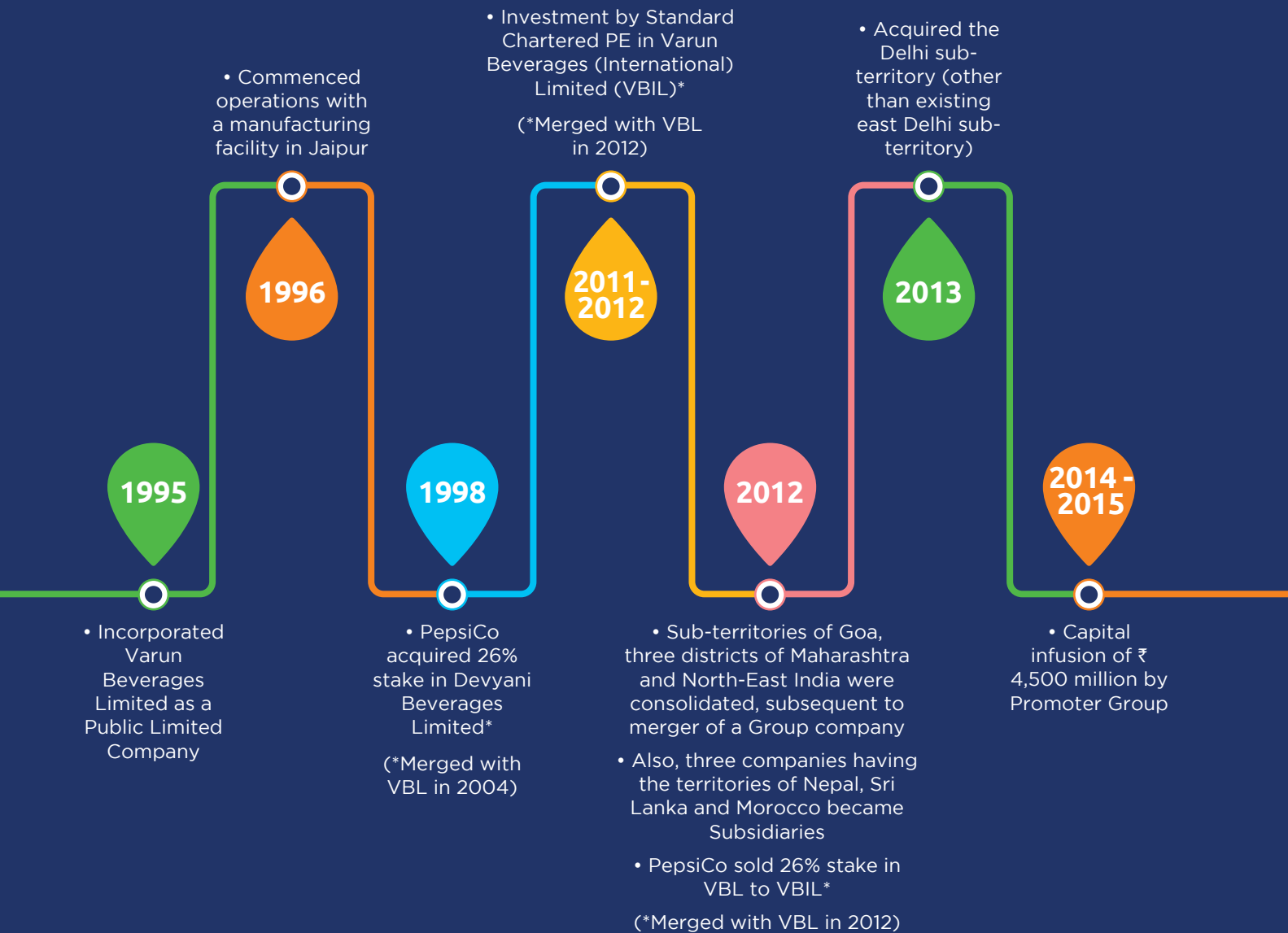
LOOKING AHEAD. DESIGNING A SUSTAINABLE FUTURE.



Delivering and Sustaining Value.

At Varun Beverages, each year has been an action-packed one and has been an integral part of our journey to sharpen our core business. Over these years, we built scale and strength and nurtured the Company, besides moving up the value chain and creating a brighter future for ourselves.

Our Group's ever-expanding relationship of over 30 years with PepsiCo and over 25-years journey of VBL in creating sustainable value.





- Received investment from AION Investment
- Acquired PepsiCo owned Indian sub-territories in parts of Uttar Pradesh, Uttarakhand, Himachal Pradesh, parts of Haryana, Punjab and the Union Territory of Chandigarh

- Acquired PepsiCo's Indian sub-territories across the states of Madhya Pradesh (certain parts) and Odisha
- Acquired the incremental 30% shareholding in Varun Beverages (Zambia) Limited

- Acquired PepsiCo India's previously franchised territories of parts of Maharashtra (14 districts), parts of Karnataka (13 districts) and parts of Madhya Pradesh (3 districts)
- Acquired PepsiCo India's sub-territories across seven states - Gujarat, parts of Maharashtra, parts of Karnataka, Kerala, Tamil Nadu, Telangana and parts of Andhra Pradesh and five union territories of Daman & Diu, Dadra and Nagar Haveli, Puducherry (except Yanam), Andaman & Nicobar Islands and Lakshadweep

2015

2017

2019

2016

2018

2021

- Acquired 60% shareholding in Varun Beverages (Zambia) Limited
- Public listing on NSE and BSE

- Acquired PepsiCo's India's sub-territories in the state of Jharkhand (with production facilities), Chhattisgarh and Bihar
- Acquired sales and distribution rights of Tropicana, Gatorade and Quaker Oats Milk
- Set up a Greenfield production facility in Nepal and Zimbabwe

- Incorporated a new subsidiary - Varun Beverages RDC SAS in the Democratic Republic of Congo

Synergizing. Scaling. Sustaining.

We continue to create synergies from our relationship with PepsiCo, our distribution and manufacturing capabilities including backward integration. We are set to see acceleration ahead, led by distribution expansion, new launches and recovery in volumes.

SOLIDIFYING OUR INFRASTRUCTURE

100+	Depots
2,000+	Primary Distributors
2,500+	Owned Vehicles

OUR PRESENCE: 6 COUNTRIES

South Asian Sub-Continent

- ▶ India
- ▶ Sri Lanka
- ▶ Nepal

~81%

Contribution to Net Revenues

Africa

- ▶ Morocco
- ▶ Zambia
- ▶ Zimbabwe

~19%

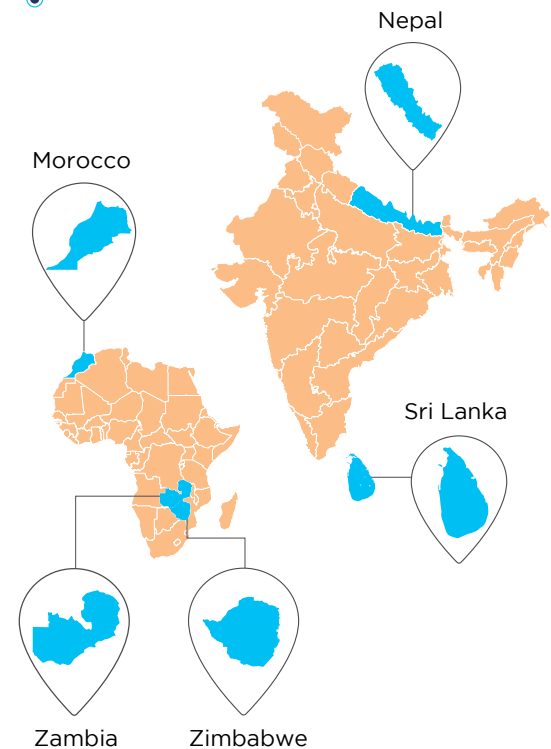
Contribution to Net Revenues

A well-spread distribution network, India

VBL INDIA SUB-TERRITORIES

- | | |
|---------------------|------------------------------|
| 1 Punjab | 19 Madhya Pradesh |
| 2 Himachal Pradesh | 20 Odisha |
| 3 Uttarakhand | 21 Chhattisgarh |
| 4 Delhi | 22 Jharkhand |
| 5 Haryana | 23 Bihar |
| 6 Rajasthan | 24 Sikkim |
| 7 Arunachal Pradesh | 25 Gujarat |
| 8 Assam | 26 Karnataka |
| 9 Meghalaya | 27 Kerala |
| 10 Manipur | 28 Tamil Nadu |
| 11 Mizoram | 29 Telangana |
| 12 Nagaland | 30 Daman & Diu |
| 13 Tripura | 31 Dadra and Nagar Haveli |
| 14 Uttar Pradesh | 32 Puducherry (except Yanam) |
| 15 West Bengal | 33 Andaman & Nicobar Islands |
| 16 Maharashtra | 34 Lakshadweep |
| 17 Goa | |
| 18 Chandigarh | |

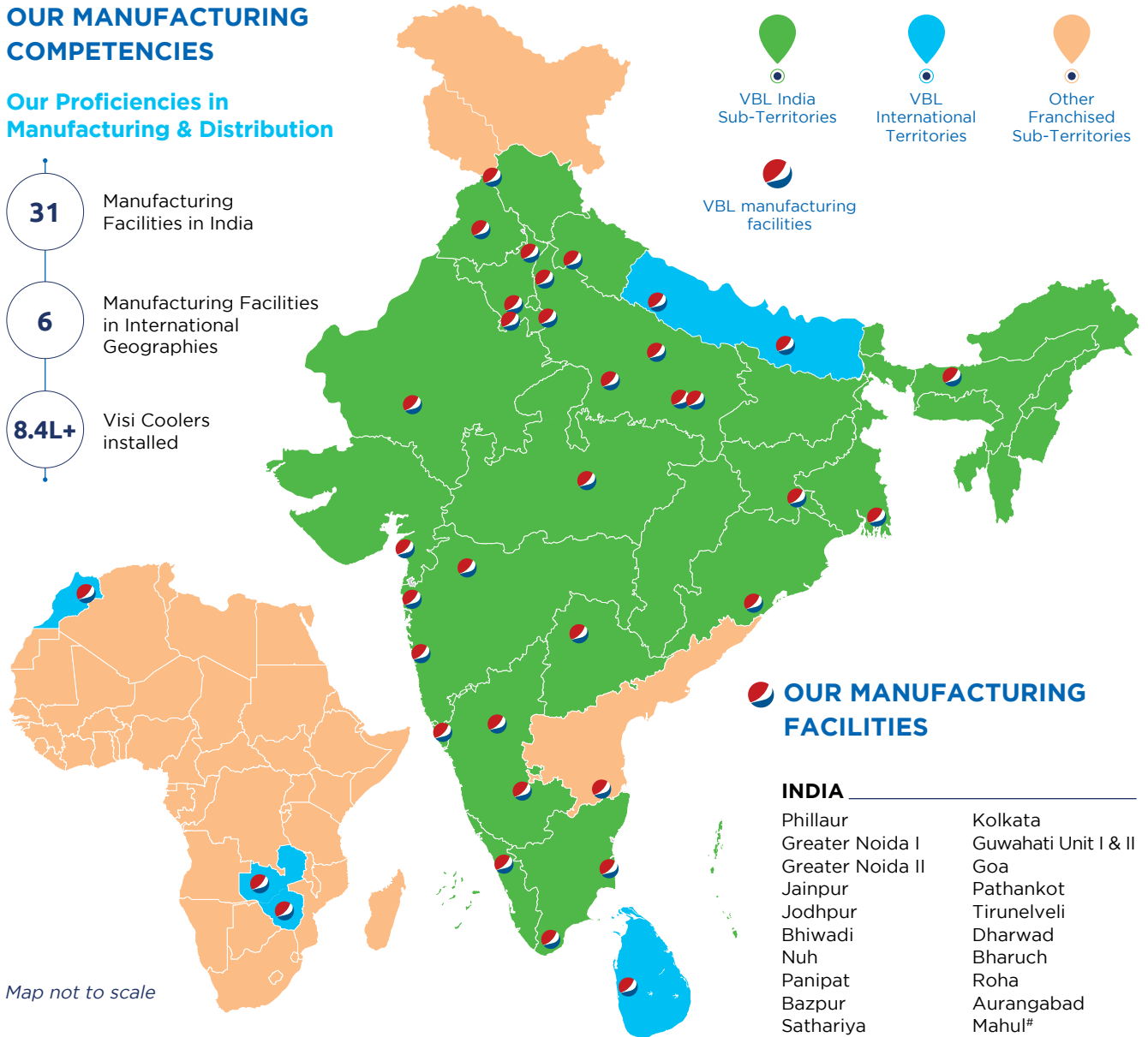
VBL INTERNATIONAL TERRITORIES



OUR MANUFACTURING COMPETENCIES

Our Proficiencies in Manufacturing & Distribution

- 31 Manufacturing Facilities in India
- 6 Manufacturing Facilities in International Geographies
- 8.4L+ Visi Coolers installed



Map not to scale

OUR MANUFACTURING FACILITIES

INDIA

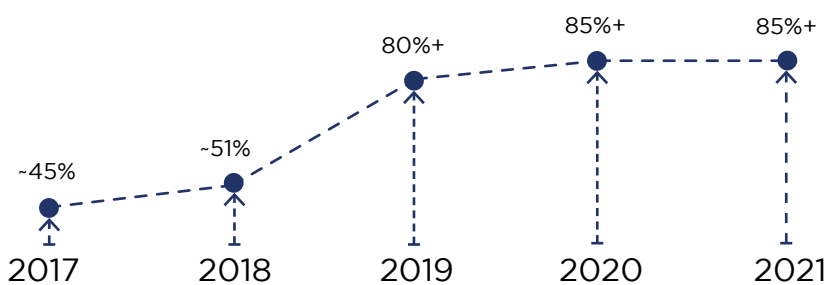
- | | |
|------------------|----------------------|
| Phillaur | Kolkata |
| Greater Noida I | Guwahati Unit I & II |
| Greater Noida II | Goa |
| Jainpur | Pathankot |
| Jodhpur | Tirunelveli |
| Bhiwadi | Dharwad |
| Nuh | Bharuch |
| Panipat | Roha |
| Bazpur | Aurangabad |
| Sathariya | Mahul [#] |
| Sathariya II | Nelamangala |
| Kosi | Palakkad |
| Sandila | Mamandur |
| Mandideep | Sangareddy |
| Jamshedpur | Sri City |
| Cuttack | |

INTERNATIONAL

- | | |
|-----------|----------|
| Nepal I | Morocco |
| Nepal II | Zambia |
| Sri Lanka | Zimbabwe |

[#]For land & building, company has short term leasehold rights

INCREASING OUR CONTRIBUTION TO PEPSICO'S INDIA BEVERAGE SALES VOLUMES



Nature-ally Efficient.

We continue to create long-term value through our presence, product mix and capacity. With an increasing penetration on the back of a robust distribution network and diversifying product portfolio, we have created a sustainable operating efficiency at our manufacturing facilities. Our future endeavor is to ensure that our manufacturing and distribution operations lead to a net positive impact on the global environment.



MANUFACTURING

Solid Infrastructure

- 37 state-of-the-art manufacturing facilities



DISTRIBUTION AND WAREHOUSING

Robust Supply Chain

- 100+ Depots
- 2,500+ Owned Vehicles
- 2,000+ Primary Distributors



CUSTOMER MANAGEMENT

Demand Delivery

- Installed 8.40 Lakh+ Visi Coolers
- VBL - Local level promotion and in-store activation
- PepsiCo - Brand development and consumer marketing



COST EFFICIENCIES

Margin Expansion

- Product optimization
- Backward integration
- Innovation in packaging and others



IN-MARKET EXECUTION

Market Share Gains

- Experienced region-specific sales team
- Responsible for category value/volume growth
- Responsible for reaching out to every 6th person in the world



CASH MANAGEMENT

ROE Expansion/Future Growth

- Working capital efficiencies
- Disciplined capex investment
- Territory acquisition



Nurturing The Partnership for Over Three Decades.

We have a 30+ years strategic association with PepsiCo since 1991 and have been nurturing this relationship year-on-year. Today, we account for

>85%
of PepsiCo's beverage sales volume in India.

Win-win partnership

We engage in manufacturing, distribution and market dynamics to augment sales and strengthen PepsiCo's brand equity. PepsiCo has been granting us additional territories and product licenses to engage further with us.

Satiating PepsiCo's demand

We leverage our well-oiled distribution model and infrastructure. We have been growing on the strength of our distribution network and the chilling equipment. With this, and with better Visi-cooler penetration, and our diversified product portfolio, we have been growing our footprint and fulfilling PepsiCo's demand.

Integrated across the value chain

We are covering the entire value chain through our manufacturing, selling and robust distribution capabilities; and our supply chain network for PepsiCo's beverages.

Gaining market share

We are adding newer geographies and increasing our penetration in the newly acquired territories on the back of our robust distribution network and our diversified portfolio for stronger demand traction.

Delivering sustainable growth

We are delivering long-term sustainable value and growth by satiating changing preferences of the consumers. We will continue to work towards strengthening our position as a key player in beverage industry.



PepsiCo Demand Creation

- Trademarks
- Formulations through Concentrate
- Product and Packaging Innovation through investment in R&D
- Consumer Pull Management (ATL) - Brand development

VBL Demand Delivery

- Production Facilities
- Sales & Distribution - GTM & Logistics
- In-Outlet Management - Visi Coolers
- Consumer Push Management (BTL) - Market share gains

Chairman's Message.



Even in a seasonally soft quarter, the Company reported profits for the first time ever in Q4 of the year on account of better business efficiencies, cost rationalization strategies, lower financing cost, and healthy volume recovery in the international territories.

Dear Shareholders,

It gives me immense pleasure to place before you the 27th Annual Report of the Company.

OVERVIEW

We started the year on a healthy note supported by a steady macro-environment as consumption was almost nearing normalcy following the nationwide lockdown in 2020. This enabled us to deliver a healthy performance in the first quarter of 2021. However, the disruptive second wave of COVID-19 infections in the country resulted in localized, micro lockdowns and restrictions, in the months of April and May. With the period of March to May being a key season for the Company's product portfolio, these disruptions moderated our domestic business performance. Encouragingly, with the learnings from 2020, the team had all the necessary protocols in place to handle and mitigate the

business impact to a large extent. As lockdowns and curbs started easing from June onwards, we witnessed a strong recovery in demand that brought back the growth momentum. Improved offtake across our international territories further aided growth during the year under review.

Against this backdrop, Varun Beverages Limited (VBL) delivered a strong and resilient performance, delivering a topline growth of 37% in CY21. Our international territories also registered an encouraging performance despite the disruption. We continue to sustain the cost-optimization measures that we had undertaken during the pandemic period. Despite a decline in our gross margins due to higher pet

prices, our cost optimization measures in combination with higher operating leverage on the back of strong volume growth has translated to enhanced operating performance in 2021. We are further encouraged that even in a seasonally soft quarter, the Company reported profits for the first time ever in Q4 of the year on account of better business efficiencies, cost rationalization strategies, lower financing cost, and healthy volume recovery in the international territories.

NEW UPCOMING PLANTS AT BIHAR AND JAMMU & KASHMIR

During the year, as a key step towards our sustainability objectives, the Board of Directors approved to set up a new plant

for the manufacturing of plastic preforms and plastic closures at Jammu & Kashmir that will help us further improve our backward integration. Additionally, the Company will also be setting up a new plant for manufacturing of carbonated soft drinks, juice-based drinks, and packaged drinking water at Bihar. This move will enable us to grow our presence closer to our customers, increase penetration, and garner a higher market share. We believe it is a high potential market that offers long-term, sustainable growth opportunities.

INCORPORATION OF A NEW COMPANY 'VARUN BEVERAGES RDC SAS' IN DEMOCRATIC REPUBLIC OF CONGO

During the year, the Company incorporated a new company



The Company will be setting up a new plant for manufacturing of carbonated soft drinks, juice-based drinks, and packaged drinking water at Bihar. This move will enable us to grow our presence closer to our customers, increase penetration, and garner a higher market share.

namely 'Varun Beverages RDC SAS' in the Democratic Republic of Congo (DRC), in Africa. This move is aimed at initially importing finished products (carbonated and non-carbonated beverages) from Morocco and Zambia and distributing them in DRC to test and establish the market before setting up a manufacturing facility locally in due course of time.

DIVIDEND & BONUS ISSUE

We operate our business in a sustainable way so as to benefit all our stakeholders. An important component of delivering value to our shareholders and earning their trust over the long term is returning capital in a consistent and transparent way. Therefore, the Company's Board of Directors agreed to formalize a dividend strategy with the Company's listing in November 2016. It has been consistently declaring dividends since its listing.

In line with the guidelines of this dividend policy, the Board of Directors have recommended an interim dividend of ₹ 2.50 per share during the year, resulting in net cash outflow of ₹ 1,082.6 million.

In addition to this, the Board proposed and approved a Bonus issue of equity shares in the proportion of 1 equity share for each of the 2 equity shares held by eligible shareholders.

MESSAGE TO STAKEHOLDERS

We have delivered an encouraging set of results during the year, despite a soft operating environment due to the pandemic-induced lockdowns and restrictions during the peak season. We have been able to drive this strong

performance on the back of our end-to-end execution capabilities and presence across the entire beverage value chain. During the year, we strengthened our distribution and reach, fortified our product portfolio with new launches, and improved market share across existing territories, all this while also managing our costs effectively and maintaining the strength of our balance sheet.

As we enter CY22, we are on a strong footing. The third wave of COVID-19 has not had any significant impact on our business. We are seeing a healthy pick-up in the overall economic activity across the country, which is translating into an improved consumption trend. Considering the higher vaccination drives and supportive fundamentals, we expect the demand momentum to keep strengthening in the coming months. On the whole, we continue to undertake several initiatives to sustain and enhance the pace of our growth and to further strengthen our market position in the beverage industry.

VOTE OF THANKS

I take this opportunity to express my gratitude to all our stakeholders that supported us through the challenges and firmly stood with us amidst the adversity. I also extend my sincere thanks to the Board for its whole-hearted guidance and support. We will continue to value the guidance and support of all our stakeholders as we emerge stronger from this global crisis and move ahead to an even brighter future.

Warm Regards,

RAVI JAIPURIA
Chairman

Sustainably Refreshing. Refreshingly Effervescing.

OUR DIVERSIFIED PRODUCT PORTFOLIO

Carbonated Soft Drinks



Pepsi



Pepsi Black



Pepsi Diet



Mirinda



Mountain Dew



7UP



Evervess



**7UP Nimbooz
Masala Soda**



**Mountain
Dew Ice**

Fruit Pulp/Juice-based Drinks



Tropicana 100%



Tropicana Delight



Tropicana Slice



7-UP Nimbooz

Sports Drink



Getorade - Blue Bolt, Lemon, Orange

Packaged Water



Aquafina

Energy Drink



Sting Energy

Ice Tea



Lipton - Peach, Lemon

Dairy-based Beverages*



Mango Shake



Cold Coffee



Belgian Choco



Kesar Badam



Elaichi

*Note: Creambell trademark, an established brand, has been licensed to be used by VBL for ambient temperature value-added dairy.

Conserving, Nurturing and Delivering Growth.

A resilient business model, backward integration, higher operating leverage, enhanced traction in domestic demand, and growing distribution network has been leading us towards sustainable growth and margins.

FINANCIAL HIGHLIGHTS

Net Sales

(₹ Million)



36.8% ↑

EBITDA

(₹ Million)



37.7% ↑

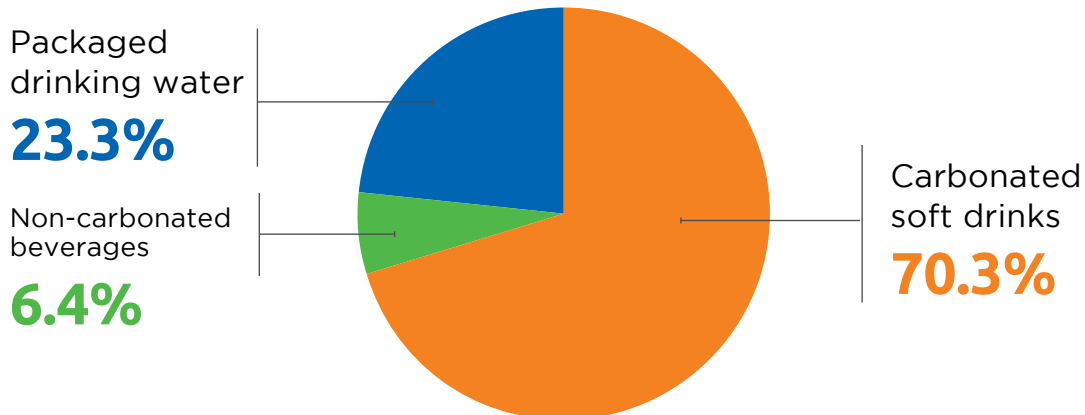
Profit After Tax

(₹ Million)



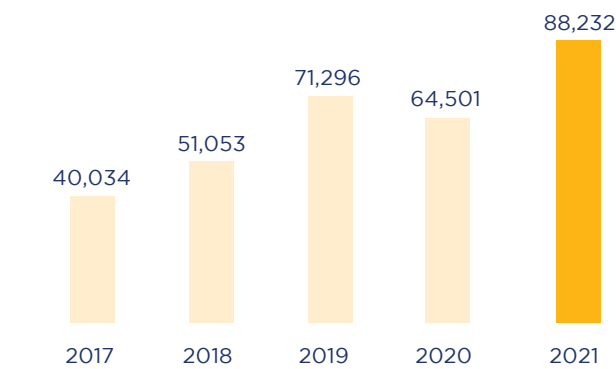
108.8% ↑

SEGMENT-WISE SALES VOLUMES



Net Revenue

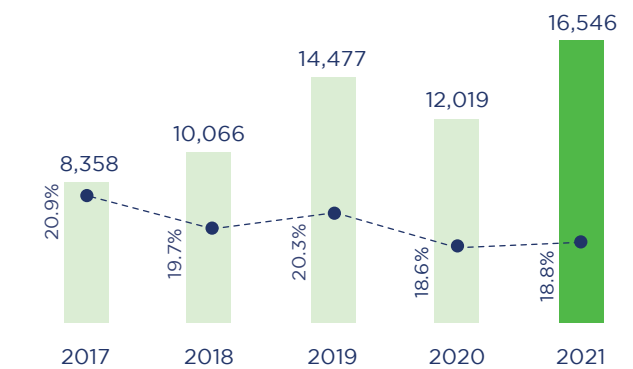
CAGR 2017-21 - 21.8%



(₹ in Million)

EBITDA and EBITDA Margin

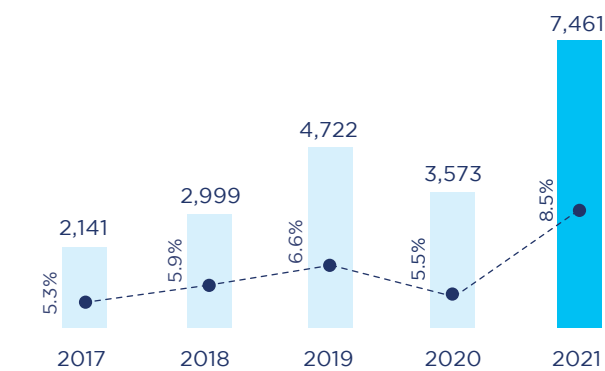
CAGR 2017-21 - 18.6%



(₹ in Million) ●●● (%)

PAT and PAT Margin

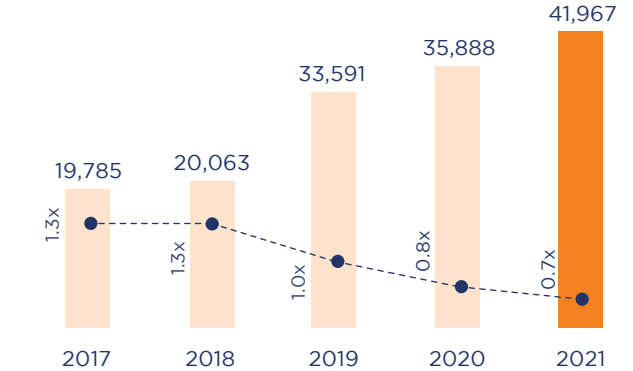
CAGR 2017-21 - 36.6%



(₹ in Million) ●●● (%)

Net Worth and Net Debt-Equity Ratio

CAGR 2017-21 - 20.7%



(₹ in Million) ●●● (x)

Board of Directors.



Ravi Jaipuria
Promoter & Chairman

He is the promoter of the Company and has over three decades of experience in conceptualizing, executing, developing and expanding food, beverages and dairy business in South Asia and Africa. He has completed higher secondary education from Delhi Public School, Mathura Road, New Delhi. He has an established reputation as an entrepreneur and business leader and is the only Indian Company's promoter to receive PepsiCo's award for International Bottler of the Year, awarded in 1997. He was also awarded the 'Distinguished Entrepreneurship Award' at the PHD Chamber Annual Awards for Excellence 2018.



Varun Jaipuria
Promoter & Whole-time Director

He attended Millfield School, Somerset, England and a degree course in international business from the Regent's University, London. He has 13 years of experience in the soft drinks industry and has also completed a program for leadership development at the Harvard Business School. He has been with the Company since 2009 and has been responsible for the development of Company's new business initiatives that includes implementation of sales automation tools.



Raj Gandhi
Whole-time Director

Mr. Raj Gandhi is a member of the Institute of Chartered Accountants of India. Out of his total 41 years of experience, 29 years of experience is with the Group itself. He is instrumental in formulating the company's strategy, diversification, expansion, mergers and acquisitions, capex planning and capital/fund raising. He enjoys a rich relationship with institutional investors and lenders.



Kapil Agarwal
Whole-time Director and CEO

He holds a bachelor's degree in commerce from the University of Lucknow and has attended the post-graduation diploma course in business management from the Institute of Management Technology, Ghaziabad. He has been associated with the Company since incorporation and currently heads the operations and management. He has 30 years of experience with the Group in sales and marketing.



Rajinder Jeet Singh Bagga
Whole-time Director

He holds a master's degree in mechanical engineering from the Indian Institute of Technology, Kanpur. He has been associated with the Company since 1996 and is currently heading technical operations since 2003. He has an experience of 25 years with the Company in managing technical operations and execution of projects. Prior to this, he was associated with Eveready Industries India Limited for approximately 10 years and was last working in the capacity as their production manager.

**Dr. Naresh Trehan***Independent Director*

He holds a bachelor's degree in Medicine and Surgery from the University of Lucknow and has been certified as a renowned Cardiothoracic Surgeon by the American Board of Thoracic Surgery. He has trained and practiced at New York University Medical Center at Manhattan USA from July 1, 1971 to June 30, 1975 and is an honorary fellow at the Royal Australasian College of Surgeons. He has received many prestigious awards, including the Padma Bhushan Award, presented by the Government of India.

**Dr. Ravi Gupta***Independent Director*

He holds a bachelor's degree and a master's degree in commerce from the University of Delhi. He also holds a bachelor's degree in law and a doctorate in philosophy for his thesis on 'Country Risk Analysis in Investment Financing Decision Making' from the University of Delhi. Till recently, he was employed as an Associate Professor in the commerce department of Shri Ram College of Commerce, University of Delhi.

**Pradeep Sardana***Independent Director*

He holds a bachelor's degree in mechanical engineering from the Indian Institute of Technology, Delhi. He has 51 years of experience (41 years in service and 10 years in consultancy). He is presently the CEO of PM Consulting, a consultancy firm in the field of food, beverages, FMCG and other industries. Previously worked at senior management level with renowned companies including Polyplex Hydro Group, PepsiCo, Hindustan Lever Limited and Union Carbide and has successfully handled diverse assignments.

**Rashmi Dhariwal***Independent Director*

She holds a bachelor's degree in Arts from the University of Delhi and is a practicing advocate at the Calcutta High Court since 1978. She is also the chairperson of a non-profit organization called Prayatn which provides education to underprivileged children. She has also worked in several leading firms in India including Khaitan & Co, Calcutta and Delhi, Mulla & Mulla, Mumbai and also in the Philippines.

**Sita Khosla***Independent Director*

She holds a bachelor's degree in law from the University of Delhi and is enrolled with the Bar Council of Delhi since 1987. She practices in the areas of corporate, contract and commercial laws since 1992. She has been involved in providing advice on a wide range of issues from company formation, corporate governance and regulatory compliance to mergers and acquisitions, corporate restructuring, joint ventures, foreign investments, exchange control regulations and securities laws.

Sustaining Value. Winning With Our Consumers.



1997

Mr. Ravi Jaipuria,
the only Indian Company's promoter to have received PepsiCo's International Bottler of the Year Award in 1997

2016

- VBL India - FOBO Unit of the Year
- Varun Beverages Lanka (Private) Limited - FOBO Country of the Year

2017

- Varun Beverages (Nepal) Private Limited - Best Unit of the Year
- Varun Beverages Lanka (Private) Limited - Donald M Kendall Award by PepsiCo for Small Developed Markets
- VBL Sonarpur Plant - Best Plant of the Year
- VBL Sonarpur Plant - CII Award for Food Safety

2018

- National Best Employer Award by ET Now, in collaboration with World HRD Congress
- Distinguished Entrepreneurship Award in the PHD Annual Awards for Excellence 2018 to Mr. Ravi Jaipuria

2019

- Varun Beverages Limited - Bottler of the Year 2019 by PepsiCo in South Asia Region
- Winner of Best FMCG Corporate Governance India 2019 awarded by Capital Finance International (UK)
- Varun Beverages Limited - Global Best Employer Award Brands 2020 (Best HR Strategy in line with business) presented by ET Now
- National Best Employer Brands Award for 2019, presented by Employer Branding Institute India



2020

- Winner of Best FMCG Corporate Governance India 2020 awarded by Capital Finance International (UK)
- Winner of Bottler of the Year, 2019 by PepsiCo in AMESA sector (Africa, Middle East and South Asia) received in 2020

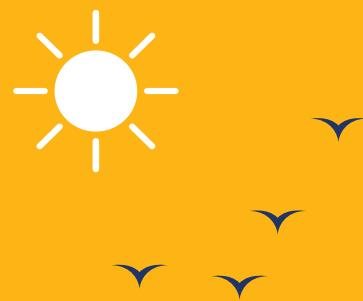
2021

- Winner of Best FMCG Corporate Governance India 2021 awarded by Capital Finance International (UK) (third successive year)





Nurturing Nature.



During the past years, our focus on sustainability made it possible for us to successfully create value over the long term. We are aligning ourselves with global sustainable goals with a strong focus on responsible production, consumption, health and well-being, and setting the roadmap for a fairer and sustainable future.



01 Plastic Waste Management

PET resin is one of the main raw materials used as packaging material for the Company’s finished products. These are high-quality, food-grade, virgin PET chips that can be recycled easily to manufacture various products for diverse industries and end-use. During CY21, we consumed 78,500 MT PET resins for the finished product. We have undertaken the following measures towards management of plastic waste.

Plastic Usage Reduction

Through light-weighting of Pre-forms and Closures of PET bottles, we intend to reduce the usage of plastic. Phase-wise implementation of certain SKUs is under process.

Weight Reduction of Pre-forms (grams)

Pack Size	2010-14	2015-19	2020-22	Net reduction
600 ML	25.5	22.2	22.2	12.9%
750 ML	34.7	30.7	27.1	21.9%
1.0 L	21.0	21.0	19.0	9.5%
1.25 L	36.0	34.7	32.5	9.7%
2.25 L	52.5	50.7	47.0	10.5%

Weight Reduction of Closures (grams)

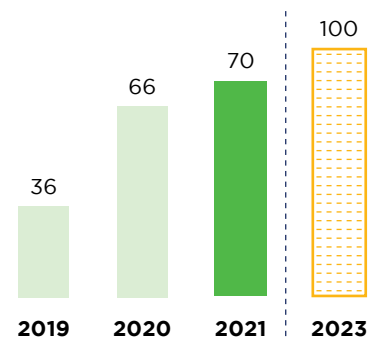
Category	2010-14	2015-19	2020-22	Net reduction
CSD/Juice	3.15	2.75	2.35	25.4%
Water	1.70	1.50	1.35	20.6%

Plastic Waste Recycling

VBL engaged GEM Enviro Management Private Limited for phased implementation of 100% recycling of used PET bottles by collecting it directly from end-users by placing dustbins and reverse vending machines, and by way of direct collection from institutions (such as hotels, banquet halls and exhibitions) and spreading awareness through workshops.

Headquartered in Delhi, GEM Enviro Management Private Limited is a Central Pollution Control Board (CPCB) recognized PRO (Producer Responsible Organization), which specializes in collection and recycling of packaging waste and promotion of recycled green products like T-shirts and bags made from recycling of waste material, such as used PET bottles. During CY21, 70% of the PET resin consumed was recycled, as compared to 66% during CY20.

Recycling of Plastic Waste (%)*



2023 (Target for a non-COVID year)

* This is plastic waste recycled per Kg of PET sold in finished products. Plastic waste includes PET, shrink film, plastic closures, labels and laminates post consumption

02 Being Water Positive

VBL has engaged TUV India Private Limited, a subsidiary of TUV NORD Germany, to audit the Company’s water footprint assurance. This is done by checking water mass balance and initiatives adopted towards water conservation and water recharge. Founded in 1869, TUV Nord Group is one of the world’s largest inspection, certification and testing organizations with presence across 70 countries globally. The scope of the audit covered all our manufacturing plants located in India.

Accordingly, 100% of the water discharged from our manufacturing facilities goes to effluent treatment plants that ensure sufficient quality of discharged water. About 20 of our manufacturing plants, contributing 69% of the total production in CY21, fall in the “Safe” category of Central Ground Water Authority of India or use surface water.

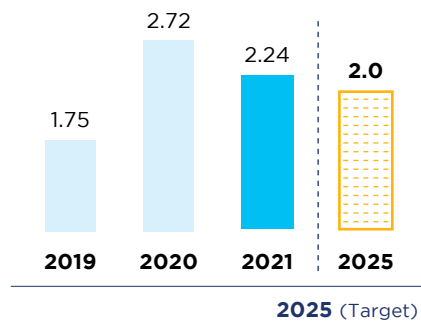
Our key water conservation initiatives included rainwater harvesting, ponds adoption, development and maintenance and waste water management on the principles of Reduce, Reuse and Recycle for optimal water consumption. Our efforts towards water recharge continued, however, sales volume declined in CY20 due to the pandemic, resulting in better water recharge ratio in that year.

Key findings of the Report

Parameter (In Million KL)	CY19	CY20	CY21*
Total Water Consumption (A)	4.12	3.74	4.86
Beverage Production (B)	2.12	1.95	2.57
Water Usage Ratio (A/B)	1.94 times	1.92 times	1.89 times
Water Recharge (C)	7.22	10.19	10.22
Water Recharge Ratio (C/A)	1.75 times	2.72 times	2.24 times
No. of ponds adopted	103	108	110

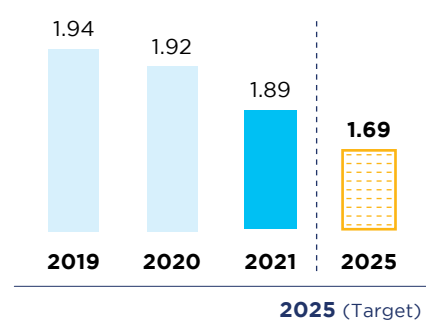
*Provisional

Water Recharge Ratio*



*Total water recharged per liter of water consumed

Water Usage Ratio*



*Liters of water consumed per liter of beverage produced

03 Climate Action

VBL has engaged Deutsche Quality Systems India Pvt. Ltd. (DQS India) for conducting carbon footprint assessment and verification across all its locations in India, including its manufacturing plants, warehouses, corporate office and sales offices. This covered Scope 1, 2 and 3 emission sources. DQS India is an internationally reputed independent field expert and the Indian subsidiary of DQS Holding GmbH, one of the leading Management System Certification, Assessment and Training organizations globally.

Scope 1 and 2 emissions are verified according to the requirements of ISO 14064-1. Scope 1 includes direct Green House Gas (GHG) emissions from fuels and gases consumed by sources owned or controlled by the Company. Scope 2 includes indirect GHG emissions associated with purchase of electricity, excluding electricity purchased for backward integration. Scope 3 emissions include energy consumption, refrigerant emission of visi-coolers placed with retailers and fuel consumption from employee commuting, business travel by air, rail and road, and upstream/downstream transportation.

Key findings of the Report

GHG Emissions	Million Kg CO ₂ e		Grams/Liter*	
	CY20	CY21	CY20	CY21
Scope 1	23.91	29.46	12.29	11.48
Scope 2	129.11	178.44	66.33	69.54
Scope 3	537.68	624.44	276.25	243.35
Total	690.70	832.34	354.87	324.37

*Grams per liter = Grams of CO₂e emissions per liter of beverage produced during the year

Our Energy Efficiency* (Liter/kWh)

11.8

2020

12.6

2021

6.7% 

*Energy efficiency = Liters of beverage produced per unit (in kWh) of electrical energy consumption in plants (excluding energy consumed for backward integration)

Corporate Information.

Board of Directors

Category	Name of Director
Non-Executive Chairman	Mr. Ravi Jaipuria
Executive/Whole-time Directors	Mr. Varun Jaipuria Mr. Raj Gandhi Mr. Kapil Agarwal Mr. Rajinder Jeet Singh Bagga
Non-Executive, Independent Directors	Dr. Naresh Trehan Dr. Ravi Gupta Mr. Pradeep Sardana Ms. Rashmi Dhariwal Ms. Sita Khosla

Chief Executive Officer

Mr. Kapil Agarwal

Chief Financial Officer

Mr. Rajesh Chawla

Chief Risk Officer & Group Company Secretary

Mr. Ravi Batra

Joint Statutory Auditors

M/s. Walker Chandiok & Co. LLP

Chartered Accountants,
New Delhi

M/s. APAS & Co. LLP

Chartered Accountants,
New Delhi

Corporate Office

RJ Corp House, Plot No. 31,
Institutional Area, Sector-44,
Gurugram - 122 002

Registered Office

F-2/7, Okhla Industrial Area, Phase-I
New Delhi - 110 020

Registrar and Transfer Agent

Link Intime India Private Limited

Noble Heights, 1st Floor, Plot No. NH 2, LSC
C-1 Block, Near Savitri Market, Janakpuri
New Delhi - 110 058

Tel: +91-11-49411000 | **Fax:** +91-11-41410591

Email: delhi@linkintime.co.in | **Website:** www.linkintime.co.in

Bankers

Axis Bank Limited
Cooperatieve Rabobank U.A.
DBS Bank Limited
HDFC Bank Limited
ICICI Bank Limited
IDFC FIRST Bank Limited
IndusInd Bank Limited
JPMorgan Chase Bank N.A.
Kotak Mahindra Bank Limited
RBL Bank Limited
The Federal Bank Limited
The Hongkong and Shanghai Banking Corporation Ltd
YES Bank Limited

Board's Report

Dear Members,

Your Directors have pleasure in presenting the 27th (Twenty Seventh) Annual Report on the business and operations of your Company along with the Audited Financial Statements for the Financial Year ended December 31, 2021.

Financial Performance

The financial performance of your Company for the Financial Year ended December 31, 2021 is summarized below:

(₹ in Million)

Particulars	Standalone		Consolidated	
	Financial Year ended December 31, 2021	Financial Year ended December 31, 2020	Financial Year ended December 31, 2021	Financial Year ended December 31, 2020
Total Revenue	66,530.44	49,484.43	90,262.16	65,927.63
Total Expenses	59,715.22	46,792.34	80,196.08	61,637.29
Profit before tax after exceptional items	6,815.22	2,026.80	10,066.08	3,625.05
Less: Tax Expenses/(Credit)	1,920.35	(237.49)	2,605.56	52.34
Profit after tax	4,894.87	2,264.29	6,940.52*	3,289.95*
Balance brought forward from last year	10,074.42	8,619.78	8,042.43	5,560.11
Balance carried over to Balance Sheet	13,942.96	10,074.42	13,967.42	8,042.43
General Reserve	444.26	444.26	444.26	444.26
Other Reserves	25,268.66	26,712.10	22,057.07	23,866.43
Reserves & Surplus carried to Balance Sheet	39,655.88	37,230.78	36,468.75	32,353.12

*After adjustment on account of non-controlling interest.

Consolidated Financial Statements

The Consolidated Financial Statements of your Company for the Financial Year 2021 are prepared in compliance with the applicable provisions of the Companies Act, 2013 ('the Act'), Indian Accounting Standards ('Ind AS') and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ['SEBI (LODR) Regulations'] which shall also be provided to the Members in their forthcoming Annual General Meeting ('AGM').

State of the Company's Affairs

Your Company has presence in 27 States and 7 Union Territories in India and 5 other countries across the world (viz. Nepal, Sri Lanka, Morocco, Zambia & Zimbabwe). Further, Company is having 37 manufacturing facilities (31 in India and 6 in International Geographies) with more than 2,500 owned vehicles, more than 2,000 primary distributors and more than 100 depots. The Company continues to create long-term value through different facets of its business and improve its presence, product mix and utilisation levels. With an increasing penetration on the back of a robust distribution network and diversifying product portfolio, the Company has created a sustainable operating efficiency at its manufacturing facilities.

Deposits

Your Company has not accepted any deposits during the year under review falling within the ambit of Section 73 of the Act and the Companies (Acceptance of Deposits) Rules, 2014.

Transfer to General Reserve

During the year under review, your Company has not transferred any amount to General Reserve.

Change in the Nature of Business, if any

During the year under review, there was no change in the nature of business of the Company.

Dividend Distribution Policy

The Board of Directors of the Company in their meeting held on August 9, 2017 approved and adopted a Policy on Distribution of Dividend to comply with Regulation 43A of SEBI (LODR) Regulations and the same is uploaded on website of the Company at <https://varunpepsi.com/wp-content/uploads/2019/03/Dividend-Distribution-Policy.pdf>

Dividend

During the year under review, the Board of Directors in their meeting held on August 2, 2021 declared an interim dividend of ₹ 2.50 per Equity Share (face value of ₹ 10/- per Equity Share) to the eligible equity shareholders of the Company. The Board of Directors do not recommend any final dividend for the Financial Year 2021.

Your Company has transferred the unpaid or unclaimed interim dividend to the Unclaimed Dividend Account - Varun Beverages Limited and the details of unpaid and unclaimed dividend amount lying in the said Accounts (maintained with HDFC Bank Limited for the dividend declared in 2017, Yes Bank Limited for the dividend declared in 2018, IndusInd Bank Limited for the dividend declared in 2019, Axis Bank Limited for the dividend declared in 2020 and IndusInd Bank Limited for the dividend declared in 2021) are uploaded on website of the Company at <https://varunpepsi.com/corporate-governance/>

Acquisition Guidelines

Your Company applies stringent strategic and financial criteria to any potential acquisition or partnership and to enhance transparency, the Board of Directors of the Company in their meeting held on August 9, 2017 approved and adopted Acquisition Guidelines for Company's M&A activities for viable acquisitions and the same is uploaded on website of the Company at <https://varunpepsi.com/wp-content/uploads/2017/08/VBL-Guidelines-for-Acquisition-in-India.pdf>

Bonus Issue

During the year under review, your Company has issued and allotted 144,344,360 Bonus Equity Shares in the proportion of 1:2 (i.e. one equity share for every two equity shares) to the eligible Members whose names appeared in the Register of Members / list of beneficial owners as on the record date fixed for this purpose.

As part of the aforesaid allotment, 16,857 Bonus Equity Shares representing fractional entitlement(s) of 33,714 eligible Members were consolidated and allotted to "Varun Beverages Limited - Bonus Issue Fractional Shares Trust" ('Trust') created for the purpose of selling and distributing the net sale proceeds among the eligible Members in proportion to their respective fractional entitlement. The aforesaid 16,857 Equity Shares were sold by the Trust on August 5, 2021 and the net sale proceeds of the same were distributed to the eligible Members.

Share Capital

The Authorized Share Capital of the Company is ₹ 10,000,000,000/- (Rupees Ten Billion only) divided into 500,000,000 (Five Hundred Million) Equity Shares

of face value of ₹ 10/- (Rupees Ten only) each and 50,000,000 (Fifty Million) Preference Shares of face value of ₹ 100/- (Rupees One Hundred only) each. During the year under review, there was no change in the Authorized Share Capital of the Company.

During the year under review, the Issued, Subscribed and Paid-up Equity Share Capital of your Company was increased from ₹ 2,886,887,200/- (Rupees Two Billion Eight Hundred Eighty Six Million Eight Hundred Eighty Seven Thousand and Two Hundred only) divided into 288,688,720 (Two Hundred Eighty Eight Million Six Hundred Eighty Eight Thousand Seven Hundred and Twenty) Equity Shares of face value of ₹ 10/- (Rupees Ten only) each to ₹ 4,330,330,800/- (Rupees Four Billion Three Hundred Thirty Million Three Hundred Thirty Thousand and Eight Hundred only) divided into 433,033,080 (Four Hundred Thirty Three Million Thirty Three Thousand and Eighty) Equity Shares of face value of ₹ 10/- (Rupees Ten only) each due to allotment of 144,344,360 (One Hundred Forty Four Million Three Hundred Forty Four Thousand Three Hundred and Sixty) Bonus Equity Shares of face value of ₹ 10/- (Rupees Ten only) each.

Employees Stock Option Scheme

Your Company has Employees Stock Option Scheme 2016 ('ESOP Scheme 2016') and to align the same with the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, as amended from time to time, the Board of Directors (as recommended by the Nomination and Remuneration Committee) in their meeting held on February 3, 2022 approved to amend the ESOP Scheme 2016 subject to the approval of shareholders at the ensuing AGM of the Company.

Certificate from Secretarial Auditors of the Company that ESOP Scheme 2016 has been implemented in accordance with the SEBI (Share Based Employee Benefits) Regulations, 2014 and as substituted by the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 and the resolution(s) passed by the Members of the Company will be uploaded on website viz. <https://varunpepsi.com/> for inspection by Members of the Company.

Relevant disclosures pursuant to Rule 12(9) of the Companies (Share Capital and Debentures) Rules, 2014 and Regulation 14 of the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 are attached to this report as **Annexure - A**.

Credit Rating

During the year under review, your Company's credit ratings by CRISIL is as below:

Long Term Rating	CRISIL AA/Positive (Re-affirmed)
Short Term Rating	CRISIL A1+ (Re-affirmed)

Related Party Transactions

To comply with the provisions of Sections 177 and 188 of the Act and Rules made thereunder read with Regulation 23 of SEBI (LODR) Regulations, your Company took necessary prior approval of the Audit, Risk Management and Ethics Committee before entering into related party transactions. All contracts / arrangements / transactions entered into by the Company during the Financial Year 2021 with related parties, as defined under the Act and SEBI (LODR) Regulations were in the ordinary course of business and on arm's length basis.

During the year under review, your Company had not entered into any contract/ arrangement/ transaction with related parties which could be considered material in accordance with the Policy of the Company for Related Party Transactions.

None of the transactions with any of the related parties were in conflict with the interest of the Company rather, these were synchronized and synergized with the Company's operations. Attention of Members is drawn to the disclosure of transactions with the related parties set out in Note No. 44 of the Standalone Financial Statements, forming part of the Annual Report.

Your Company has framed a Policy on Related Party Transactions in accordance with the Act and SEBI (LODR) Regulations. The Policy intends to ensure that proper reporting, approval and disclosure processes are in place for all transactions between the Company and its related parties. The policy is uploaded on website of the Company at <https://varunpepsi.com/policies/>.

Since all transactions which were entered into during the Financial Year 2021 were on arm's length basis and in the ordinary course of business and there was no material related party transaction entered by the Company during the Financial Year 2021 as per Policy on Related Party Transactions, hence no detail is required to be provided in Form AOC-2 prescribed under Clause (h) of Sub-section (3) of Section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014.

Particulars of Loans, Guarantees or Investments

Details of Loans, Guarantees or Investments covered under the provisions of Section 186 of the Act are given in the Notes to the Standalone Financial Statements.

Subsidiaries, Associates and Joint Ventures

Your Company has following subsidiaries:

Subsidiaries

- Varun Beverages (Nepal) Private Limited;
- Varun Beverages Lanka (Private) Limited;
- Ole Springs Bottlers (Private) Limited (step-down subsidiary);
- Varun Beverages Morocco SA;
- Varun Beverages (Zambia) Limited;
- Varun Beverages (Zimbabwe) (Private) Limited;
- Varun Beverages RDC SAS*;
- Varun Beverages International DMCC**; and
- Lunarmech Technologies Private Limited.

*w.e.f. December 31, 2021.

**w.e.f. January 31, 2022.

As on date, there are no associate/joint venture of the Company as defined under the provisions of the Act.

To comply with the provisions of Section 129 of the Act, a separate statement containing salient features of Financial Statements of Subsidiaries of your Company (including their performance and financial position) in prescribed Form AOC-1 forms part of Consolidated Financial Statements and therefore not repeated here to avoid duplication. Further, contribution of subsidiary(ies) to the overall performance of your Company is outlined in Note No. 59 of the Consolidated Financial Statements.

Financial Statements of the aforesaid subsidiary companies are kept open for inspection by the Members at the Registered Office of your Company on all days except Saturday, Sunday and Public Holidays up to the date of AGM i.e. April 7, 2022 between 11:00 a.m. to 5:00 p.m. as required under Section 136 of the Act. Any Member desirous of obtaining a copy of the said Financial Statements may write to the Company at its Registered Office or Corporate Office. The Financial Statements including the Consolidated Financial Statements and all other documents required to be attached with this Report have been uploaded on website of the Company at <https://varunpepsi.com/annual-reports/>.

To comply with the provisions of Regulation 16(c) of SEBI (LODR) Regulations, the Board of Directors of the Company have approved and adopted a Policy for determining Material Subsidiary. Further, Varun Beverages (Zimbabwe) Private Limited is a material subsidiary of the Company. Policy on Material Subsidiary is uploaded on website of the Company at <https://varunpepsi.com/wp-content/uploads/2021/02/1doc.pdf>

Directors and Key Managerial Personnel

Directors

To comply with the provisions of Section 152 of the Act and in terms of the Articles of Association of the Company, Mr. Varun Jaipuria (DIN: 02465412) and Mr. Rajinder Jeet Singh Bagga (DIN: 08440479), Whole-time Directors are liable to retire by rotation at the ensuing AGM and being eligible, seeks re-appointment. The Board of Directors, on the recommendation of Nomination and Remuneration Committee, recommended their re-appointment.

Further, at the 26th AGM of the Company held on April 7, 2021, the Members approved continuation of directorship of Dr. Naresh Trehan (DIN: 00012148) as Non-executive Independent Director in terms of Regulation 17(1A) of the SEBI (LODR) Regulations.

Company has received declarations from all the Independent Directors of the Company confirming that they meet the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act including compliance of relevant provisions of the Companies (Appointment and Qualifications of Directors) Rules, 2014 and SEBI (LODR) Regulations. The Board is of the opinion that the Independent Directors of the Company possess requisite qualifications, experience and expertise and they hold highest standards of integrity.

None of the Directors of the Company are disqualified as per the provisions of Section 164 of the Act. The Directors of the Company have made necessary disclosures under Section 184 and other relevant provisions of the Act.

Brief resume and other details of the Director(s) being appointed/re-appointed at the ensuing AGM as stipulated under Secretarial Standard-2 issued by the Institute of Company Secretaries of India and Regulation 36 of the SEBI (LODR) Regulations, is separately disclosed in the Notice of ensuing AGM.

Key Managerial Personnel

Due to role enhancement, Mr. Vikas Bhatia was upgraded as Executive Director – Finance (Non-Board Member) of the Company. Accordingly, he resigned from the position of Chief Financial Officer (Key Managerial Personnel) of the Company w.e.f. August 2, 2021. Consequent to the resignation of Mr. Vikas Bhatia, Mr. Rajesh Chawla was appointed as Chief Financial Officer (Key Managerial Personnel) of the Company w.e.f. August 2, 2021 in accordance with the provisions of Section 203 of the Act read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

Further, Mr. Kapil Agarwal, Whole-time Director and Chief Executive Officer and Mr. Ravi Batra, Chief Risk Officer

& Group Company Secretary, continued to be the Key Managerial Personnel of your Company in accordance with the provisions of Section 203 of the Act read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

Board Evaluation

To comply with the provisions of Section 134(3)(p) of the Act and Rules made thereunder and Regulation 17(10) of SEBI (LODR) Regulations, the Board has carried out the annual performance evaluation of the Directors individually including the Independent Directors (wherein the concerned Director being evaluated did not participate), Board as a whole and following Committees of the Board of Directors:

- i) Audit, Risk Management and Ethics Committee;
- ii) Nomination and Remuneration Committee;
- iii) Stakeholders' Relationship Committee; and
- iv) Corporate Social Responsibility Committee.

The manner in which the annual performance evaluation has been carried out is explained in the Corporate Governance Report which forms part of this report. Board is responsible to monitor and review the evaluation framework.

Further, to comply with Regulation 25(4) of SEBI (LODR) Regulations, Independent Directors also evaluated the performance of Non-Independent Directors, Chairman and Board as a whole at a separate meeting of Independent Directors.

Board and Committees of the Board

The number of meetings of the Board and various Committees of the Board including composition are set out in the Corporate Governance Report which forms part of this report. The intervening gap between the meetings was within the period prescribed under the provisions of Section 173 of the Act and SEBI (LODR) Regulations.

Remuneration Policy

To comply with the provisions of Section 178 of the Act and Rules made thereunder and Regulation 19 of SEBI (LODR) Regulations, the Company's Remuneration Policy for Directors, Key Managerial Personnel (KMP), Senior Management and other Employees of the Company is uploaded on website of the Company at <https://varunpepsi.com/wp-content/uploads/2020/03/Remuneration-Policy.pdf> The Policy includes, inter-alia, the criteria for appointment and remuneration of Directors, KMPs, Senior Management Personnel and other employees of the Company.

Remuneration of Directors, Key Managerial Personnel and Particulars of Employees

The information required to be disclosed in the Board's Report pursuant to Section 197 of the Act read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is attached to this report as **Annexure - B**.

Statutory Auditors

Members of the Company in their 22nd AGM held on April 17, 2017 appointed M/s. APAS & Co., Chartered Accountants (Firm Registration Number 000340C) [converted to "APAS & Co. LLP" (Firm Registration Number 000340C/C400308)] as Joint Statutory Auditors of the Company to hold office for a period of up to 5 (five) years i.e. till the conclusion of 27th AGM of the Company to be held in the Financial Year 2022.

In terms of provisions of Section 139 of the Act and the Companies (Audit and Auditors) Rules, 2014, due to retirement of existing Joint Statutory Auditors viz. M/s. APAS & Co. LLP, Chartered Accountants at the ensuing AGM of the Company upon completion of their 1st term of 5 (five) years, the Board of Directors, on the recommendation of Audit, Risk Management and Ethics Committee, at their meeting held on February 3, 2022 have recommended the appointment of M/s. O P Bagla & Co. LLP, Chartered Accountants (Firm Registration Number 000018N/N500091) as Joint Statutory Auditors of the Company for a term of upto 5 (five) consecutive years to hold office from the conclusion of ensuing AGM till the conclusion of 32nd AGM of the Company to be held in the year 2027, subject to approval of Members of the Company. Brief resume and other details of M/s. O P Bagla & Co. LLP is separately disclosed in the Notice of ensuing AGM.

M/s. O P Bagla & Co LLP, Chartered Accountants, have consented to act as Joint Statutory Auditors of the Company and confirmed that their aforesaid appointment, if made, would be within the limits specified under Section 141(3)(g) of the Act. They have also confirmed that they are not disqualified to be appointed as Statutory Auditors in terms of provisions of Sections 139(1) and 141(3) of the Act and the Companies (Audit and Auditors) Rules, 2014.

Further, Members in their 23rd AGM held on April 17, 2018 appointed M/s. Walker Chandiok & Co. LLP, Chartered Accountants (Firm Registration Number 001076N/N500013) as Joint Statutory Auditors of the Company to hold office for a period of up to 5 (Five) years i.e. till the conclusion of 28th AGM of the Company to be held in the Financial Year 2023. They have also confirmed that they are not disqualified from continuing as Joint Statutory Auditors of the Company.

The Statutory Auditors' Report for the Financial Year 2021 does not contain any qualification, reservation or adverse remark and forms part of the Annual Report. The Statutory Auditors have not reported any frauds under Section 143(12) of the Act.

Cost Audit

In terms of Section 148 of the Act and the Companies (Cost Records and Audit) Rules, 2014, Cost Audit is not applicable on the Company for the Financial Year 2021.

Disclosure under Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013

To comply with the provisions of Section 134 of the Act and Rules made thereunder, your Company has complied with the provisions relating to constitution of Internal Complaints Committee under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

During the year under review, one complaint was filed under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the same was closed amicably.

Vigil Mechanism / Whistle Blower Policy

Pursuant to the provisions of Section 177 of the Act and Regulation 22 of SEBI (LODR) Regulations, the Company has adopted a Vigil Mechanism / Whistle Blower Policy to provide a platform to the Directors and Employees of the Company to raise concerns regarding any irregularity, misconduct or unethical matters / dealings within the Company. The same is detailed in the Corporate Governance Report which forms part of this report.

Secretarial Auditors

The Board of Directors on the recommendation of the Audit, Risk Management and Ethics Committee, has appointed M/s. Sanjay Grover & Associates, Company Secretaries to conduct Secretarial Audit of your Company. The Secretarial Audit Report for the Financial Year 2021 is attached to this report as **Annexure - C**.

Risk Management

Pursuant to the provisions of Regulation 21(5) of SEBI (LODR) Regulations, the top 1,000 listed entities, determined on the basis of market capitalization, as at the end of the immediate previous financial year shall constitute a Risk Management Committee. The Audit Risk Management and Ethics Committee of the Board of Directors inter-alia monitors and reviews the risk management plan and such other functions as assigned from time to time.

Your Company has a robust Risk Management Policy which identifies and evaluates business risks and opportunities. The Company recognize that these risks need to be managed and mitigated to protect the interest of the stakeholders and to achieve business objectives. The risk management framework is aimed at effectively mitigating the Company's various business and operational risks, through strategic actions.

Internal Financial Controls

Your Company has in place adequate Internal Financial Controls. The report on Internal Financial Controls issued by M/s. Walker Chandiok & Co. LLP, Chartered Accountants and M/s. APAS & Co. LLP, Chartered Accountants, Joint Statutory Auditors of the Company is annexed to the Audit Report on the Financial Statements of the Company and does not contain any reportable weakness in the Company.

Corporate Social Responsibility (CSR)

Your Company has a Corporate Social Responsibility Policy which is uploaded on website of the Company at <https://varunpepsi.com/wp-content/uploads/2021/06/CSR-Policy-1.pdf>

Annual Report on CSR activities for the Financial Year 2021 as required under Sections 134 and 135 of the Act read with Rule 8 of the Companies (Corporate Social Responsibility Policy) Rules, 2014 and Rule 9 of the Companies (Accounts) Rules, 2014 is attached to this report as **Annexure - D**.

Directors' Responsibility Statement

Pursuant to Section 134(3)(c) read with Section 134(5) of the Act, the Directors state that:

- (a) in the preparation of the annual accounts for the Financial Year ended December 31, 2021, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- (b) they have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of your Company as at December 31, 2021 and of the profits of the Company for the period ended on that date;
- (c) proper and sufficient care have been taken for the maintenance of adequate accounting records in accordance with the provisions of Act for safeguarding the assets of your Company and for preventing and detecting fraud and other irregularities;
- (d) the annual accounts have been prepared on a going concern basis;
- (e) proper internal financial controls laid down by the Directors were followed by the Company and that such internal financial controls were adequate and operating effectively; and
- (f) proper systems to ensure compliance with the provisions of all applicable laws were in place and that such systems were adequate and operating effectively.

Other Information

Management Discussion & Analysis Report

Management Discussion & Analysis Report for the year under review, as stipulated under Regulation 34(2)(e) of SEBI (LODR) Regulations, forms part of the Annual Report.

Business Responsibility Report

Business Responsibility Report for the year under review, as stipulated under Regulation 34(2)(f) of SEBI (LODR) Regulations, forms part of the Annual Report.

Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo

The information on conservation of energy, technology absorption and foreign exchange earnings and outgo as stipulated under Section 134(3)(m) of the Act read with Rule 8 of the Companies (Accounts) Rules, 2014 is attached to this report as **Annexure - E**.

Corporate Governance Report

Your Company is committed to maintain the highest standards of Corporate Governance and adhere to the Corporate Governance requirements set out by Securities and Exchange Board of India. The report on Corporate Governance as stipulated under the SEBI (LODR) Regulations is attached to this report as **Annexure - F**. The certificate from M/s. Sanjay Grover & Associates, Company Secretaries confirming compliance with the conditions of corporate governance is also attached to the Corporate Governance Report.

Award

Your Company has been awarded with best Corporate Governance award by Capital Finance International in the category - FMCG Sector for the year ended 2021.

Listing

The Equity Shares of the Company are listed on the National Stock Exchange of India Limited and BSE Limited. Both these stock exchanges have nation-wide

trading terminals. Annual listing fee for the Financial Year 2021-22 has been paid to the National Stock Exchange of India Limited and BSE Limited.

Annual Return

Pursuant to Sections 92(3) and 134(3)(a) of the Act, the Annual Return of the Company is uploaded on website of the Company at <https://varunpepsi.com/annual-reports/>

Research and Development

During the year under review, no Research & Development was carried out.

Cautionary Statement

Statements in the Board's Report and the Management Discussion & Analysis Report describing the Company's objectives, expectations or forecasts may be forward looking within the meaning of applicable laws and regulations. Actual results may differ from those expressed in the statements.

General

Your Directors confirm that no disclosure or reporting is required in respect of the following items as there was no transaction on these items during the year under review:

1. Issue of equity shares with differential voting rights as to dividend, voting or otherwise.
2. The Whole-time Directors of the Company does not receive any remuneration or commission from any of its subsidiaries.
3. No significant or material orders were passed by the Regulators or Courts or Tribunals which impact the going concern status and Company's operations in future.
4. Issue of Sweat Equity Shares.

5. No application made or any proceeding pending under Insolvency and Bankruptcy Code, 2016 as at the end of the Financial Year 2021.

The Company is in regular compliance of the applicable provisions of Secretarial Standards issued by the Institute of Company Secretaries of India.

No material changes and commitments have occurred after the closure of the Financial Year 2021 till the date of this Report, which would affect the financial position of your Company.

Acknowledgement

Your Company's organizational culture upholds professionalism, integrity and continuous improvement across all functions as well as efficient utilization of the Company's resources for sustainable and profitable growth.

Your Directors wish to place on record their appreciation for the sincere services rendered by employees of the Company at all levels. Your Directors also wish to place on record their appreciation for the valuable co-operation and support received from various Government Authorities, Banks / Financial Institutions and other stakeholders such as members, customers and suppliers, among others. Your Directors also commend the continuing commitment and dedication of employees at all levels which has been vital for the Company's success. Your Directors look forward to their continued support in future.

For and on behalf of the Board of Directors
For **Varun Beverages Limited**

Date: February 3, 2022
Place: Gurugram

Ravi Jaipuria
Chairman
DIN: 00003668

Annexure - A

Disclosure pursuant to Rule 12(9) of the Companies (Share Capital and Debentures) Rules, 2014 and Regulation 14 of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 as at December 31, 2021

The Company has Employees Stock Option Scheme 2016 (ESOS-2016). All the relevant details of this scheme are provided below and are also available on website of the Company at www.varunpepsi.com

- A. Relevant disclosures in terms of the accounting standards prescribed by the Central Government in terms of Section 133 of the Companies Act, 2013 including the 'Guidance note on accounting for employee share-based payments' issued in that regard from time to time.

Please refer Note No. 49 of Notes to the Standalone Financial Statements forming part of the Annual Report.

- B. Diluted EPS on issue of shares pursuant to the scheme covered under the Regulations shall be disclosed in accordance with 'Indian Accounting Standard (Ind AS)-33 Earnings Per Share' issued by the Central Government or any other relevant accounting standards as issued from time to time:

Fully diluted EPS pursuant to issue of Equity Shares on exercise of options calculated in accordance with Ind AS-33 'Earnings Per Share'	Not Applicable
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Details relating to ESOS - 2016*

Sl. No.	Particulars	Details
(i)	(a) Date of shareholders' approval	April 27, 2016
	(b) Total number of options approved	83,47,576
	(c) Vesting requirements	25% - One year from the date of Grant (First Vesting) 25% - On the 1 st day of January in the calendar year succeeding the calendar year of First Vest (Second Vesting) 25% - On the 1 st day of January in the calendar year succeeding the calendar year of Second Vest (Third Vesting) 25% - On the 1 st day of January in the calendar year succeeding the calendar year of Third Vest (Fourth Vesting)
	(d) Exercise price or pricing formula	Not Applicable
	(e) Maximum term of options granted	Not Applicable
	(f) Source of shares (primary, secondary or combination)	Not Applicable
	(g) Variation in terms of options	Not Applicable
	(ii)	Method used to account for ESOS - 2016
(iii)	Where the company opts for expensing of the options using the intrinsic value of the options, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value of the options. The impact of this difference on profits and on EPS of the Company	Not Applicable
(iv)	Option movement during Financial Year - 2021	
	Number of options outstanding at the beginning of the year	Not Applicable
	Number of options granted during the year	Not Applicable
	Number of options forfeited / lapsed during the year	Not Applicable
	Number of options vested during the year	Not Applicable
	Number of options exercised during the year	Not Applicable
	Number of shares arising as a result of exercise of options	Not Applicable
	Money realized by exercise of options, if scheme is implemented directly by the Company	Not Applicable
	Loan repaid by the Trust during the year from exercise price received	Not Applicable
	Number of options outstanding at the end of the year	Not Applicable
Number of options exercisable at the end of the year	Not Applicable	

Sl. No.	Particulars	Details			
(v)	Weighted-average exercise prices and weighted-average fair values of options whose exercise price either equals or exceeds or is less than the market price of the stock	Not Applicable			
(vi)	Employee wise details of options granted during the year to:				
		Name	Designation	No. of Options granted	Exercise Price (₹)
	(a) senior managerial personnel	Not Applicable			
	(b) any other employee who receives a grant in any one year of option amounting to 5% or more of option granted during that year	Not Applicable			
	(c) identified employees who were granted option during any one year equal to or exceeding 1% of the issued capital (excluding outstanding warrants and conversions) of the Company at the time of grant.	Not Applicable			
(vii)	Description of the method and significant assumptions used during the year to estimate the fair value of options including the following information: (a) the weighted-average values of share price, exercise price, expected volatility, expected option life, expected dividends, the risk-free interest rate and any other inputs to the model; (b) the method used and the assumptions made to incorporate the effects of expected early exercise; (c) how expected volatility was determined, including an explanation of the extent to which expected volatility was based on historical volatility; and (d) whether and how any other features of the options granted were incorporated into the measurement of fair value, such as a market condition.	Not Applicable			

* The Company has not granted any stock options under ESOS-2016 during Financial Year 2021. However, 94,650 and 3,000 stock options were granted on January 4, 2022 and February 3, 2022 respectively to the eligible employees of the Company.

For and on behalf of the Board of Directors
For **Varun Beverages Limited**

Ravi Jaipuria
Chairman
DIN: 00003668

Date: February 3, 2022
Place: Gurugram

Annexure - B

Details pertaining to remuneration as required under Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

- (i) Ratio of the remuneration of each director to the median remuneration of employees of the Company for the Financial Year 2021 and the percentage increase in remuneration of each Director, Chief Financial Officer and Company Secretary during the Financial Year 2021:

(₹ in Million)

Sl. No.	Name of Director/KMP and Designation	Remuneration of Director/KMP for Financial Year 2021	% increase in Remuneration in Financial Year 2021	Ratio of Remuneration of Director to Median Remuneration of employees in Financial Year 2021
1.	Mr. Varun Jaipuria, Whole-time Director	48.39	10.86	138.26
2.	Mr. Raj Gandhi, Whole-time Director	63.47	52.72 [#]	181.34
3.	Mr. Kapil Agarwal, Whole-time Director & Chief Executive Officer	78.60	15.06	224.57
4.	Mr. Rajinder Jeet Singh Bagga, Whole-time Director	40.49	28.33	115.68
5.	Mr. Vikas Bhatia, Chief Financial Officer*	18.42	Not Comparable*	Not Applicable
6.	Mr. Rajesh Chawla, Chief Financial Officer [^]	3.40	Not Comparable [^]	Not Applicable
7.	Mr. Ravi Batra, Chief Risk Officer & Group Company Secretary	10.99	20.37	31.40

[#] Higher percentage increase in remuneration is due to variable pay in Financial Year 2021.

* Resigned with effect from August 2, 2021.

[^] Appointed with effect from August 2, 2021.

- (ii) The number of permanent employees as on December 31, 2021 were 7,965 and the median remuneration was ₹ 0.35 million annually. The median remuneration of employees (excluding above Directors and KMPs) in Financial Year 2021 has increased by 6.12%.
- (iii) It is hereby affirmed that the above-mentioned remuneration is in accordance with the Remuneration Policy of the Company which is uploaded on website of the Company at <https://varunpepsi.com/wp-content/uploads/2020/03/Remuneration-Policy.pdf>
- (iv) The average percentile increase already made in the salaries of employees other than Managerial Personnel was 8.90% and the average percentile increase in the remuneration of Managerial Personnel was 24.80% vis-a-vis the last Financial Year. The higher percentage in the increase of Managerial Personnel was based on growth plans of the Company and individual performance of the Managerial Personnel.

Statement of particulars under Section 197(12) of the Companies Act, 2013 read with Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 for the year ended December 31, 2021 (also includes the details of top ten employees of the Company)

Sl. No.	Name	Designation	Remuneration (₹ in Million)	Age	Qualification	Experience in years	Last Employment	Date of Commencement of Employment
1.	Mr. Varun Jaipuria	Whole-time Director	48.39	34	Bachelor's degree in International Business from the Regent's University, London	13	-	July 1, 2009
2.	Mr. Raj Gandhi	Whole-time Director	63.47	64	FCA	41	Devyani Beverages Limited	November 1, 2004
3.	Mr. Kapil Agarwal	Whole-time Director & Chief Executive Officer	78.60	57	PGDM	30	Devyani Beverages Limited	November 1, 2004
4.	Mr. Rajinder Jeet Singh Bagga	Whole-time Director	40.49	58	M. Tech.	35	Eveready Industries India Limited	December 11, 1995
5.	Mr. Vivek Gupta [^]	Executive Director	38.59	58	PGDM	34	Lunarmech Technologies Private Limited	April 1, 2015
6.	Mr. Vikas Bhatia [^]	Executive Director-Finance	29.10	57	FCA and AICWA	32	Carlsberg Group	January 15, 2019
7.	Mr. Kamlesh Kumar Jain [^]	Executive Director and COO (International)	20.32	59	FCA	32	Devyani Beverages Limited	November 1, 2004
8.	Mr. Manmohan Rupal Paul	Chief Operating Officer (Sales)	19.48	48	MBA	25	Devyani Beverages Limited	June 3, 1996
9.	Mr. Sudin Kumar Gaunker	Chief Operating Officer	17.29	50	B.Com.	22	Goa Bottling Company Limited	June 21, 2000
10.	Mr. Bhupinder Singh	Regional Chief Technical Officer	16.73	57	M.Tech	31	ABInbev India Private Limited	May 1, 2015
11.	Mr. Deepak Sharma	Chief Operating Officer	16.57	49	MBA	25	Hindustan Unilever Limited	December 1, 1999
12.	Mr. Sanjeev Anand	MUGM	15.30	55	B.A	38	Nitin Home Appliances Limited	December 1, 1999
13.	Mr. Pradeep Kumar Goyal	Regional Chief Financial Officer	14.61	49	FCA and ACS	25	ABInbev India Private Limited	March 1, 2015
14.	Mr. Parag Prabhakar Paranjpe [#]	Chief Human Resources Officer	14.58	56	M.A. (P.M. & I.R.)	30	Aditya Birla Group	September 20, 2021
15.	Mr. Saurabh Agrawal	Chief Strategy Officer	14.14	43	MBA	16	Accenture Solutions	September 18, 2018
16.	Mr. Sumit Luthra	MUGM	14.04	45	MBA	22	7up Bottling	October 12, 2020
17.	Mr. Asheeth Rajiv	MUGM	13.62	43	MBA	19	PepsiCo India Holdings Private Limited	August 1, 2018
18.	Mr. Kamal Karnatak	Sr. Vice President	13.48	49	MBA	26	Unitech Limited	October 1, 2008
19.	Mr. Suman Kumar	MUGM	13.26	46	MBA	19	Marico Ltd.	June 21, 2018

Sl. No.	Name	Designation	Remuneration (₹ in Million)	Age	Qualification	Experience in years	Last Employment	Date of Commencement of Employment
20.	Mr. Rishi Kumar Agarwal	Regional Chief Financial Officer	11.91	47	CA	26	Krishna Rakesh & Co.	November 13, 1998
21.	Mr. Ravi Batra	Chief Risk Officer and Group Company Secretary	10.99	49	FCS & AICSA (UK)	25	SRL Limited	May 9, 2017
22.	Mr. Vinod Pamecha	Vice President	10.92	48	B.Tech	25	PepsiCo India Holdings Private Limited	June 1, 2019
23.	Ms. Monika Arora	Sr. Vice President - Chairman Office	10.21	50	BBA in Management Studies	29	Cephan Organics Limited	April 5, 1997
24.	Mr. Vivek Prakash Gupta [#]	MUGM	7.02	44	MBA	22	SESA Care Private Limited	March 2, 2020

[^] Not a member of the Board of Directors of the Company.

[#] Employed for part of the year and in receipt of remuneration exceeding the prescribed limits.

Notes:

1. Mr. Varun Jaipuria, Whole-time Director is son of Mr. Ravi Jaipuria, Non-executive Chairman of the Company and holds 69,447,983 (16.04%) equity shares of the Company. None of the other employees hold by himself or along with his/her spouse and dependent children, 2% or more of equity shares of the Company. Except above, none of the other employee is a relative of any Director of the Company.
2. None of the employee received remuneration during 2021 in excess of the remuneration of any of the Directors except the details of employees forming part of this annexure.
3. Nature of employment for all these employees are permanent.

For and on behalf of the Board of Directors
For **Varun Beverages Limited**

Ravi Jaipuria

Chairman

DIN : 00003668

Date: February 3, 2022

Place: Gurugram

Secretarial Audit Report
For the Financial Year ended December 31, 2021

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies
(Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members,
Varun Beverages Limited
(CIN: L74899DL1995PLC069839)
F-2/7, Okhla Industrial Area, Phase-I,
New Delhi-110020

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Varun Beverages Limited** (the Company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

We report that-

- a) Maintenance of secretarial records is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
- b) We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices we followed provide a reasonable basis for our opinion.
- c) We have not verified the correctness and appropriateness of the financial statements of the Company.
- d) Wherever required, we have obtained the management representation about the compliances of laws, rules and regulations and happening of events etc.
- e) The compliance of the provisions of the corporate and other applicable laws, rules, regulations, standards etc. is the responsibility of the management. Our examination was limited to the verification of procedures on test basis.
- f) The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year started from 1st January, 2021 and ended on 31st December, 2021 ("audit period") complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st December, 2021 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings, wherever applicable;
- (v) The following Regulations prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;

- (d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 / the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;
- (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; {not applicable during the audit period}
- (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021; {not applicable during the audit period}
- (h) The Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018; {not applicable during the audit period} and
- (i) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

We have also examined compliance with the applicable clauses of the Secretarial Standard on Meetings of the Board of Directors (SS-1) and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, with which the Company has generally complied with. The Company is generally regular in filing e-forms with Registrar of Companies under the provisions of the Act.

During the audit period, we are of the opinion that the Company has complied, with the provisions of the Act, Rules, Regulations and Guidelines to the extent applicable.

The Company is PepsiCo's second largest global franchise (outside United States) and have a strategic association with PepsiCo since 1991. The Company is a trusted business partner to PepsiCo and possesses the rights to manufacture, distribute and sell carbonated soft drinks, fruit juice-based drinks, packaged drinking water and sports and energy drinks. As informed by the Management, Food Safety & Standards Act, 2006, Rules and

Regulations made thereunder, are specifically applicable to the Company.

In our opinion and to the best of our information and according to explanations given to us, we believe that the Company is having systems in place to check the compliance of laws specifically applicable to the Company.

We further report that the Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. There was no change in the composition of the Board of Directors that took place during the audit period.

Advance notice is given to all directors to schedule the Board Meetings; agenda and detailed notes on agenda were sent at least seven days in advance and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

As per the minutes, the decisions at the Board meetings were taken unanimously.

We further report that there are systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the audit period, the Shareholders of the Company, on June 3, 2021 approved by way of postal ballot the issue of bonus shares in the proportion of 1 (One) new fully paid-up equity share of ₹ 10/- each for every 2 (Two) existing fully paid-up equity share of ₹ 10/- each and accordingly, 144,344,360 equity shares of ₹ 10/- each were allotted to the equity shareholders in proportion to their shareholdings as on cut-off date i.e. June 14, 2021.

For **Sanjay Grover & Associates**
Company Secretaries
Firm Registration No.: P2001DE052900

Devesh Kumar Vasisht
Partner

CP No.: 13700 / Mem. No.: F8488

Date: February 3, 2022 UDIN: F008488C002393145
Place: New Delhi

**Annual Report on Corporate Social Responsibility (CSR) Activities
for the Financial Year 2021**

1. Brief outline on CSR Policy of the Company

Refer Section on Corporate Social Responsibility in Board's Report. Further, overview of projects or programs undertaken during the year under review is provided in the table at item 8(c) below.

2. Composition of CSR committee

Composition of the CSR committee and details of attendance during Financial Year 2021 are as under:

Sl. No.	Name of Director	Designation / Nature of Directorship	Number of meetings of CSR Committee held during the Financial Year 2021	Number of meetings of CSR Committee attended during the Financial Year 2021
1.	Mr. Ravi Jaipuria	Chairman (Non-executive Chairman)	2	2
2.	Mr. Varun Jaipuria	Member (Whole-time Director)	2	0
3.	Mr. Raj Gandhi	Member (Whole-time Director)	2	2
4.	Dr. Naresh Trehan	Member (Independent Director)	2	0
5.	Ms. Rashmi Dhariwal	Member (Independent Director)	2	1

3. Web-link where composition of CSR Committee, CSR Policy and CSR Projects approved by the Board are disclosed on the website of the Company

- Composition of CSR Committee: <https://varunpepsi.com/composition-board-committees/>
- CSR Policy: <https://varunpepsi.com/wp-content/uploads/2021/06/CSR-Policy-1.pdf>
- CSR Projects: <https://varunpepsi.com/wp-content/uploads/2021/07/CSR-Projects-FY-21.pdf>

4. Details of Impact assessment of CSR projects carried out in pursuance of sub-rule (3) of rule 8 of the Companies (Corporate Social Responsibility Policy) Rules, 2014, if applicable (attach the report)

Not Applicable

5. Details of the amount available for set off in pursuance of sub-rule (3) of rule 7 of the Companies (Corporate Social Responsibility Policy) Rules, 2014 and amount required for set off for the financial year, if any

Sl. No.	Financial Year	Amount available for set-off from preceding financial years (in ₹)	Amount required to be set-off for the financial year, if any (in ₹)
Not Applicable			

6. Average net profit of the Company for last three financial years as per Section 135(5)

₹ 3,376.92 Million

7. (a) Two percent of average net profit of the Company as per Section 135(5): ₹ 67.54 Million

(b) Surplus arising out of the CSR projects or programmes or activities of the previous financial years: Nil

(c) Amount required to be set off for the financial year, if any: Nil

(d) Total CSR obligation for the financial year (7a+7b-7c): ₹ 67.54 Million

8. (a) CSR amount spent or unspent for the financial year 2021

Total Amount Spent for the Financial Year (in ₹)	Amount Unspent (in ₹)				
	Total Amount transferred to Unspent CSR Account as per Section 135(6)		Amount transferred to any fund specified under Schedule VII as per second proviso to Section 135(5)		
	Amount	Date of transfer	Name of the Fund	Amount	Date of transfer
67.54 Million	Nil	Not Applicable	Nil	Nil	Not Applicable

(b) Details of CSR amount spent against ongoing projects for the financial year 2021

(1)	(2)	(3)	(4)	(5)		(6)	(7)	(8)	(9)	(10)	(11)	
Sl. No	Name of the Project	Item from the list of activities in Schedule VII to the Act	Local area (Yes/No)	Location of the project		Project duration	Amount allocated for the project (in ₹)	Amount spent in the current financial year (in ₹)	Amount transferred to Unspent CSR Account for the project as per Section 135(6) (in ₹)	Mode of Implementation -Direct (Yes/No)	Mode of Implementation - Through Implementing Agency	
				State	District						Name	CSR Registration No.
Not Applicable												

(c) Details of CSR amount spent against other than ongoing projects for the financial year 2021

(1)	(2)	(3)	(4)	(5)		(6)	(7)	(8)	
Sl. No	Name of the Project	Item from the list of activities in Schedule VII to the Act	Local area (Yes/No)	Location of the project		Amount spent for the project (in ₹)	Mode of implementation - Direct (Yes/No)	Mode of implementation - through implementing agency	
				State	District			Name	CSR Registration number
1.	Not Applicable	Promoting Healthcare, Education, Environmental Sustainability, Rural Development, etc.	Yes	Across India	Across India	67.54 Million	No	RJ Foundation	CSR00006099

(d) Amount spent in Administrative Overheads: Nil**(e) Amount spent on Impact Assessment, if applicable:** Not Applicable**(f) Total amount spent for the Financial Year (8b+8c+8d+8e):** ₹ 67.54 Million**(g) Excess amount for set off, if any :** Nil

Sl. No.	Particular	Amount (in ₹)
(i)	Two percent of average net profit of the Company as per Section 135(5)	Not Applicable
(ii)	Total amount spent for the Financial Year	
(iii)	Excess amount spent for the financial year [(ii)-(i)]	
(iv)	Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any	
(v)	Amount available for set off in succeeding financial years [(iii)-(iv)]	

9. (a) Details of Unspent CSR amount for the preceding three financial years

Sl. No.	Preceding Financial Year	Amount transferred to Unspent CSR Account under Section 135 (6) (in ₹)	Amount spent in the reporting Financial Year (in ₹)	Amount transferred to any fund specified under Schedule VII as per Section 135(6), if any			Amount remaining to be spent in succeeding financial years (in ₹)
				Name of the Fund	Amount (in ₹)	Date of transfer	
Nil							

(b) Details of CSR amount spent in the financial year for ongoing projects of the preceding financial year(s)

(1) Sl. No.	(2) Project ID	(3) Name of the Project	(4) Financial Year in which the project was commenced	(5) Project duration	(6) Total amount allocated for the project (in ₹)	(7) Amount spent on the project in the reporting Financial Year (in ₹)	(8) Cumulative amount spent at the end of reporting Financial Year (in ₹)	(9) Status of the project - Completed/ Ongoing
Nil								

10. In case of creation or acquisition of capital asset, furnish the details relating to the asset so created or acquired through CSR spent in the financial year (asset-wise details):

- (a) **Date of creation or acquisition of the capital asset(s):** 31.12.2021
- (b) **Amount of CSR spent for creation or acquisition of capital asset:** ₹ 25.49 Million
- (c) **Details of the entity or public authority or beneficiary under whose name such capital asset is registered, their address etc.:** RJ Foundation, F-2/7, Okhla Industrial Area, Phase-I, New Delhi-110020
- (d) **Details of the capital asset(s) created or acquired (including complete address and location of the capital asset):** Land acquired for animal welfare, Village Dautana, Tehsil Chhata, near Kosi Kalan, District Mathura-281401, Uttar Pradesh

11. Specify the reason(s), if the Company has failed to spend two per cent of the average net profit as per Section 135(5):

Not applicable.

Date: February 3, 2022
Place: Gurugram

Raj Gandhi
Whole-time Director
DIN: 00003649

Ravi Jaipuria
Chairman - CSR Committee
DIN: 00003668

Annexure - E

Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo required under the Companies (Accounts) Rules, 2014

The details of conservation of energy, technology absorption, foreign exchange earnings and outgo are as follows:

(a) Conservation of energy

(i)	Steps taken or impact on conservation of energy	<p>A multi-pronged and sustainable approach is deployed in most of our plants as well as products to infuse the concept of energy conservation. Some of the energy conservation measures adopted across the manufacturing units were:</p> <ol style="list-style-type: none"> 1. Use of frequency drive in ammonia and air compressor which saves electric energy. 2. Use of frequency drive in boiler for ID and FD fan which saves electric energy. 3. Heat recovery from hot compressed gases and used for heating water. 4. Recovery of treated hot water from three stage syrup transfer PHE. 5. Beverage filling at ambient temperature leading to huge power savings in refrigeration. 6. Replacement of CFL/FTL lamps with LED lamps. 7. Replacement of low efficiency pump with high energy efficient pump. 8. Improving efficiency on critical resources like water and energy by doing water recoveries and optimizing energy consumption. 9. Optimizing the resource consumptions and minimizing wastages by automations and controls. 10. Installation of steam operated pump trap - SOPT for better steam condensate recovery across all units.
(ii)	Steps taken by the Company for utilizing alternate sources of energy	The Company has successfully utilized the environment friendly fuels like biomass and PNG operated boiler for steam generation and installed solar panels in many plants to generate clean energy.
(iii)	Capital investment on energy conservation equipments	<ol style="list-style-type: none"> 1. Installation and commissioning of Solar Plant at Nuh and Greater Noida Plants. 2. Air recovery system in Blow Moulding Machine. 3. Filling machines which are capable of filling beverage at ambient temperature with high speed running. 4. Green Oven for Bottle Blowing machine which consumes less energy as compared to the traditional ones. 5. High energy efficient pumps. 6. Steam condensate recovery system across all units.

(b) Technology absorption

(i)	Efforts made towards technology absorption	The Company has been continuously improving on resource use efficiencies, especially that of common resources such as water, fuel and energy. The Company follows series of environment performance indicators for monitoring natural resources consumption on per case basis and continual improvement is being achieved and sustained.
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(ii)	Benefits derived like product improvement, cost reduction, product development or import substitution	Over the past ten years, Company has reduced water usage on per case basis and significant reduction of energy consumption on per case basis. Some of the factories have also received the Green Factory certification from Indian Green Building Council (IGBC), Gold rating. Our Company also achieved significant reduction in weight of closure (from 1880 long height closure to 1881 short height closure) and preforms over years. This is implemented across all units resulting in to saving of resin consumption. Usage of nitrogen in packaged drinking water enables unit to reduce 10% of package weight. We also started metal cage for preform storage and handling to minimize recycling waste.
(iii)	In case of imported technology (imported during the last three years reckoned from the beginning of the financial year)-	There is no imported technology involved in the operation of the Company.
	(a) Details of technology imported	N.A.
	(b) Year of import	N.A.
	(c) Whether the technology been fully absorbed	N.A.
	(d) If not fully absorbed, areas where absorption has not taken place, and the reasons thereof	N.A.
(iv)	Expenditure incurred on Research and Development	Due to the nature of its business, the Company need not to initiate specific research and development activities, however Company supports all the pilot projects feasibility and commercialization along with PepsiCo.

(c) Foreign Exchange Earnings & Outgo

(₹ in Million)

Sl. No	Particulars	As at December 31, 2021	As at December 31, 2020
(i)	Earnings in Foreign Currency	617.07	682.59
(ii)	Expenditure in Foreign Currency	4,444.69	2,445.42

For and on behalf of the Board of Directors
For **Varun Beverages Limited**

Date: February 3, 2022
Place: Gurugram

Ravi Jaipuria
Chairman
DIN : 00003668

Corporate Governance Report

To comply with Regulation 34 read with Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ['SEBI (LODR) Regulations'], the report containing the details of Corporate Governance of Varun Beverages Limited ('the Company'/ 'VBL') is as follows:

Company's Philosophy on Corporate Governance

Corporate Governance is creation and enhancing long term sustainable value for the stakeholders through ethically driven business process. At VBL, it is imperative that your Company affairs are being managed in a fair and transparent manner.

Corporate Governance is all about maintaining a valuable relationship and trust with all stakeholders. We consider stakeholders as partners in our success and we remain committed towards maximizing stakeholders' value, be it shareholders, employees, suppliers, customers, investors, communities or policy makers. This approach to value creation emanates from our belief that sound governance system, based on relationship and trust, is integral to creating enduring value for all.

We believe, Corporate Governance is not just a destination, but a journey to constantly improve sustainable value creation. It is an upward-moving target that we collectively strive towards achieving. Our multiple initiatives towards maintaining the highest standards of governance are detailed hereinafter.

The Corporate Governance framework of the Company is based on the following broad practices:

- (a) Engaging a diverse and highly professional, experienced and competent Board of Directors, with versatile expertise in industry, finance, management and law.
- (b) Deploying well defined governance structures that establishes checks and balances and delegates decision making to appropriate levels in the organization.
- (c) Adoption and implementation of fair, transparent and robust systems, processes, policies and procedures.
- (d) Making high level of disclosures for dissemination of corporate, financial and operational information to all its stakeholders.
- (e) Having strong systems and processes to ensure full and timely compliance with all legal and regulatory requirements and zero tolerance for non-compliance.

Best Corporate Governance practices

VBL maintains the highest standards of Corporate Governance. It is the Company's constant endeavour to adopt the best Corporate Governance practices keeping in view the international codes of Corporate Governance and practices of well-known global companies. Some of the best implemented global governance norms include the following:

- All securities related filings with Stock Exchanges and SEBI are reviewed by the Company's Board of Directors.
- The Company has following Board Committees: Audit, Risk Management and Ethics Committee, Stakeholders' Relationship Committee, Nomination and Remuneration Committee, Corporate Social Responsibility Committee, Share Allotment Committee and Investment and Borrowing Committee.
- The Company also undergoes Secretarial Audit conducted by an independent firm of Practicing Company Secretaries. The Secretarial Audit Report is placed before the Board and forms part of the Annual Report.
- Observance and adherence of all applicable Laws including Secretarial Standards issued by the Institute of Company Secretaries of India.

Governance Policies

At VBL, we strive to conduct our business and strengthen our relationships in a manner that is dignified, distinctive and responsible. We adhere to ethical standards to ensure integrity, transparency, independence and accountability in dealing with all stakeholders. Therefore, we have adopted various codes and policies to carry out our duties in an ethical manner. Some of the codes and policies are as follows;

- Code of Conduct for Board of Directors and Senior Management;
- Code of Conduct for Prohibition of Insider Trading;
- Code of practices and procedures for fair disclosure of Unpublished Price Sensitive Information;
- Policy on Related Party Transactions;
- Corporate Social Responsibility Policy;

- Policy for Determination of Material Subsidiary and Governance of Subsidiaries;
- Policy for Determination of Materiality of Events / Information;
- Remuneration Policy for Directors, Key Managerial Personnel, Members of Senior Management and other Employees of the Company;
- Familiarization Programme for Independent Directors;
- Vigil Mechanism/Whistle Blower Policy;
- Policy for Preservation of Documents;
- Policy on Diversity of the Board of Directors;
- Risk Management Policy;
- Dividend Distribution Policy;
- Archival Policy;
- Guidelines for Acquisition in India;
- Environment, Health and Safety Policy;
- Go Green Guidelines;
- Anti-Bribery Policy; and
- Policy for Prevention, Prohibition and Redressal of Sexual Harassment at Workplace.

Board of Directors

As at December 31, 2021, 5 (Five) out of 10 (Ten) Directors on the Board were Independent Directors. At VBL, it is our belief that an enlightened Board consciously creates a culture of leadership to provide a long-term vision and policy approach to improve the quality of governance. The Board's actions and decisions are aligned with the Company's best interests. The Board critically evaluates

the Company's strategic direction, management policies and their effectiveness.

Size and composition of the Board of Directors as at December 31, 2021 is given below:

Category	Name of Director
Non-executive Chairman	Mr. Ravi Jaipuria*
Executive / Whole-time Directors	Mr. Varun Jaipuria*
	Mr. Raj Gandhi
	Mr. Kapil Agarwal
	Mr. Rajinder Jeet Singh Bagga
Non-executive, Independent Directors	Dr. Naresh Trehan
	Dr. Ravi Gupta
	Mr. Pradeep Sardana
	Ms. Rashmi Dhariwal
	Ms. Sita Khosla

*Mr. Ravi Jaipuria and Mr. Varun Jaipuria are Promoters of the Company.

Inter-se Relationship among Directors

Except Mr. Ravi Jaipuria and Mr. Varun Jaipuria, none of the Director is a relative of other Director(s). Mr. Varun Jaipuria, Whole-time Director is son of Mr. Ravi Jaipuria, Non-executive Chairman of the Company.

Core Skills / Expertise / Competencies available with the Board

The Board comprises qualified Members who possess required skills, expertise and competencies that allow them to make effective contributions to the Board and its Committees.

The Matrix setting out the Skills, Expertise and Competencies available with the Board in context of business of the Company is as under:

Sl. No.	Name of Director	Leadership / Operations	Strategic Planning	Industry Experience, Technical, Research & Development and Innovation	Global Business	Finance & Legal	Corporate Governance, Compliance & Risk Management
1	Mr. Ravi Jaipuria	√	√	√	√	√	√
2	Mr. Varun Jaipuria	√	√	√	√	√	√
3	Mr. Raj Gandhi	√	√	√	√	√	√
4	Mr. Kapil Agarwal	√	√	√	√	√	√
5	Mr. Rajinder Jeet Singh Bagga	√	√	√	√	√	√
6	Dr. Naresh Trehan	√	√	√	√	√	√
7	Dr. Ravi Gupta	√	√	√	√	√	√
8	Mr. Pradeep Sardana	√	√	√	√	√	√
9	Ms. Rashmi Dhariwal	√	√	√	√	√	√
10	Ms. Sita Khosla	√	√	√	√	√	√

Selection of Independent Directors

Considering the requirement of skill sets on the Board, eminent people having an independent standing in their respective field / profession and who can effectively contribute to the Company's business and policy decisions are considered by the Nomination and Remuneration Committee, for appointment, as an Independent Director on the Board. The Committee, inter-alia, considers criteria as prescribed under the Companies Act, 2013 ('the Act') and SEBI (LODR) Regulations viz. positive attributes, area of expertise, number of directorships and memberships held in various committees of other companies by such persons in accordance with the Company's Policy. The Board considers the Committee's recommendation and takes appropriate decision.

A statement in connection with fulfilling the criteria of Independence and directorships as required under the provisions of the Act and SEBI (LODR) Regulations received from each of Independent Directors is disclosed in the Board's Report. Your Company had also issued formal appointment letters to all the Independent Directors in the manner provided under the Act. Terms and Conditions for appointment of Independent Directors are available on website <https://varunpepsi.com/wp-content/uploads/2018/05/Terms-and-conditions-of-appointment-of-the-Independent-Directors-Revised-March-19-2018.pdf>

In the opinion of the Board, the Independent Directors fulfill the conditions as specified in the Act and SEBI (LODR) Regulations and are Independent of the management.

Independent Directors' Induction and Familiarization

An appropriate induction programme for new Directors and ongoing training for existing Directors is a major contributor in maintaining the high Corporate Governance standards of the Company. The Whole-time Directors and the Company Secretary are jointly responsible for ensuring such induction and training programmes are provided to the Directors. The management provides such information and training either at the meeting of Board of Directors or otherwise. The details of such familiarization programme for Independent Directors are posted on website of the Company at <https://varunpepsi.com/wp-content/uploads/2016/12/Familiarisation-Programme-For-Independent-Directors.pdf>.

Board Evaluation

The Board of Directors of the Company ensures formation and monitoring of robust evaluation framework of the Individual Directors including Chairman of the Board,

Board as a whole and various Committees thereof and carries out the evaluation of the Board, the Committees of the Board and Individual Directors, including the Chairman of the Board on an annual basis.

Board Evaluation for the Financial Year ended December 31, 2021 has been completed by the Company internally which included the evaluation of the performance of the Board as a whole, Board Committees and Directors individually including Chairman of the Board and results of the same were shared with the Board.

Internal Audit

As recommended by the Audit, Risk Management and Ethics Committee, the Board of Directors in their meeting held on February 16, 2021 re-appointed M/s O P Bagla & Co., LLP, Chartered Accountants as Internal Auditors of the Company for the Financial Year 2021 to conduct internal audit of the Company and their report on findings is submitted to the Audit, Risk Management and Ethics Committee on periodic basis.

Separate Meeting of Independent Directors

To comply with the provisions of Schedule IV of the Act read with Regulation 25 of SEBI (LODR) Regulations, the Independent Directors met once during the Financial Year 2021, without the presence of Non-Independent Directors and members of the management team and inter-alia reviewed:

- The performance of Non-Independent Directors and the Board as a whole;
- The performance of the Chairman of the Company, taking into account the views of Executive Directors and Non-executive Directors; and
- The quality, quantity and timeliness of flow of information between the Company's management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

In addition to formal meetings, interactions also took place between the Chairman and Independent Directors.

Board Meetings, Board Committee Meetings and Procedure

The Board is the apex body constituted by shareholders for overseeing the Company's overall functioning. The Board provides and evaluates the Company's strategic direction, management policies and their effectiveness and ensures that shareholders' long term interests are being served.

As at the end of the year under review, the Board has 6 (Six) Committees, namely Audit, Risk Management and Ethics Committee, Stakeholders' Relationship Committee,

Nomination and Remuneration Committee, Corporate Social Responsibility Committee, Share Allotment Committee and Investment and Borrowing Committee.

The Company's internal guidelines for Board/Board Committee meetings facilitate the decision making process at its meetings in an informed and efficient manner.

Board/Committee Meetings

The Board meets at regular intervals to discuss and decide on Company / business policies and strategies apart from other regular business matters. The Board/Committee Meetings are pre-scheduled and a tentative annual calendar of the Board and Committee Meetings is circulated to all Directors well in advance to facilitate them to plan their schedule and to ensure meaningful participation in the meetings. The Board is updated on the discussions held at the Committee meetings and the recommendations made by various Committees.

The agenda of the Board/Committee Meetings is set by the Chief Risk Officer & Group Company Secretary in consultation with the Whole-time Director(s) and the Chairman of the Company. The agenda is generally circulated a week prior to the date of the meeting and includes detailed notes on items to be discussed at the meeting to enable the Directors to take an informed decision. However, in case of urgency, the agenda is circulated along with shorter notice as per the provisions of the Secretarial Standard on Meetings of the Board of Directors. Usually meetings of the Board are held at Corporate Office of the Company at Gurugram.

Board meets at least once in a quarter to review *inter-alia* the quarterly results, compliances and performance of the Company. Additional meetings are held on need basis.

The Company also provides facility to the Directors to attend meetings of the Board and its Committees through Video/Tele Conferencing mode.

4 (Four) Board meetings were held during the Financial Year 2021 on February 16, 2021, May 3, 2021, August 2, 2021 and October 29, 2021. The gap between two Board meetings was within the limit prescribed under Section 173(1) of the Act and Regulation 17(2) of the SEBI (LODR) Regulations.

Board Business

The business of the Board *inter-alia* includes:

- Framing and overseeing progress of the Company's annual plan and operating framework.

- Framing strategies for direction of the Company and for corporate resource allocation.
- Reviewing financial plans of the Company.
- Reviewing the quarterly and annual financial results of the Company.
- Reviewing the Annual Report including Audited Annual Financial Statements for adoption by the Members.
- Reviewing progress of various functions and business of the Company.
- Reviewing the functioning of the Board and its Committees.
- Reviewing the functioning of subsidiary companies.
- Considering / approving the declaration / recommendation of dividend.
- Reviewing and resolving fatal or serious accidents or dangerous occurrences, any material significant effluent or pollution problems or significant labour issues, if any.
- Reviewing the details of significant development in human resources and industrial relations front.
- Reviewing details of foreign exchange exposure and steps taken by the management to limit the risks of adverse exchange rate movement.
- Reviewing compliance with all relevant legislations and regulations and litigation status, including materiality, important show cause, demand, prosecution and penalty notices, if any.
- Advising on corporate restructuring such as merger, acquisition, joint venture or disposals, if any.
- Appointing Directors on the Board and Key Managerial Personnel, if any.
- Reviewing various policies of the Company and monitoring implementation thereof.
- Reviewing details of risk evaluation and internal controls.
- Reviewing reports on progress made on the ongoing projects.
- Monitoring and reviewing board evaluation framework.

Board Support

The Chief Risk Officer & Group Company Secretary is responsible for collation, review and distribution of all papers submitted to the Board and Committees thereof for consideration. He is also responsible for preparation of Agenda in consultation with the Whole-time Director(s)

and the Chairman of the Company and convening of Board and Committee Meetings. The Chief Risk Officer & Group Company Secretary attends all the meetings of the Board and its Committees, advises and assures the Board on Compliance and Governance principles.

Recording Minutes of proceedings of Board and Committee meetings

The Chief Risk Officer & Group Company Secretary ensures appropriate recording of minutes of proceedings of each Board and Committee Meeting. The minutes are entered in the Minutes Book within 30 (Thirty) days from the date of conclusion of the meetings as per the

Secretarial Standards issued by the Institute of Company Secretaries of India.

Post meeting follow-up mechanism

The guidelines for Board and Committee meetings facilitate an effective post meeting follow-up, review and reporting process for decisions taken by the Board and Committees thereof. Important decisions taken at Board/Committee meetings are communicated promptly to the concerned departments/divisions. Action-taken report (if any) on decisions/minutes of the previous meeting(s) is placed at the succeeding meeting of the Board/Committees for noting.

Attendance of Directors at Board Meetings & last Annual General Meeting (AGM), number of other Directorships and Chairmanships / Memberships of Committees and Shareholding of each Director in the Company:

Name and DIN	Designation & Category	Attendance in Financial Year 2021		Number of Directorships in other Companies as on December 31, 2021 [§]		Committee Membership and Chairmanship in other Companies [#] as on December 31, 2021		Shareholding in the Company as on December 31, 2021
		Board Meetings	AGM	Private	Public	Chairmanship	Membership	
Mr. Ravi Jaipuria (00003668)	Promoter (Non-executive Chairman)	4/4	Yes	2	4	Nil	1	80,822,707
Mr. Varun Jaipuria (02465412)	Promoter & Whole-time Director (Executive Director)	4/4	Yes	4	2	Nil	Nil	69,447,983
Mr. Raj Gandhi (00003649)	Whole-time Director (Executive Director)	4/4	Yes	3	7	Nil	3	916,875
Mr. Kapil Agarwal (02079161)	Whole-time Director & Chief Executive Officer (Executive Director)	4/4	Yes	Nil	Nil	Nil	Nil	565,696
Mr. Rajinder Jeet Singh Bagga (08440479)	Whole-time Director (Executive Director)	4/4	Yes	1	Nil	Nil	Nil	194,625
Dr. Naresh Trehan (00012148)	Non-executive & Independent Director	4/4	Yes	7	3	Nil	Nil	Nil
Dr. Ravi Gupta (00023487)	Non-executive & Independent Director	4/4	Yes	11	4	6	6	Nil
Mr. Pradeep Sardana (00682961)	Non-executive & Independent Director	4/4	Yes	Nil	1	Nil	Nil	1,930
Ms. Rashmi Dhariwal (00337814)	Non-executive & Independent Director	4/4	Yes	5	4	1	5	Nil
Ms. Sita Khosla (01001803)	Non-executive & Independent Director	4/4	Yes	Nil	Nil	Nil	Nil	Nil

[#] Includes only Audit Committee and Stakeholders' Relationship Committee in all public limited companies (whether listed or not) and excludes private limited companies, foreign companies and Section 8 companies.

[§] Does not include directorship in foreign companies.

Note: Video/Tele-conferencing facility is offered to facilitate Directors to participate in the meetings.

Pursuant to Part C of Schedule V of the SEBI (LODR) Regulations, details of Directorship in other listed entity and category of Directorship as on December 31, 2021, are mentioned below:

Sl. No.	Name of Director	Company	Category of Directorship
1	Mr. Ravi Jaipuria	Devyani International Limited	Non-executive Director
2	Mr. Varun Jaipuria	Devyani International Limited	Non-executive Director
3	Mr. Raj Gandhi	Devyani International Limited	Non-executive Director
4	Dr. Naresh Trehan	Devyani International Limited	Non-executive & Independent Director
5	Dr. Ravi Gupta	Devyani International Limited	Non-executive & Independent Director
6	Mr. Pradeep Sardana	Devyani International Limited	Non-executive & Independent Director
7	Ms. Rashmi Dhariwal	Devyani International Limited	Non-executive & Independent Director

Committees of the Board

The Board Committees play a vital role in strengthening the Corporate Governance practices. The Board Committees are set up under formal approval of the Board to carry out clearly defined roles which are considered to be performed by Members of the Board as a part of good governance practice. The Board supervise the execution of responsibilities by the Committee. Minutes of the proceedings of all the Committee meetings are circulated to the Board to take note of the same. The Board Committees may request special invitees to join the meeting, as appropriate.

As required under Schedule V (Annual Report) of the SEBI (LODR) Regulations, mandatory disclosure(s) related to the Audit, Risk Management and Ethics Committee, Stakeholders' Relationship Committee and Nomination and Remuneration Committee are as follows:

(i) Audit, Risk Management and Ethics Committee

The terms of reference and composition of the Audit, Risk Management and Ethics Committee satisfy the requirements of Section 177 of the Act read with the Companies (Meetings of Board and its Powers) Rules, 2014 and Regulations 18 and 21 of the SEBI (LODR) Regulations.

The brief terms of reference of Audit, Risk Management and Ethics Committee are as under:

- Oversight of the Company's financial reporting process, examination of the financial statement and the auditors' report thereon and the disclosure of its financial information to ensure that its financial statements are correct, sufficient and credible.
- Recommendation for appointment, re-appointment and replacement, remuneration and terms of appointment of auditors of the Company and approval of payment for any other services rendered by the statutory auditors of the Company.

- Reviewing with the Management the quarterly / annual results and annual financial statements and Auditors' Report thereon before submission to the Board for approval. This would, inter-alia, include reviewing changes in the accounting policies and reasons for the same, major accounting entries involving estimates based on exercise of judgement by Management, significant adjustments made in the financial statements.
- Review the Management's Discussion and Analysis of financial condition and results of operations.
- Scrutiny of inter-corporate loans and investments.
- Evaluation of internal financial controls and risk management systems.
- Reviewing the functioning of the whistle blower/ vigil mechanism.
- Formulate a detailed risk management policy which shall include:
 - Framework for identification of internal and external risks.
 - Measures for risk mitigation including systems and processes for internal control of identified risks.
 - Business continuity plan.
- Evaluate and review the risk management plan, the risk management system, including risk policy, risk process (risk identification, assessment, mitigation and monitoring), cyber security processes and risk registers laid down by the Management.
- Recommendation for appointment, removal and terms of remuneration of the Chief Risk Officer.

The Audit, Risk Management and Ethics Committee met 5 (Five) times during the Financial Year 2021 on February 16, 2021, May 3, 2021, July 16, 2021, August 2, 2021 and October 29, 2021.

Composition of the Committee and attendance of the Members at the meetings held during the Financial Year 2021:

Sl. No.	Name	Category	Designation	No. of Meetings Attended
1	Dr. Ravi Gupta	Independent Director	Chairman	5/5
2	Ms. Rashmi Dhariwal	Independent Director	Member	4/5
3	Ms. Sita Khosla	Independent Director	Member	5/5
4	Mr. Raj Gandhi*	Executive Director	Member	2/2

* To follow good Corporate Governance practice, Mr. Raj Gandhi resigned w.e.f. May 3, 2021, to ensure that all members of the Committee are Independent Directors.

Note: Video/Tele-conferencing facility is offered to facilitate Directors to participate in the meetings.

The Chief Risk Officer & Group Company Secretary acts as Secretary to the Committee.

The Chairman of the Audit, Risk Management and Ethics Committee was present at the last AGM held on April 7, 2021.

(ii) Stakeholders' Relationship Committee

The terms of reference and composition of the Stakeholders' Relationship Committee satisfy the requirements of Section 178 of the Act and Regulation 20 of SEBI (LODR) Regulations.

The brief terms of reference of Stakeholders' Relationship Committee is to consider and resolve the grievances of security holders of the Company including but not limited to complaints related to transfer of shares, non-receipt of annual report, non-receipt of declared dividends and review of services rendered by the Registrar and Share Transfer Agent.

Composition of the Committee during the Financial Year 2021:

Sl. No.	Name	Category	Designation
1	Ms. Sita Khosla	Independent Director	Chairperson
2	Ms. Rashmi Dhariwal	Independent Director	Member
3	Mr. Raj Gandhi	Executive Director	Member

Note: Video/Tele-conferencing facility is offered to facilitate Directors to participate in the meetings.

The Chief Risk Officer & Group Company Secretary acts as Secretary to the Committee and also designated as a Compliance Officer of the Company.

The Chairperson of the Stakeholders' Relationship Committee was present at the last AGM held on April 7, 2021.

Investor Grievances / Complaints

The details of the Investor Complaints received and resolved during the Financial Year ended December 31, 2021 are as follows:

Opening Balance	No. of complaints received	No. of complaints resolved	No. of complaints not solved to the satisfaction of shareholders	No. of complaints pending
0	94	94	0	0

To enable investors to share their grievance or concern, Company has set up a dedicated e-mail ID complianceofficer@rjcorp.in

(iii) Nomination and Remuneration Committee

The terms of reference and composition of the Nomination and Remuneration Committee satisfy the requirements of Section 178 of the Act and Regulation 19 of SEBI (LODR) Regulations and SEBI (Share Based Employee Benefits) Regulations, 2014/ SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021.

The brief terms of reference of Nomination and Remuneration Committee are as under:

- Formulating the criteria for determining qualifications, positive attributes and independence of a director and recommending to the Board of Directors a policy relating to the remuneration of the directors, key managerial personnel and other employees and for evaluation of the performance of independent directors and the Board of Directors;
- Devising a policy on diversity of the Board of Directors;
- Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, recommending to the Board of Directors their appointment and removal, and specify the manner for effective evaluation of performance of Board, its committees and individual Directors and review its implementation and compliance;
- Determine whether to extend or continue the term of appointment of the independent directors on the basis of the report of performance evaluation of independent directors; and

- Framing suitable policies and systems to ensure that there is no violation by an employee as well as by the Company of any applicable laws in India or overseas, including:
 - (i) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; and
 - (ii) The Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices relating to the Securities Market) Regulations, 2003.

The Nomination and Remuneration Committee met 4 (Four) times during the Financial Year 2021 on February 16, 2021, August 2, 2021, October 29, 2021 and December 14, 2021.

Composition of the Committee and attendance of the Members at the meetings held during the Financial Year 2021:

Sl. No.	Name	Category	Designation	No. of Meetings Attended
1	Ms. Rashmi Dhariwal	Independent Director	Chairperson	4/4
2	Dr. Ravi Gupta	Independent Director	Member	4/4
3	Mr. Ravi Jaipuria	Non-executive Chairman	Member	4/4

Note: Video/Tele-conferencing facility is offered to facilitate Directors to participate in the meetings.

The Chief Risk Officer & Group Company Secretary acts as Secretary to the Committee.

The Chairperson of the Nomination and Remuneration Committee was present at the last AGM held on April 7, 2021.

Performance evaluation criteria for Directors

The Remuneration Policy of the Company lays down the criteria of appointment and remuneration of Directors/Key Managerial Personnel including criteria for determining qualification, positive attributes, independence of Directors, criteria for performance evaluation of Executive and Non-executive Directors (including Independent Directors) and other matters as prescribed under the provisions of the Act and the SEBI (LODR) Regulations. An indicative list of factors that may be evaluated including but not limited to participation and contribution by a Director, commitment, effective deployment of knowledge and expertise, effective management of relationship with stakeholders, integrity and maintenance of confidentiality and independence of behaviour and judgement.

Remuneration of Directors

Details of remuneration paid to Directors of the Company for the Financial Year ended December 31, 2021, are as follows:

(₹ in million)

Sl. No.	Name	Sitting Fee	Salary	Perquisite	Bonus/ Incentive	Total
1	Mr. Varun Jaipuria	-	43.22	0.04	5.17	48.43
2	Mr. Raj Gandhi	-	43.37	0.04	20.10	63.51
3	Mr. Kapil Agarwal	-	78.35	0.03	0.25	78.63
4	Mr. Rajinder Jeet Singh Bagga	-	40.24	0.04	0.25	40.53
5	Dr. Ravi Gupta	1.30	-	-	-	1.30
6	Mr. Pradeep Sardana	0.40	-	-	-	0.40
7	Ms. Rashmi Dhariwal	1.20	-	-	-	1.20
8	Ms. Sita Khosla	0.90	-	-	-	0.90

The details of specific service contracts, notice period and severance fees etc. are governed by the appointment letter issued to respective Director at the time of his / her appointment.

Criteria of making payments to Non-executive Directors including all pecuniary relationship or transactions of Non-executive Directors

The Independent Directors are not paid any remuneration other than the sitting fee for attending meetings of the

Board and the Committees thereof as approved by the Board.

There has been no pecuniary relationship or transactions of the Non-executive Directors vis-à-vis the Company during the year except the sitting fee paid to them as detailed above.

Prohibition of Insider Trading

To comply with the provisions of Regulation 9 of the Securities and Exchange Board of India (Prohibition of

Insider Trading) Regulations, 2015, the Company has adopted a Code of Conduct for Prohibition of Insider Trading and the same is uploaded on website of the Company at <https://varunpepsi.com/wp-content/uploads/2021/02/Code-under-Insider-Trading-Clean-Final.pdf>

Vigil Mechanism / Whistle Blower Policy

To comply with the provisions of Section 177 of the Act and Regulation 22 of SEBI (LODR) Regulations, the Company has adopted a Vigil Mechanism / Whistle Blower Policy for Directors and Employees of the Company. Under the Vigil Mechanism Policy, the protected disclosures can be made by a victim through an e-mail or a letter to the Chief Risk Officer & Group Company Secretary (Vigilance Officer) or to the Chairperson of the Audit, Risk Management and Ethics Committee.

The Policy provides for adequate safeguards against victimization of Directors and Employees who avail of the vigil mechanism and also provides a direct access to the Vigilance Officer or the Chairperson of the Audit, Risk Management and Ethics Committee, in exceptional cases. No personnel of the Company has been denied access to the Audit, Risk Management and Ethics Committee.

The main objective of this policy is to provide a platform to Directors and Employees to raise concerns regarding any irregularity, misconduct or unethical matters / dealings within the Company, which may have a negative bearing on the organization either financially or otherwise.

This policy provides an additional channel to the normal management hierarchy for employees to raise concerns

about any breach of the Company's values or instances of violations of the Company's Code of Conduct. Therefore, it is in line with the Company's commitment to open communication and to highlight any such matters which may not be getting addressed in a proper manner. During the year under review, one complaint was filed and closed amicably under the Whistle Blower Policy.

Compliance with the Code of Conduct

To comply with the provisions of Regulation 17(5) of SEBI (LODR) Regulations, the Company has adopted "Code of Conduct for Board of Directors and Senior Management" ('Code'). Code is available on website of the Company at <https://varunpepsi.com/wp-content/uploads/2019/03/Code-Of-Conduct-For-Board-Of-Directors-and-Senior-Management-Revised.pdf>

On the basis of declarations received from Board Members and Senior Management Personnel, the Whole-time Director & Chief Executive Officer has given a declaration that the Members of the Board of Directors and Senior Management Personnel have affirmed compliance with the Code during the Financial Year 2021. A copy of such declaration is also attached with this report.

General Body Meetings

Annual General Meeting

The Annual General Meetings ('AGM') of the Company during the preceding three years were held at the following venues, dates and times, wherein the following special resolutions were passed:

AGM	Financial Year	Day, Date & Time	Venue/Mode	Brief description of Special Resolutions
26 th	2020	Wednesday, April 7, 2021 at 11:00 a.m.	Registered Office Through Video Conferencing / Other Audio Visual Means facility	<ul style="list-style-type: none"> Continuation of directorship of Dr. Naresh Trehan as Non-executive Independent Director. Payment of profit related commission to Non-executive Directors.
25 th	2019	Friday, June 26, 2020 at 11: 00 a.m.	Registered Office Through Video Conferencing / Other Audio Visual Means facility	<ul style="list-style-type: none"> Payment of profit related commission to Non-executive Directors.
24 th	2018	Wednesday, April 17, 2019 at 11:00 a.m.	PHD Chamber of Commerce and Industry, 4/2, Siri Institutional Area, August Kranti Marg, New Delhi - 110 016	<ul style="list-style-type: none"> Re-appointment of Dr. Naresh Trehan as an Independent Director. Raising of Capital through Qualified Institutions Placement (QIP).

Extra-ordinary General Meeting

Apart from the Annual General Meeting, no other General Meeting was held during the Financial Year 2021.

Postal Ballot

No special resolution is proposed to be conducted through postal ballot.

During the year under review, pursuant to Regulation 44 of SEBI (LODR) Regulations and Sections 108, 110 and other applicable provisions of the Act read with Rules made thereunder, Members of the Company approved the issue of Bonus Shares by way of postal ballot.

Procedure followed for Postal Ballot

- In compliance with Regulation 44 of the SEBI (LODR) Regulations and Sections 108, 110 and other applicable provisions of the Act read with the Rules made thereunder and General Circulars issued by Ministry of Corporate Affairs, the postal ballot notice dated May 3, 2021 was dispatched on Tuesday, May 4, 2021 containing draft resolution together with the explanatory statement and remote e-voting instructions through electronic mode to all those Members whose e-mail address were registered with the Company/Registrar and Share Transfer Agent ("RTA") or Depository/Depository Participants and whose names appeared in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on Friday, April 30, 2021. The Company also published notice in the newspapers declaring details of completion of dispatch on Wednesday, May 5, 2021 as mandated under the Act and applicable rules.
- Members were requested to cast their vote only through remote e-voting facility provided by National Securities Depository Limited ("NSDL") between Wednesday, May 5, 2021 (9:00 A.M. IST) and Thursday, June 3, 2021 (5.00 P.M. IST) (both days inclusive) on the draft resolution mentioned in the postal ballot notice.
- The Scrutinizer, Mr. Devesh Kumar Vasisht, Partner of M/s. Sanjay Grover & Associates, Company Secretaries, New Delhi submitted his report on June 4, 2021, after completion of the scrutiny.
- The results of the postal ballot were announced by Mr. Ravi Batra, Chief Risk Officer & Group Company Secretary on June 4, 2021. The last date of remote e-voting i.e. Thursday, June 3, 2021, was taken as the date of passing the resolution.

- The result of the postal ballot along with the scrutinizer's report was displayed at the registered office of the Company, hosted at the Company's website at www.varunpepsi.com and on the website of NSDL at <https://www.evoting.nsdl.com> and was also communicated to the Stock Exchanges.
- The consolidated summary of the result is as under:

Item	Net Valid Votes Cast (No. of Equity Shares)	Votes in favour of the Resolution (No. of Equity Shares and % of Net Valid Votes)	Votes against the Resolution (No. of Equity Shares and % of Net Valid Votes)
Ordinary Resolution for Issue of Bonus Shares	262,043,791	259,886,395 (99.18%)	2,157,396 (0.82%)

Means of Communication

Information like Quarterly / Half Yearly / Annual Financial Results and press releases / presentations on significant developments in the Company that have been made available from time to time have been submitted to the Stock Exchanges to enable them to put on their websites and communicate to their Members. The same is also made available to Institutional Investors or to the Analysts, if any and are also hosted on the Company's website at www.varunpepsi.com.

The Quarterly / Half Yearly / Annual Financial Results are published in English and Hindi language newspapers normally in Business Standard. Moreover, a report on Management Discussion & Analysis as well as Business Responsibility Report also forms part of the Annual Report. The Company is filing all reports / information including Quarterly Financial Results, Shareholding Pattern, and Corporate Governance Report etc., electronically on NSE website viz. www.nseindia.com and on BSE website viz. www.bseindia.com.

General Shareholders Information

A) Annual General Meeting

Date: April 7, 2022 (Thursday)

Time: 11:00 a.m. (IST)

Venue/Mode: Through Video Conferencing / Other Audio Visual Means facility

B) Financial Year

The Financial Year of the Company starts from January 1 and ends on December 31 every year.

C) Financial Calendar 2022 (tentative)

First Quarter Results	: On or before May 15, 2022
Second Quarter Results	: On or before August 14, 2022
Third Quarter Results	: On or before November 14, 2022
Audited Annual Results for the year ending on December 31, 2022	: On or before March 1, 2023
Annual Book Closure	: March 31, 2022 to April 7, 2022 (both days inclusive)

an interim dividend of ₹ 2.50 per equity share (face value of ₹ 10/- per equity share) to the eligible equity shareholders of the Company.

The Company has transferred the unpaid or unclaimed Interim Dividend to the Unclaimed Dividend Account - Varun Beverages Limited and the details of unpaid and unclaimed dividend amount lying in the said Accounts (maintained with HDFC Bank Limited for the dividend declared in 2017, Yes Bank Limited for the dividend declared in 2018, IndusInd Bank Limited for the dividend declared in 2019, Axis Bank Limited for the dividend declared in 2020 and IndusInd Bank Limited for the dividend declared in 2021) are uploaded on website of the Company at <https://varunpepsi.com/corporate-governance/>

D) Dividend and its Payment

During the year under review, the Board of Directors in their meeting held on August 2, 2021 declared

E) Listing of Shares on Stock Exchanges and Stock Code

Sl. No.	Name and Address of the Stock Exchange	Stock code
1.	National Stock Exchange of India Limited, Exchange Plaza, Block G, C/1, Bandra Kurla Complex, Bandra (E), Mumbai - 400 051	VBL
2.	BSE Limited, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400 001	540180

Annual listing fee for the Financial Year 2021-22 has been paid to the National Stock Exchange of India Limited and BSE Limited.

F) Listing of Debt Instruments on Stock Exchanges and Codes: N.A.**G) Market Price Data for the period January 1, 2021 to December 31, 2021**

Month	BSE			NSE		
	High (₹)	Low (₹)	Volume (Nos.)	High (₹)	Low (₹)	Volume (Nos.)
Jan-21	1,065.90	855.00	312,940	1,066.40	854.05	6,414,492
Feb-21	1,095.85	866.40	1,300,630	1,130.00	866.00	9,884,690
Mar-21	1,065.30	958.40	245,346	1,070.00	958.00	7,355,119
Apr-21	1,028.00	874.00	324,469	1,030.00	873.45	6,056,058
May-21	1,055.40	964.00	1,577,858	1,054.85	961.30	7,210,980
Jun-21	1,178.00	714.25	893,404	1,178.00	714.00	13,277,879
Jul-21	804.60	710.00	534,022	804.00	709.00	7,840,653
Aug-21	860.00	720.95	574,295	860.00	720.65	15,054,038
Sep-21	954.40	834.00	1,803,295	952.00	833.05	14,113,355
Oct-21	925.00	808.20	580,230	924.40	808.80	10,389,795
Nov-21	1,020.00	845.00	923,787	1,016.00	843.40	10,690,588
Dec-21	922.70	817.90	1,079,730	923.80	817.30	5,762,818

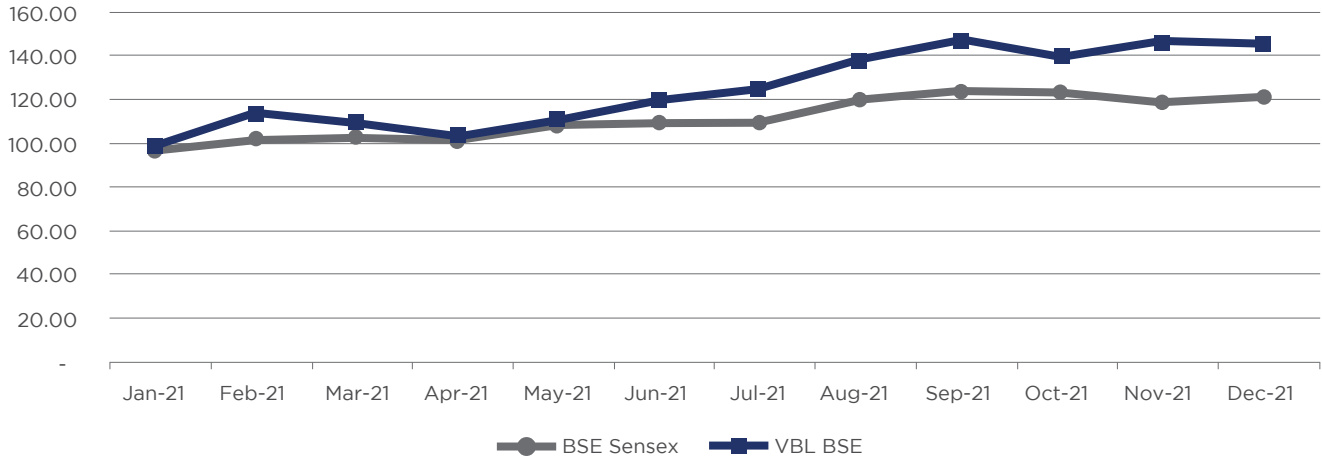
Note: Share prices after June 10, 2021 (i.e. ex-Bonus date) reflects the impact of Bonus Issue allotment on June 14, 2021 in the proportion of 1:2.

Performance in comparison to broad - based indices

Performance on BSE

Comparison of share price of VBL with BSE Sensex.

Performance on BSE (Indexed)

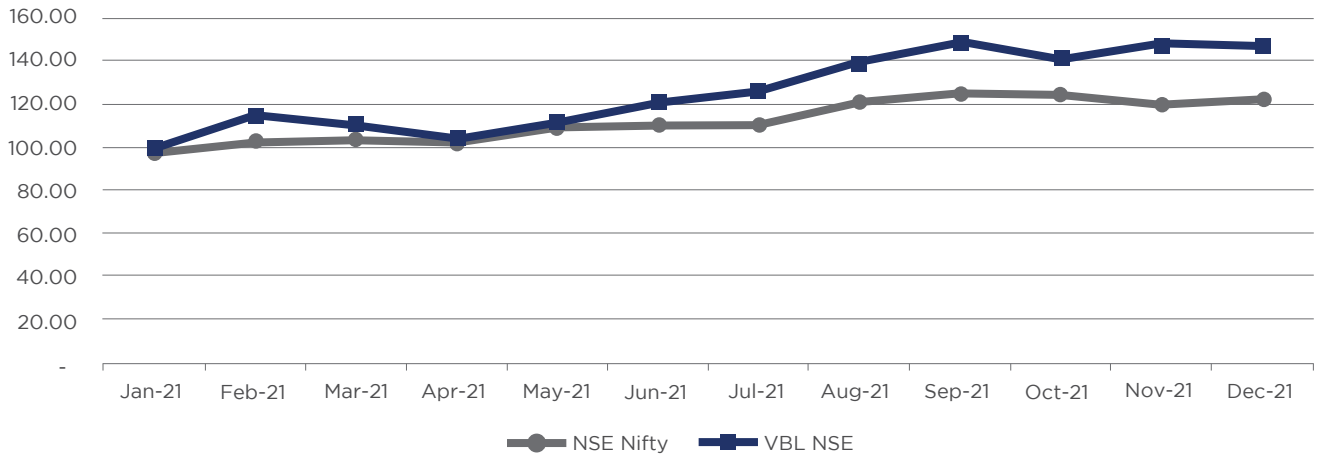


	Jan'21	Feb'21	Mar'21	Apr'21	May'21	Jun'21	July'21	Aug'21	Sept'21	Oct'21	Nov'21	Dec'21
VBL BSE	98.31	113.54	109.88	103.92	110.63	119.48	124.78	138.18	147.67	139.42	146.36	145.26
BSE Sensex	96.93	102.82	103.68	102.16	108.77	109.91	110.13	120.53	123.82	124.20	119.50	121.99

Performance on NSE

Comparison of share price of VBL with NSE Nifty.

Performance on NSE (Indexed)



	Jan'21	Feb'21	Mar'21	Apr'21	May'21	Jun'21	July'21	Aug'21	Sept'21	Oct'21	Nov'21	Dec'21
VBL NSE	98.10	113.85	109.49	103.77	110.43	119.47	124.74	138.69	146.98	139.08	145.97	145.46
NSE Nifty	97.52	103.92	105.07	104.64	111.45	112.44	112.74	122.53	126.01	126.39	121.47	124.12

H) Registrar and Share Transfer Agent

The Registrar and Share Transfer Agent of the Company was changed from “KFin Technologies Private Limited” to “Link Intime India Private Limited” w.e.f. July 21, 2021 and all the work relating to the shares held in physical form as well as the shares held in the electronic (demat) form is being done by Link Intime India Private Limited, whose details are given below:

Link Intime India Private Limited

Noble Heights, 1st Floor, Plot No. NH 2, LSC
C-1 Block, Near Savitri Market, Janakpuri
New Delhi-110058
Tel: +91 11 49411000
Fax: +91 11 41410591
E-mail: delhi@linkintime.co.in
Website: www.linkintime.co.in
SEBI Registration No.: INR000004058

Three Hundred Fifty Four) equity shares of the Company were in dematerialized form and 726 (Seven Hundred Twenty Six) equity shares were held in physical form.

Transfer of Equity Shares in dematerialized form are done through depositories with no involvement of the Company. In terms of SEBI (LODR) Regulations, securities of listed companies can only be transferred in dematerialized form including where the claim is lodged for transmission or transposition of shares. Company obtains a yearly certificate from a Company Secretary in Practice as required under Regulation 40(9) of SEBI (LODR) Regulations and file copy of the said certificate with the Stock Exchanges.

I) Share Transfer System

As on December 31, 2021 - 433,032,354 (Four Hundred Thirty Three Million Thirty Two Thousand

Accordingly, to avail benefits of dematerialization, Members are advised to dematerialize the shares held by them in physical form.

J) Distribution of Shareholding (as on December 31, 2021)

(Nominal Value ₹ 10 per share)

Shareholding	No. of Shareholders	Percentage	Amount (₹)	Percentage
1 - 5000	136,446	96.86	55,414,790	1.28
5001 - 10000	1,862	1.32	13,483,940	0.31
10001 - 20000	848	0.60	12,054,440	0.28
20001 - 30000	394	0.28	9,838,330	0.23
30001 - 40000	272	0.19	9,498,150	0.22
40001 - 50000	171	0.12	7,663,860	0.18
50001 - 100000	316	0.23	22,527,620	0.52
100001 & Above	567	0.40	4,199,849,670	96.98
Total	140,876	100.00	4,330,330,800	100.00

K) Categories of Shareholders (as on December 31, 2021)

Sl. No.	Category	No. of Equity Shares	Percentage
1	Alternative Investment Fund-III	1,542,341	0.36
2	Body Corporates	7,427,702	1.72
3	Clearing Members	103,413	0.02
4	Directors and their Relatives (Other than Promoter Director)	1,679,126	0.39
5	Employees	524,898	0.12
6	Foreign Institutional Investors	225,523	0.05
7	Foreign Nationals	100	0.00
8	Foreign Portfolio Investors - Corporates	91,727,285	21.18
9	HUF	362,756	0.08
10	Insurance Companies	3,072,303	0.71
11	Limited Liability Partnership	1,023,688	0.24
12	Mutual Funds	25,825,944	5.96

Sl. No.	Category	No. of Equity Shares	Percentage
13	Nationalized Bank	92,043	0.02
14	Non Nationalized Banks	4,600	0.00
15	NBFC	4,200	0.00
16	Non Resident Indians	1,022,100	0.24
17	Non Resident Indian Non Repatriable	762,075	0.18
18	Non Institution	167,409	0.04
19	Promoter and Promoter Group	280,989,668	64.89
20	Others-Public	16,469,692	3.80
21	Trusts	6,214	0.00
	Total	433,033,080	100.00

L) Dematerialization of Shares and Liquidity

As on December 31, 2021, 99.99% of the total equity shares were held in dematerialized form. The Company's shares are actively traded on the stock exchanges.

The Company does not have any GDR's/ADR's/Warrants or any Convertible instruments having any impact on equity.

M) Commodity price risk or foreign exchange risk and hedging activities

The details for the same have been provided in the Notes to Financial Statements of the Company for the Financial Year 2021.

N) Credit Rating

During the year under review, your Company's credit rating by CRISIL is as below:

Long Term Rating	CRISIL AA/Positive (Re-affirmed)
Short Term Rating	CRISIL A1+ (Re-affirmed)

O) Plant locations

The Plant locations have been provided at page no. 9 of the Annual Report.

P) Reconciliation of Share Capital Audit

The Reconciliation of Share Capital Audit is conducted by a Company Secretary in practice to reconcile the total admitted capital with National Securities Depository Limited and Central Depository Services (India) Limited ('Depositories') and the total issued and listed capital. The audit confirms that the total issued/paid-up capital is in agreement with the aggregate of the total number of shares in physical form and the total number of shares in dematerialized form (held with Depositories) and that the requests for dematerialization of shares

are processed by the Registrar and Share Transfer Agent within statutory period and uploaded with the concerned depositories.

Q) Equity Shares in the Suspense Account

The Company does not have any shares in the demat suspense account or unclaimed suspense account as on December 31, 2021.

R) Compliances under SEBI (LODR) Regulations

The Company is regularly complying with the SEBI (LODR) Regulations as stipulated therein. Information, reports, certificates and returns as required under the provisions of SEBI (LODR) Regulations are sent to the stock exchanges within the prescribed time.

S) CEO and CFO Certification

To comply with Regulation 17(8) of SEBI (LODR) Regulations, the Whole-time Director & Chief Executive Officer (CEO) and the Chief Financial Officer (CFO) of the Company have given Compliance Certificate stating therein matters prescribed under Part B of Schedule II of the said Regulations which forms part of this Corporate Governance Report.

To comply with Regulation 33(2)(a) of SEBI (LODR) Regulations, while placing the Quarterly Financial Results before the Board of Directors, the CEO and CFO certifies that the Financial Results do not contain any false or misleading statement or figures or do not omit any material fact which may make the statements or figures contained therein misleading.

T) Certificate from Company Secretary in Practice regarding Non-disqualification of Directors

None of the Directors on the Board of the Company have been debarred or disqualified

from appointment or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority, as stipulated under Regulation 34 of the SEBI (LODR) Regulations and certificate in this respect received from an Independent Firm of Practising Company Secretaries is annexed.

U) Fee paid to the Statutory Auditors

Total fees for all services paid by the Company and its subsidiaries, on a consolidated basis, to Statutory Auditors of the Company and their other associated firms during the Financial Year ended December 31, 2021, is as follows:

(₹ in Million)

Particulars	M/s. Walker Chandiook & Co. LLP	M/s. APAS & Co. LLP
Audit Fee	7.48	4.81*
Other Services	0.00	1.07
Reimbursement of Expenses	0.74	0.00
Total	8.22	5.88

* includes ₹ 0.21 Million paid by Lunarmech Technologies Private Limited.

V) Information on Deviation from Accounting Standards, if any

No deviations from Indian Accounting Standards (Ind AS) in preparation of annual accounts for the Financial Year 2021.

W) Investor Correspondence

Mr. Ravi Batra
Chief Risk Officer & Group Company Secretary
Plot No. 31, Institutional Area, Sector - 44,
Gurugram 122 002 (Haryana)
Tel: +91 124 4643100
Email: complianceofficer@rjcorp.in

X) Disclosure of Compliance with Corporate Governance requirements specified in Regulation 17 to 27 and Regulation 46 of SEBI (LODR) Regulations

The Company has complied with the applicable provisions of SEBI (LODR) Regulations including Regulation 17 to 27 and Regulation 46 of SEBI (LODR) Regulations.

The Company submits a quarterly compliance report on Corporate Governance signed by Compliance Officer to the Stock Exchanges within 21 (Twenty One) days from the close of every quarter. Such quarterly compliance reports on Corporate

Governance are also posted on website of the Company.

Compliance of the conditions of Corporate Governance have also been audited by an Independent Firm of Practising Company Secretaries.

After being satisfied of the above compliances, they have issued a compliance certificate in this respect. The said certificate is annexed with this report and the same will be forwarded to the Stock Exchanges along with the Annual Report of the Company.

DISCLOSURES

- (i) The Company has not entered into any material significant related party transaction which has potential conflict with the interests of the Company at large. The Board of Directors had approved a Policy on Related Party Transactions and the same is uploaded at <https://varunpepsi.com/policies/>.
- (ii) The Company has complied with the requirements of Stock Exchanges, SEBI and other statutory authorities on all matters relating to capital markets and there was no instances of non-compliance during the last three years except that during the Financial Year 2019, composition of Board was not compliant of Regulation 17 of SEBI (LODR) Regulations from May 2, 2019 to July 31, 2019 as half of the directors were not Independent Directors and in this respect penalty as imposed by the National Stock Exchange of India Limited and BSE Limited was deposited by the Company. Presently, the Company is compliant of all the applicable provisions of SEBI (LODR) Regulations.
- (iii) Policy for Determination of Material Subsidiary and Governance of Subsidiaries can be accessed at <https://varunpepsi.com/wp-content/uploads/2021/02/1doc.pdf>
- (iv) Disclosure in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 forms part of the Board's Report.

Green Initiative

Pursuant to Sections 101 and 136 of the Act read with the Companies (Management and Administration) Rules, 2014 and Companies (Accounts) Rules, 2014 and Regulation 36 of SEBI (LODR) Regulations, the Company can send Notice of Annual General Meeting, Financial Statements and other communication in electronic form. Your Company is sending the Annual Report including the Notice of Annual General Meeting, Audited Financial Statements, Board's Report along with their annexure etc. for the Financial Year 2021 in electronic mode

to the shareholders who have registered their e-mail address with the Company or their respective Depository Participants (DPs) and physical copy of the same to those shareholders who have not registered their e-mail address with the Company or their respective DPs.

Shareholders who have not registered their e-mail addresses so far are requested to register their e-mail addresses. Those holding shares in demat form can register their e-mail addresses with their concerned DPs. Shareholders who hold shares in physical form are

requested to register their e-mail addresses with the Company / RTA, by sending a letter, duly signed by the first/sole holder quoting details of Folio Number.

For and on behalf of the Board of Directors
For **Varun Beverages Limited**

Date: February 3, 2022
Place: Gurugram

Ravi Jaipuria
Chairman
DIN: 00003668

CODE OF CONDUCT

This is to certify that the Company has laid down a Code of Conduct (the Code) for all Board Members and Senior Management Personnel of the Company and a copy of the Code is put on the website of the Company viz. www.varunpepsi.com.

It is further confirmed that all the Directors and Senior Management have affirmed their compliance with the Code for the Financial Year ended December 31, 2021.

Date: February 3, 2022
Place: Gurugram

Kapil Agarwal
Whole-time Director & Chief Executive Officer
DIN: 02079161

CHIEF EXECUTIVE OFFICER AND CHIEF FINANCIAL OFFICER CERTIFICATION UNDER REGULATION 17(8) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

To
The Board of Directors,
Varun Beverages Limited

We, Kapil Agarwal, Whole-time Director & Chief Executive Officer and Rajesh Chawla, Chief Financial Officer of Varun Beverages Limited, pursuant to the requirement of Regulation 17(8) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and to the best of our knowledge and belief, hereby certify that:-

- A) We have reviewed Financial Statements and the Cash Flow Statement for the Financial Year ended December 31, 2021 and that to the best of our knowledge and belief:
- (i) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - (ii) these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- B) There are, to the best of our knowledge and belief, no transactions entered into by the Company during the Financial Year ended December 31, 2021 which are fraudulent, illegal or violative of the Company's Code of Conduct.
- C) We accept the responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and that we have disclosed to the Auditors and the Audit, Risk Management and Ethics Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- D) We have indicated to the Auditors and the Audit, Risk Management and Ethics Committee:
- (i) significant changes in internal control over financial reporting during the Financial Year ended December 31, 2021;
 - (ii) significant changes in accounting policies during the said Financial Year and that the same have been disclosed in the notes to the Financial Statements; and
 - (iii) instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

Date: February 3, 2022
Place: Gurugram

Kapil Agarwal
Whole-time Director &
Chief Executive Officer
DIN: 02079161

Rajesh Chawla
Chief Financial Officer

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

**[Pursuant to Regulation 34(3) and Clause (10)(i) of Para C of Schedule V to the SEBI
(Listing Obligations and Disclosure Requirements) Regulations, 2015]**

To,
The Members of
Varun Beverages Limited
(CIN: L74899DL1995PLC069839)
F-2/7, Okhla Industrial Area, Phase I
New Delhi- 110 020

- The equity shares of Varun Beverages Limited (“the Company”) are listed on BSE Limited and National Stock Exchange of India Limited.
- We have examined the relevant disclosures received from the Directors of the Company and registers, records, forms and returns maintained by the Company and produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Clause 10(i) of Para C of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- We have also done examination and verification of the disclosures under Section 184/189, 164 and 149 of the Companies Act, 2013 (the Act) received from the Directors and Register of Directors and Key Managerial Personnel and their Shareholding under Section 170 of the Act and Director Identification Number (DIN) status of the Directors at MCA portal i.e. www.mca.gov.in. In our opinion and to the best of our knowledge and on the basis of information furnished to us by the Company and its officers, we certify that none of the below named Directors of the Company have been debarred or disqualified from being appointed or continuing as directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such statutory authority as on December 31, 2021:

Sl. No.	Name of Director	DIN	Date of Appointment
1.	Mr. Ravi Jaipuria	00003668	16/06/1995
2.	Mr. Varun Jaipuria	02465412	01/01/2009
3.	Mr. Raj Gandhi	00003649	21/10/2004
4.	Mr. Kapil Agarwal	02079161	01/01/2012
5.	Mr. Rajinder Jeet Singh Bagga	08440479	02/05/2019
6.	Dr. Naresh Trehan	00012148	01/12/2015
7.	Dr. Ravi Gupta	00023487	19/03/2018
8.	Mr. Pradeep Sardana	00682961	28/03/2016
9.	Ms. Rashmi Dhariwal	00337814	19/03/2018
10.	Ms. Sita Khosla	01001803	16/02/2018

- Ensuring the eligibility of the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.
- This certificate is based on the information and records available as on December 31, 2021 and we have no responsibility to update this certificate for the events and circumstances occurring thereafter.

For **Sanjay Grover & Associates**
Company Secretaries
Firm Registration No.: P2001DE052900

Devesh Kumar Vasisht
Partner

Date: February 3, 2022
Place: New Delhi

CP No.: 13700 / Mem. No.: F8488
UDIN.: F008488C002393081

CORPORATE GOVERNANCE CERTIFICATE

To
The Members
Varun Beverages Limited
(CIN: L74899DL1995PLC069839)
F-2/7, Okhla Industrial Area, Phase I
New Delhi- 110 020

We have examined the compliance of conditions of Corporate Governance by **Varun Beverages Limited** (“the Company”), for the financial year ended on December 31, 2021 as stipulated under Regulations 17 to 27 and clauses (b) to (i) of Regulation 46(2) and Para C, D and E of Schedule V to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”).

The compliance of conditions of Corporate Governance is the responsibility of the management of the Company. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated under Regulations 17 to 27 and clauses (b) to (i) of Regulation 46(2) and Para C, D and E of Schedule V to the Listing Regulations.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For **Sanjay Grover & Associates**
Company Secretaries
Firm Registration No.: P2001DE052900

Devesh Kumar Vasisht
Partner
CP No.: 13700 / Mem. No.: F8488
UDIN: F008488C002393134

Date: February 3, 2022
Place: New Delhi

Management Discussion & Analysis

Economic Overview & Outlook

Global Economy

During the year 2021, worldwide economies witnessed a healthy rebound in growth, following the easing of COVID-19 related disruptions across geographies. While the resurgence of COVID-19 infections continued during the year, the momentum of global growth recovery was sustained due to vaccination drives, strong stimulus effects and pent-up demand across geographies. As restrictions were relaxed across economies, demand and consumption saw a strong acceleration. This, in addition to calibrated policy frameworks, fiscal stimulus packages and improving trade prospects in the latter half of the year, sped global economic recovery. According to the World Bank, the global economy expanded by 5.5% in 2021⁽¹⁾.

Indian Economy

The Indian economy witnessed a strong rebound in the year 2021 despite undergoing the devastating effects of the second wave of the COVID-19 pandemic. A calibrated re-opening of markets coupled with higher vaccination rate led to a faster than expected pick-up in the domestic economy in the second half of the year, with output reaching back to levels of the pre-pandemic period. To support the recovery in the economy, the Reserve Bank of India too maintained an accommodative stance throughout the year. The Indian Government announced a set of structural reforms in 2021, including the production-linked incentive (PLI) scheme which is expected to benefit multiple sectors of the economy.

As per the World Bank, the Indian economy is expected to grow at 8.3% in FY22 and at 8.7% in FY23⁽¹⁾. With this, India continued to be among the fastest-growing economies in 2021. The growth outlook reflects increased private sector and infrastructure investments, as well as rewards from the advancing reforms.

⁽¹⁾Source: World Bank Report – January 2022

Soft drinks market – Overview and Outlook

At the start of 2021, the domestic soft drinks industry witnessed improved traction led by a healthy demand environment across markets, following the demand disruption caused by nation-wide lockdown in the peak summer season of 2020. However, the second wave of the pandemic in April and May of 2021 resulted in localized lockdowns and restrictions, which once again disrupted consumption trends in the key season of summer. This resulted in moderate soft drink volumes in the first half

of the year. As lockdown restrictions relaxed gradually in the second half, the industry saw faster than anticipated recovery in demand and consumption, which assisted overall growth in 2021.

In the last two years, due to the pandemic period, the industry underwent a significant shift in consumer purchase patterns. During the lockdown-related restrictions, while out-of-home consumption patterns were notably impacted, in-home consumption trend improved significantly. However, as the economy recovered from the second wave, out-of-home consumption bounced back in addition to a growth in the in-home consumption, leading to healthy overall growth. The beverage value chains are also being reshaped as consumer tastes and preferences evolve towards a greater emphasis on health and sustainability. The industry is continuously focused on introducing new product innovations in sync with these market trends.

Going forward, the soft drinks industry in India is expected to report healthy growth across categories on the back of better demographics, improving retail penetration across markets, better agro-economics, and rising trend of in-home consumption. The main segments constituting the soft drinks market in India are carbonates, juices, and bottled water. In value terms, carbonates is the largest category.

Soft Drinks – Key Growth Drivers and Opportunities

Over the past few years, the Indian soft drink market has witnessed significant growth as consumption has been gradually improving in India, driven by a number of factors, including:

Favourable Demographic Profile: India is a young country with individuals in 15-64 years age group accounting for a majority of the overall population, providing the nation with a large workforce to support economic growth. Given the changing population demographics, higher spending capacity of young consumers, rapid urbanization, and growing rural consumption are expected to drive consumption of soft drinks in India.

Rapid Urbanization and Growing Income: With more than 50% of India's population falling under the working age category, there has been a rise in disposable income, leading to a substantial change in spending patterns. In addition, the positive trend of women employees in India has resulted in higher family disposable income, culminating in higher consumer spending.

Increased Average Spend Per Household: There has been a strong growth in absolute number of average spend per household over the last decade. Indian consumers are increasingly improving the discretionary spends on categories other than essentials, such as food, beverages and consumer durables. Increased disposable income, consumer preferences and a growing population influence the demand for carbonated soft drinks.

Electrification: India’s rural sentiment is expected to maintain a healthy momentum with good monsoon and better agro-economics, which bodes well for the country’s overall economic revival. Increased electrification of Indian villages along with improving quality of electricity supply will help enhance penetration of cooling infrastructure in these regions, thereby supporting industry growth.

Location: India has a hot tropical climate. Summer in most parts of India is extremely hot and dry. It starts in April and lasts until the beginning of October, with temperatures peaking in June. A large portion of the population lives in hot and dry climate, and as a result, soft drink consumption is likely to continue to rise in the foreseeable future.

Business Overview - A Key Player in the Beverage Industry

VBL’s Presence

Varun Beverages Limited (“VBL” or the “Company”) is a key player in India’s beverage industry. The Company’s operations span across 6 countries - 3 in the Indian sub-continent (India, Sri Lanka and Nepal), which contributed to ~81% of the net revenues in CY21, and the remaining 3 in Africa (Morocco, Zambia and Zimbabwe), which contributed ~19% to the net revenues.

Symbiotic Relationship with PepsiCo

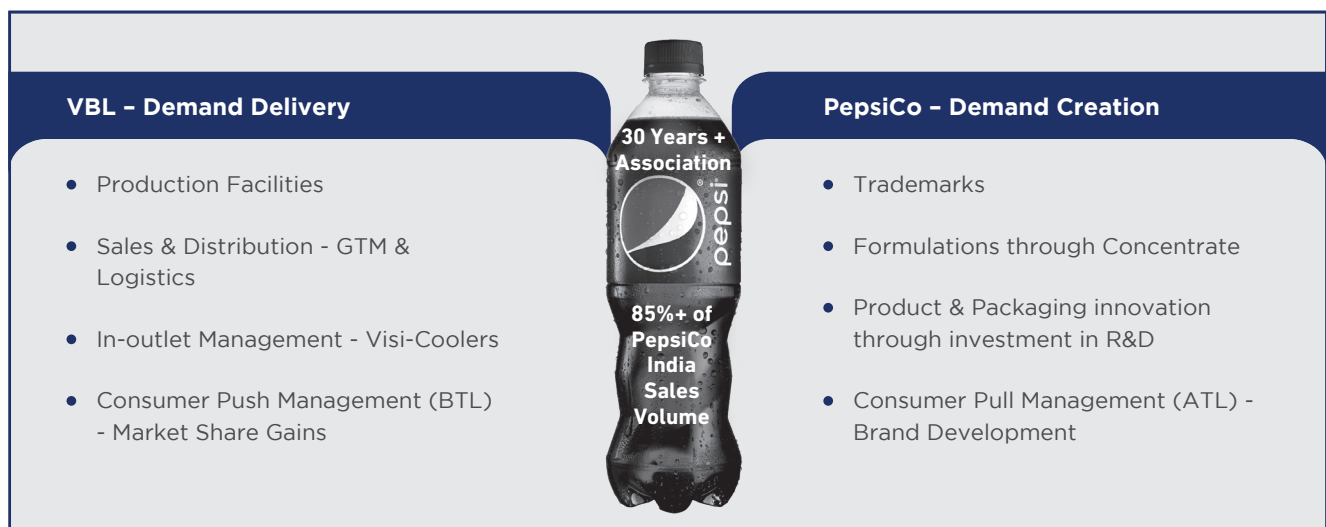
The Company enjoys a strategic, symbiotic, and long-standing over 30-year association with PepsiCo India, since the beverage company’s entry into India. Today, it accounts for 85%+ of its sales volumes in India. With its extensive manufacturing facilities and well-established distribution network, VBL manufactures, markets and distributes PepsiCo-owned products such as carbonated soft drinks, juice-based beverages and packaged drinking water.

PepsiCo’s various brands manufactured and distributed by VBL include Pepsi, Pepsi Black, Diet Pepsi, Mirinda Orange, Mountain Dew, Mountain Dew Ice, Slice Fizzy, Seven-Up, Seven-Up Nimbooz Masala Soda, Sting, Evervess, Duke, Tropicana Slice, Tropicana Juices (100%, Delight and Essentials), Seven-Up Nimbooz, Gatorade, as well as packaged drinking water under the brands Aquafina and Aquavess.

The Company has built a strong sales team that collaborates closely with PepsiCo on local advertising and marketing campaigns. The Company has been granted franchise rights for PepsiCo’s beverage products in 27 States and 7 Union Territories in India, in addition to Nepal, Sri Lanka, Morocco, Zambia and Zimbabwe.

Business Model

The Company manufactures and distributes a wide range of carbonated soft drinks (“CSD”), as well as a large selection of non-carbonated beverages (“NCB”), including packaged drinking water. It has a unique business model with end-to-end execution capabilities from manufacturing, distribution and warehousing, customer management and in-market execution, to managing cash flows and future growth. PepsiCo offers brands, concentrates and marketing support to VBL. In



turn, VBL takes complete control over the manufacturing and supply chain processes, driving market share gains, enhancing cost efficiencies, and managing capital allocation strategies.

VBL has a vast experience in managing the distribution of soft drinks, involving complex logistics and packaging of products. While business operations in each market is similar, each territory and sub-territory presents specific operational challenges, varying from steady electricity supply, refrigeration and cooling equipment, logistics infrastructure as well as the demographic profile and general socio-economic conditions in the relevant market.

The Company has a solid and well-entrenched distribution network covering urban, semi-urban and rural markets, addressing the demands of a wide range of consumers. The distribution network is strategically located to maximize market penetration across licensed sub-territories in India. The Company's solid production capabilities and distribution network enables it to effectively respond to competitive pressures, market demand and evolving consumer preferences across the targeted territories.

As of December 31, 2021, the Company had 31 state-of-the-art manufacturing facilities in India, and 6 globally. Further, it has a robust supply chain with 100+ owned depots, 2,500+ owned vehicles, 2,000+ primary distributors and has presently installed 840,000+ visi-coolers across various markets.

Over the years, VBL has expanded its operations in India both organically and in-organically. Through the inorganic route, it has expanded through the acquisition of additional territories from PepsiCo as well as previously franchised territories. With its committed and knowledgeable sales staff, the Company focuses on driving growth and expanding market share across categories through various customer push strategies in licensed territories. It undertakes local level promotion, in-store activations, customer relation management, merchandizing, individual account management and evaluation of high demand region for strategic placement of vending machines and visi-coolers.

VBL has also implemented several strategic initiatives aimed at enhancing operational excellence such as backward integration of manufacturing processes and centralized raw material sourcing. The Company has established backward integration facilities for production of preforms, crowns, plastic closures, corrugated boxes, corrugated pads, plastic crates and shrink-wrap films in certain facilities to ensure operational efficiencies and high-quality standards.

Key Business Developments – 2021

COVID-19 - Second wave impact on business operations:

The resurgence of the COVID-19 pandemic caused significant disturbance and led to a slowdown in economic activity and business operations of the Company in the month of May 2021, which is the peak month for the Company's sales volume. However, by virtue of its last year's learnings, the Company had all the necessary protocols in place to handle and mitigate the business impact of the pandemic to a certain extent. As COVID-19 cases declined and restrictions started easing in the domestic market, a faster-than-anticipated recovery in demand in the second half led to a healthy growth for the full year.

Greenfield expansion in India:

During the year, the Board of Directors approved to set up the following new manufacturing facilities in India:

- A new plant for manufacturing of carbonated soft drinks, juice based drinks and packaged drinking water in Bihar to improve its market presence and gain a foothold in the territory.
- A new plant for manufacturing of plastic preforms and plastic closures in Jammu & Kashmir to further strengthen its backward integration.

Formation of a new subsidiary 'Varun Beverages RDC SAS' in Democratic Republic of Congo ("DRC"):

During the year, the Company has incorporated a new company namely 'Varun Beverages RDC SAS' in DRC to initially import finished products (carbonated and non-carbonated beverages) from Morocco and Zambia and distribute them in DRC to test and establish the market before setting up a manufacturing facility locally in due course of time.

Credit Rating:

In CY21, CRISIL (an S&P Global Company) has reaffirmed the long-term rating for bank loan facilities of the Company as CRISIL AA/Positive (Outlook revised from 'Stable' to 'Positive') and also reaffirmed the rating for short term instruments as CRISIL A1+.

Awards & Accolades:

During the year, the Company won the award for the "Best FMCG Corporate Governance India 2021", by Capital Finance International (UK).

Dividend Payout:

The Company's Board of Directors agreed to formalize a dividend strategy in line with good corporate governance practices with its listing in November 2016.

- The table below captures the key findings

Parameter (mn KL)	CY19 (Audited)	CY20 (Audited)	CY21 (Provisional)
Total Water Consumption (A)	4.12	3.74	4.86
Beverage Production (B)	2.12	1.95	2.57
Water Usage Ratio (A/B)	1.94 times	1.92 times	1.89 times
Water Recharge (C)	7.22	10.19	10.22
Water Recharge Ratio (C/A)	1.75 times	2.72 times	2.24 times
No. of Ponds Adopted	103	108	110

Climate Action

- VBL has engaged DQS India for conducting carbon footprint assessment and verification across all

Key findings:

GHG Emissions	Million Kg CO ₂ e		Grams / Liter*	
	CY20	CY21	CY20	CY21
Scope 1	23.91	29.46	12.29	11.48
Scope 2	129.11	178.44	66.33	69.54
Scope 3	537.68	624.44	276.25	243.35
Total	690.70	832.34	354.87	324.37

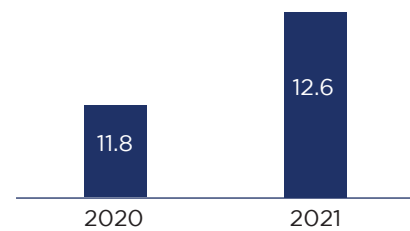
* Grams / Liter = Grams of CO₂e emission per Liter of beverage produced during the year

**Energy Efficiency = Liters of beverage produced per unit (in kWh) of electrical energy consumption in plants (excluding energy consumed for backward integration)

locations (manufacturing plants, warehouses, corporate office, sales offices) in India covering Scope 1, 2 & 3 emission sources. DQS India is the Indian subsidiary of DQS Holding GmbH, one of the leading Management System Certification, Assessment & Training organizations globally.

- Scope 1 and Scope 2 emissions are verified according to the requirements of ISO 14064-1.
 - Scope 1 includes direct GHG emissions from fuels and gases consumed by sources owned or controlled by the Company;
 - Scope 2 includes indirect GHG emissions associated with purchase of electricity (excluding electricity purchased for backward integration);
- Scope 3 emissions include energy consumption, refrigerant emission of visi-coolers placed with retailers and fuel consumption from employee commuting, business travels by air/rail/road, and upstream/downstream transportation

Energy Efficiency (Liter/kWh)**



Financial Summary (Consolidated)

P&L

Particulars (₹ million)	CY21	CY20	YoY (%)
1. Income			
(a) Revenue from operations	89,582.91	65,557.91	36.6%
(b) Excise Duty	1,350.61	1,056.49	27.8%
Net Revenues	88,232.30	64,501.42	36.8%
(c) Other income	679.25	369.72	83.7%
2. Expenses			
(a) Cost of materials consumed	39,689.13	26,885.09	47.6%
(b) Purchase of stock-in-trade	1,654.69	925.87	78.7%
(c) Changes in inventories of FG, WIP and stock-in-trade	(997.22)	(171.59)	-481.2%
(d) Employee benefits expense	10,076.99	8,897.36	13.3%
(e) Finance costs	1,847.00	2,811.04	-34.3%
(f) Depreciation and amortization expense	5,312.62	5,287.02	0.5%
(g) Other expenses	21,262.26	15,946.01	33.3%
Total expenses	78,845.47	60,580.80	30.1%
EBITDA	16,546.45	12,018.68	37.7%
3. Profit/(loss) before tax and share of profit in associate (1-2)	10,066.08	4,290.34	134.6%
4. Exceptional items	-	665.29	
5. Profit/(loss) before tax (3-4)	10,066.08	3,625.05	177.7%
6. Tax expense	2,605.56	52.34	4878.1%
7. Net profit/(loss) for the period (5-6)	7,460.52	3,572.71	108.8%

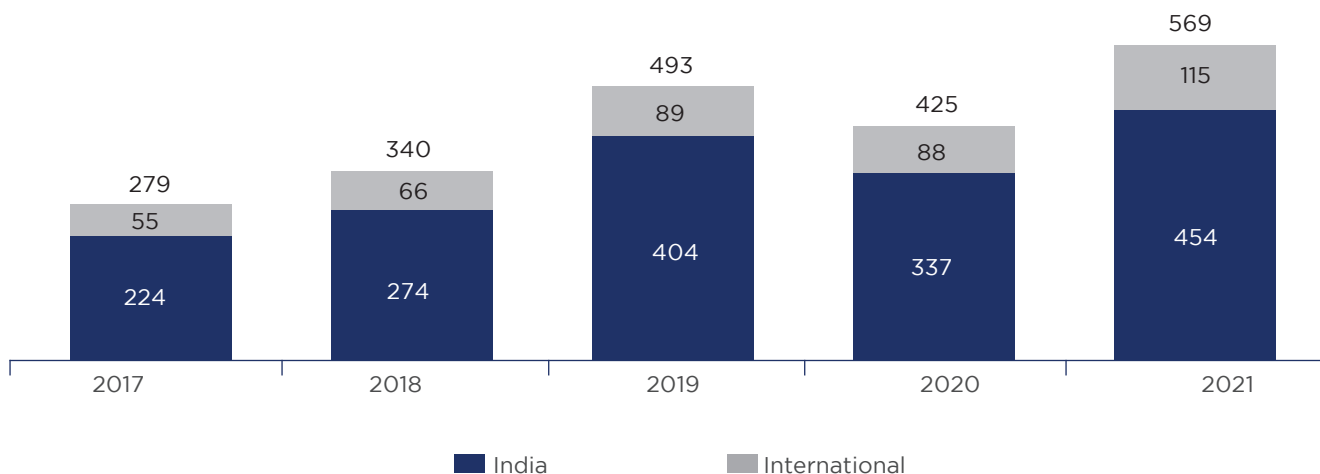
Balance Sheet

Particulars (₹ million)	31-Dec-21	31-Dec-20
Equity and liabilities		
Equity		
(a) Equity share capital	4,330.33	2,886.89
(b) Other equity	36,468.75	32,353.12
(c) Non-controlling interest	1,167.89	647.88
Total equity	41,966.97	35,887.89
Liabilities		
Non-current liabilities		
(a) Financial liabilities		
i. Borrowings	18,133.27	19,796.22
ii. Other financial liabilities	312.63	244.39
(b) Provisions	2,085.43	2,039.06
(c) Deferred tax liabilities (Net)	3,111.41	2,259.43
(d) Other non-current liabilities	6.73	7.34
Total non-current liabilities	23,649.47	24,346.44
Current liabilities		
(a) Financial liabilities		
i. Borrowings	6,284.92	7,138.58
ii. Trade Payables	7,117.53	5,113.85
iii. Other financial liabilities	13,066.44	8,543.51
(b) Other current liabilities	3,096.76	3,182.92
(c) Provisions	497.40	331.72
(d) Current tax liability	139.41	38.92
Total current liabilities	30,202.46	24,349.50
Total liabilities	53,851.93	48,695.94
Total Equity and liabilities	95,818.90	84,583.83

Particulars (₹ million)	31-Dec-21	31-Dec-20
Assets		
Non-current assets		
(a) Property, plant, and equipment	57,279.71	58,271.88
(b) Capital work in progress	4,966.08	668.15
(c) Goodwill	242.30	242.30
(d) Other intangible assets	5,585.74	5,572.01
(e) Investment in associates	-	-
(f) Financial assets	420.64	419.11
(g) Deferred Tax Assets (Net)	24.07	110.18
(h) Other non-current assets	1,839.23	1,303.44
Total non-current assets	70,357.77	66,587.07
Current assets		
(a) Inventories	14,480.87	9,288.04
(b) Financial assets		
i. Trade receivables	2,212.49	2,417.97
ii. Cash and cash equivalents	1,507.50	1,045.58
iii. Other bank balances	1,858.72	854.92
iv. Loans	94.54	100.16
v. Others	2,276.86	1,670.04
(c) Current tax assets (Net)	11.08	102.19
(d) Other current assets	3,019.07	2,517.86
Total current assets	25,461.13	17,996.76
Total assets	95,818.90	84,583.83

Sales Volume

Total Sales Volumes (MN Unit Cases*)



CAGR (2017-21) ~ 20%

*A unit case is equal to 5.678 liters of beverage divided in 24 bottles of ~ 237 ml each

VBL reports its financials on a calendar year basis. Given that the soft drinks business is seasonal, with the bulk of sales occurring during the summer season, it is best to track the Company's performance on an annual basis. Revenues and profits follow a bell-curve with significant portion accruing in the April-June quarter.

In CY21, VBL delivered a strong and resilient performance. The macro-environment at the start of the year was largely supportive as consumption was almost nearing normalcy after the adverse impact by first wave of Covid-19 in CY20. However, the second wave of COVID infections in the country resulted in localized, micro lockdowns and restrictions, leading to significant disruption across the domestic markets during the summer season. With the period of April to June being the key season for the Company's operations, the disruptions adversely impacted the business performance for the Company in the peak month of May. Notwithstanding this short-term non-linearity, the Company efficiently outlined and executed a set of SOPs and workflows to secure the business model and ensure continuity across its operations. With the learnings from CY20, the Company had all the necessary protocols in place to handle and mitigate the business impact to a certain extent. As lockdowns and curbs started easing from June onwards, VBL saw faster recovery in demand and consumption on a month-over-month basis during the course of the year. Out-of-home consumption registered a strong uptick driven by increase in travel, resumption in offices across markets in the second half of the year.

International territories also saw robust growth in consumption during the year. Overall, the Company delivered a strong performance across parameters during the year under review despite a volatile operating environment.

Revenue from operations for CY21 stood at ₹ 88,232.3 million as against ₹ 64,501.4 million in CY20. Total sales

volumes stood at 569 million cases in CY21 as compared to 425 million cases in CY20. In the domestic market, sales volume stood at 454 million cases as compared to 337 million cases in CY20. Carbonated Soft Drinks constituted 70.3%, Juice 6.4% and Packaged Drinking water contributed 23.3% of total sales volumes in CY21.

Realization per case stood at ₹ 155.0 in CY21 driven by an improvement in realizations in its international operations.

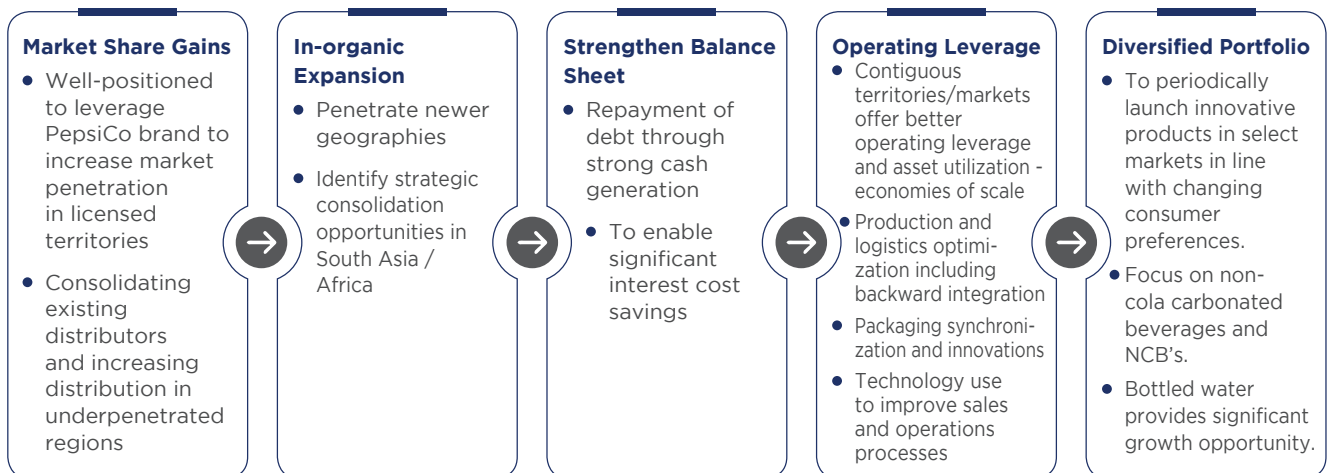
On the profitability front, despite a decline in gross margins due to higher PET prices, cost optimization measures in combination with a higher operating leverage on the back of strong volume growth, translated into an enhanced operating performance in CY21. While the industry practice is that any input cost increase is passed on, the Company implemented cost efficiencies to weather the rise in input cost. For instance, VBL is undertaking measures to light weight PET preforms, which not only enabled it to reduce costs in the near-term, but the benefits are structural in nature.

For CY21, EBITDA increased by 37.7% to ₹ 16,546.5 million. Gross margins stood at 54.3%, while EBITDA margins expanded by 12 bps to 18.8% in CY21.

In addition to the cost efficiency measures, VBL reduced its finance cost by 34.3% primarily because of lower average cost of borrowing, which helped in improving the net profit margin. In CY21, PAT stood at ₹ 7,460.5 million as compared to ₹ 3,572.7 million in CY20.

On the balance sheet front, Net Debt stood at ₹ 30,052.7 million as on December 31, 2021, as against ₹ 30,158.5 million as on December 31, 2020. Debt to Equity ratio stood at 0.72 as on December 31, 2021. Working capital days increased to ~ 35 days as on December 31, 2021, primarily because of higher stocking of Pet Chips/Preforms for the next season in order to mitigate the logistics and pricing risks.

Growth Outlook



During the year, the Company has undertaken several initiatives to sustain its pace of growth. It continues to implement measures to strengthen its market position in the beverage industry. The VBL team, despite the various operating challenges, efficiently adapted and ensured smooth functioning of its business operations, even during the uncertain times of the COVID-19 pandemic.

The Company's new territories are also seeing strong traction. VBL continues to fortify its presence across micro territories and with this intent it is setting up a manufacturing facility in Bihar that will further enable it to improve its presence in the region, while accelerating the long-term sales growth momentum. The Company continues to focus on extending its distribution model consisting of owned-logistics supply chain and end-to-end infrastructure facilities to newer areas, which will further boost market presence in the under-penetrated regions. In addition to further improving its economies of scale and backward integration, the Company is setting up a new plant for manufacturing of plastic preforms and plastic closures in Jammu & Kashmir.

Even in the face of adversity in the last two years, VBL's business model displayed a strong sense of resilience. The Company remains on a strong footing and will continue to diligently work towards strengthening its position as a key player in the beverage industry. With the overall economic activity witnessing a healthy pick-up across the country, there is an improved consumption trend being witnessed. The third wave of COVID-19 has not had any significant impact on the business and the Company is confident of delivering a strong and sustained growth, going forward.

Threats, Risks and Concerns

The risks and opportunities of all corporations are inherent and inseparable elements. Directors and management of the Company take constructive decisions to protect the interests of the stakeholders. The Company has in place a Risk Management Policy which is monitored and reviewed under the guidance of its Audit, Risk Management and Ethics Committee. This Committee meets regularly to identify processes exposed to risks, determine risk mitigation strategies, and monitor their implementation.

Risk	Description	Mitigation
1. Demand Risk	A cyclical downturn can lead to a slowdown in the Company's target markets and impact its sales velocity.	Over the years, the Company has demonstrated its ability to drive significant growth in sales volumes by aiming to provide the right brand, the right price, the right product, and the right channel. In addition, the business is present in relatively under-penetrated markets with favorable demographics, climatic conditions and the rising population which should witness steady demand growth. Further, its wide range of product portfolio enables it to cater to diverse consumer segments.
2. Business Agreement Risk	The Company relies on strategic relationships and agreements with PepsiCo. Termination of agreements or less favorable renewal terms could adversely affect profitability.	Over the last three decades, the Company has partnered with PepsiCo, consolidating its market relationship with them, increasing the number of territories and sub-territories, producing, and distributing a wider range of PepsiCo beverages, adding multiple SKUs into the portfolio, and expanding its distribution network. The proven ability of the business to substantially strengthen the market share of PepsiCo enables it to be a reliable partner. The business maintains a symbiotic relationship with PepsiCo, working closely as active development partners, investing in joint projects and business planning with a focus on strategic issues. In 2019, the bottling appointment and trademark license agreement for India with PepsiCo India has been extended till April 30, 2039, from October 2, 2022, earlier.
3. Regulatory Risk	Regulations on consumer health and the risk of the Company's products being targeted for discriminatory tax and packaging waste recovery may adversely impact business.	The Company proactively works with PepsiCo, and the government and regulatory authorities to ensure that the facts are clearly understood and that its products are not singled out unfairly. VBL adheres to sustainable manufacturing practices and takes the environmental issues related to packaging waste recovery / recycling, water management and greenhouse gases emissions very seriously. The Company consistently works along with stakeholders to establish sustainability solutions that focus on protecting the environment, including NGOs and the communities in which it operates. PepsiCo's strategy of introducing healthier and "zero sugar" variant of products also augur well for the Company's future. The Company has undertaken certain sustainability initiatives such as engaging with GEM Enviro Management Pvt. Ltd. for phased implementation of 100% recycling of used PET bottles, with TUV India Pvt. Ltd. for its water footprint assurance, and with Deutsch Quality Systems (India) Private Limited for measurement and improvement of its carbon footprint.

Risk	Description	Mitigation
4. Business Viability Risk	The inability to integrate the operations of, or leverage potential operating and cost efficiencies from, the newly acquired territories and sub-territories may adversely affect the Company's business and future financial performance.	The clear strategy and financial requirements of VBL ensures that all the future acquisitions or collaborations are value-added and in compliance with the acquisition guidelines of the Board. The Company also spends considerable management time and financial resources to ensure performance of the newly acquired activities, develop local market strategies (including for possible cultural and language barriers), and assimilate business practices to ensure business viability.
5. Consumer Preference Risk	Failure to adapt to changing consumer health trends and address misconceptions about the health effects of soft drink consumption may adversely affect demand.	In order to remain relevant, VBL's sales team works closely with PepsiCo to assess evolving consumer habits and continually concentrate on product innovation and increasing product range. In addition, the new product plan of PepsiCo lays more emphasis on healthy products with zero / limited calorie content and sugar content.
6. Raw Material Risk	An interruption in the supply or significant increase in the price of raw materials or packaging materials may adversely affect the Company's business prospects, results of operations and financial condition.	An integral part of VBL's strategy is to maximize cost efficiencies, focusing on actively reducing the cost of goods sold, minimizing operating expenses efficiently and increasing cash flows. Hence, the Company has pursued many programs for this purpose, including backward integration and consolidated sourcing of materials. It also leverages on its scale of operations to achieve better bargaining power with suppliers, resulting in better working capital management. The Company is focused on optimally utilizing its assets to help achieve higher operating efficiency and to amortize overheads costs on a wider case. In addition, the Company continues to invest in innovative solutions to boost operational efficiencies and work processes in its activities, ensuring consolidated operational data from production, scheduled sourcing, and superior monitoring of the supply of goods from manufacturers to the retail point of sale.

Human Resources

As of December 31, 2021, VBL has a total workforce of 10,700+ full-time employees from around the world (7,900+ in India and 2,700+ in the overseas subsidiaries). Consistent with every other aspect of its business strategy, the Company recognizes the value of talent within the organization to fuel future growth and progress. The Company has always laid great emphasis on training its employees, improving their skill levels, and fostering long-term employee involvement. VBL provides in-house training for employees through skill development initiatives and career development opportunities at all levels and across all functions. Key employees are also engaged in PepsiCo's management and staff enhancement initiatives as well as in India's leading management institutions.

Risk Management, Audit and Internal Control System

The Company has well-equipped and effective internal control systems in place that match the scale of its sector and the complexity of the market it works in. Such stringent and detailed controls ensure effective and productive use of resources to the degree that the Company's assets and interests are safe-guarded, transactions are approved, registered, and properly reported and checks and balances guarantee reliability and consistency of accounting data. The Audit, Risk Management and Ethics Committee is undertaking a comprehensive system of internal audits and periodic assessments to ensure compliance with best practices. The Company has employed Walker Chandio & Co. LLP, Chartered Accountants & M/s APAS & Co. LLP, Chartered Accountants, the Joint Statutory Auditors of the Company to report on the financial controls of the Company.

Business Responsibility Report

Section A: General information about the Company

Sl. No.	Particulars	Details
1.	Corporate Identity Number (CIN) of the Company	L74899DL1995PLC069839
2.	Name of the Company	Varun Beverages Limited
3.	Registered address	F-2/7, Okhla Industrial Area, Phase - I, New Delhi - 110020
4.	Website	www.varunpepsi.com
5.	E-mail id	complianceofficer@rjcorp.in
6.	Financial Year reported	January 1, 2021 to December 31, 2021
7.	Sector(s) that the Company is engaged in (industrial activity code wise)	ITC Code - 220600 Manufacturing and Distribution of Carbonated, Non-carbonated beverages, fruit juices based drinks and packaged drinking water
8.	List three key products / services that the Company manufactures / provides (as in balance sheet)	Pepsi, Mountain Dew and Tropicana Juices
9.	Total number of locations where business activity is undertaken by the Company	
	(i) Number of International Locations (Provide details of major 5)	5 (Nepal, Sri Lanka, Morocco, Zambia, and Zimbabwe)
	(ii) Number of National Locations	Presence in 27 States and 7 Union Territories
10.	Markets served by the Company - Local / State / National / International	India, Nepal, Sri Lanka, Morocco, Zambia and Zimbabwe

Section B: Financial details of the Company

Sl. No.	Particulars	Details
1.	Paid up Capital	₹ 4,330.33 million
2.	Total Turnover	₹ 65,957.42 million
3.	Total profit after taxes	₹ 4,894.87 million
4.	Total Spending on Corporate Social Responsibility (CSR) as percentage of profit after tax (%)	1.38% of profit after tax of Financial Year 2021
5.	List of activities in which expenditure in 4 above has been incurred	Please refer Annexure - D to the Board's Report

Section C: Other details

Sl. No.	Particulars	Details
1.	Does the Company have any Subsidiary Company/Companies?	Yes
2.	Do the Subsidiary Company/Companies participate in the BR Initiatives of the parent company? If yes, then indicate the number of such subsidiary company(s)	No
3.	Do any other entity/entities (e.g. suppliers, distributors, etc.) that the Company does business with participate in the BR initiatives of the Company? If yes, then indicate the percentage of such entity/entities? [Less than 30%, 30-60%, More than 60%]	Yes. Starting CY21, VBL has started recording the carbon footprint of primary distributors in India which includes the consumption of fuel for distribution of finished goods. More than 60% distributors are covered in this exercise.

Section D: Business Responsibility information

1. Details of Director/Directors responsible for BR

Sl. No.	Particulars	Details	
1.	Details of the Director/Directors responsible for implementation of the BR policy/policies (including ESG initiatives)	DIN	02079161
		Name	Mr. Kapil Agarwal
		Designation	Whole-time Director & Chief Executive Officer
2.	Details of the BR head	DIN	08440479
		Name	Mr. Rajinder Jeet Singh Bagga
		Designation	Whole-time Director
		Telephone Number	+91-124-4643100
		E-mail id	rjs.bagga@rjcorp.in

2. Principle wise (as per NVGs) BR Policy/Policies

The National Voluntary Guidelines on Social, Environmental and Economic Responsibilities of Business (NVGs) released by the Ministry of Corporate Affairs has adopted nine principles of Business Responsibility. These briefly are as follows:

P1	Business should conduct and govern themselves with Ethics, Transparency and Accountability
P2	Businesses should provide goods and services that are safe and contribute to sustainability throughout their life cycle
P3	Businesses should promote the wellbeing of all employees
P4	Businesses should respect the interests of, and be responsive towards all stakeholders, especially those who are disadvantaged, vulnerable and marginalized
P5	Businesses should respect and promote human rights
P6	Business should respect, protect, and make efforts to restore the environment
P7	Businesses when engaged in influencing public and regulatory policy, should do so in a responsible manner
P8	Businesses should support inclusive growth and equitable development
P9	Businesses should engage with and provide value to their customers and consumers in a responsible manner

3. Details of Compliance (Reply in Y/N)

Sl. No.	Questions	P1	P2	P3	P4	P5	P6	P7	P8	P9
1.	Do you have a policy/policies for....	Y	Y	Y	Y	Y	Y	Y	Y	Y
2.	Has the policy been formulated in consultation with the relevant stakeholders?	Y	Y	Y	Y	Y	Y	Y	Y	Y
3.	Does the policy conform to any national/international standards? If yes, specify?#	Y	Y	Y	Y	Y	Y	Y	Y	Y
4.	Has the policy been approved by the Board? If yes, has it been signed by MD/owner/CEO/appropriate Board Director?	Y	Y	Y	Y	Y	Y	Y	Y	Y
5.	Does the company have a specified committee of the Board/Director/Official to oversee the implementation of the policy?	Y	Y	Y	Y	Y	Y	Y	Y	Y
6.	Indicate the link for the policy to be viewed online	*	** *** & *****	* & ***	** & *****	* & ****	*** & *****	***	** & *****	***
7.	Has the policy been formally communicated to all relevant internal and external stakeholders?	Y	Y	Y	Y	Y	Y	Y	Y	Y

Sl. No.	Questions	P1	P2	P3	P4	P5	P6	P7	P8	P9
8.	Does the company have in-house structure to implement the policy/policies?	Y	Y	Y	Y	Y	Y	Y	Y	Y
9.	Does the Company have a grievance redressal mechanism to address stakeholders' grievances related to the policy/policies?	Y	Y	Y	Y	Y	Y	Y	Y	Y
10.	Has the company carried out independent audit/evaluation of the working of this policy by an internal or external agency?	Y	Y	Y	Y	Y	Y	Y	Y	Y

Policies of the Company are compliant of the applicable laws in India and uploaded on website of the Company at www.varunpepsi.com

* Code of Conduct for Board of Directors and Senior Management at <https://varunpepsi.com/wp-content/uploads/2019/03/Code-Of-Conduct-For-Board-Of-Directors-and-Senior-Management-Revised.pdf>

** VBL Philosophy at <https://varunpepsi.com/philosophy/>

*** Environment, Health and Safety Policy at <https://varunpepsi.com/wp-content/uploads/2019/03/Varun-Beverages-Limited-EHS-POLICY.pdf>

**** Policy for Prevention, Prohibition and Redressal of Sexual Harassment at Workplace at <https://varunpepsi.com/wp-content/uploads/2022/02/POSH-Policy.pdf>

***** Corporate Social Responsibility Policy at <https://varunpepsi.com/wp-content/uploads/2021/06/CSR-Policy-1.pdf>

***** Go Green Guidelines at <https://varunpepsi.com/wp-content/uploads/2021/08/Go-Green-Guidelines-VBL.pdf>

4. Governance related to BR

Sl. No.	Particulars	Details
1.	Indicate the frequency with which the Board of Directors, Committee of the Board or CEO meet to assess the BR performance of the Company. Within 3 months, 3-6 months, Annually, More than 1 year	Annually
2.	Does the Company publish a BR or Sustainability Report? What is the hyperlink for viewing this report? How frequently it is published?	Yes, it is published annually. The same may be accessed at www.varunpepsi.com as part of Annual Report 2021

Section E: Principle-wise performance

Principle 1:

Sl. No.	Particulars	Details
1.	Does the policy relating to ethics, bribery, and corruption cover only the company? Yes/No	Yes
2.	Does it extend to the Group/Joint Ventures/Suppliers/Contractors/NGOs/Others?	Yes. The policy coverage has been extended to Contractors w.e.f. February 3, 2022 The Company has training programs to cover all employees. The scope of training is planned to be extended to contractors starting CY22. Further, the Company conducts audits of its code of conduct and ethical standards which covers all its operations.
3.	How many stakeholder complaints have been received in the past Financial Year and what percentage was satisfactorily resolved by the management? If so, provide details thereof, in about 50 words or so.	For details on investor complaints, refer to "Investor Grievances/Complaints" section of Corporate Governance Report in the Annual Report.

Principle 2:**1. List up to 3 of your products or services whose design has incorporated social or environmental concerns, risks and/or opportunities:**

Varun Beverages Limited (VBL) is in the business of providing high quality food products to consumers such as carbonated, non-carbonated sweetened beverages, fruit juices and packaged drinking water with endeavor to make its business and ecosystem sustainable. The Company tries to embed the principles of sustainability into various stages of product, procurement of raw material, manufacturing of products, transportation of raw materials and supply of finished goods. In order to continuously reduce the Company environmental footprint, the Company is improving efficiencies, especially on critical resources such as water, fuel and energy, optimizing the resource consumption and minimizing wastages including plastic waste management, increasing green cover in manufacturing plants and also developing outside establishments. Our company has significantly reduced weight of the closure and preforms over the period of time to contribute towards environment sustainability. In some of our SKUs we have successfully reduced the weight of the preform and plastic closures in the range of 10-20% over last few years through various technological changes including usage of nitrogen in packaged drinking water. The Company has implemented the guidelines provided by international standards such as Environment Management System ISO 14001, OHSAS 18001 and moreover all our units are AIB and FSSC certified which is the world's most advanced stringent food safety management system accepted globally. Quality audits are regularly carried out at various locations to ensure all our food safety standards are being met. We have also implemented water consumption optimization measures and water recovery and reuse of the water across all plants and have appointed an independent agency TUV India Pvt. Limited to audit Company's water footprint assurance.

2. For each such product, provide the following details in respect of resource use (energy, water, raw material etc.) per unit of product (optional):**(a) Reduction during sourcing/production/distribution achieved since the previous year throughout the value chain?**

The Company follows number of key Environmental Indicators to monitor the efficiency and consumption of natural resources in manufacturing such as water consumption and recycling, fuel consumption,

energy consumption, raw materials yield and waste generation. The Company regularly track these consumption patterns of critical nature resources and also ensures improvement is achieved in the KPI's on sustainable ways. Through these initiatives, the Company has been able to increase its Energy Efficiency i.e. Litres of beverage produced per unit (in kWh) of electrical energy consumption in plants (excluding energy consumed for backward integration by 6.7% from 11.8 litre/kWh in CY20 to 12.6 litre/kWh in CY21; reduce the Carbon Intensity i.e. Grams of CO₂e emission per litre of beverage produced during the year (including Scope 1, Scope 2 and Scope 3) from 354.87grams/litre in CY20 to 324.37 grams/litre in CY21 and reduce the Water Usage Ratio i.e. Litres of water consumed per litre of beverage produced from 1.92 in CY20 to 1.89 in CY21.

(b) Reduction during usage by consumers (energy, water) has been achieved since the previous year?

Reduction in Greenhouse Gases emission which is measured in units of carbon dioxide. Number of initiatives have already been implemented across various units. Some of the key improvements done are use of fuels like CNG operated boiler, biomass for steam generation, usage of renewable (Solar/Wind) energy and optimizing the water requirements at manufacturing plants. Company monitors the energy consumption and carbon footprint of warehouses and vehicles being deployed by third parties and their respective emissions are audited by third party and reported in the annual report.

3. Does the Company have procedures in place for sustainable sourcing (including transportation)?

Yes

(a) If yes, what percentage of your inputs was sourced sustainably? Also, provide details thereof, in about 50 words or so.

With a responsible supply chain, the Company has developed a comprehensive and dynamic supply chain model, to engage with its suppliers and transporters on material aspects. Regular capacity building and assessments are carried out for key suppliers. Company monitors the energy consumption and carbon footprint of warehouses and vehicles being deployed by third parties and their respective emissions are audited by third party and reported in the annual report.

4. Has the Company taken any steps to procure goods and services from local and small producers, including communities surrounding their place of work? Yes

(a) If yes, what steps have been taken to improve the capacity and capability of local and small vendors?

The Company has tried to create new paths and provide opportunities to the new startups and small entrepreneurs and establish local vendors by uplifting their skills in effective manner. The Company also strive to provide opportunities in distressed areas and has devised unique models for empowerment of people in such areas. These sort of interventions not only improve the efficiency and enhance productivity but also contribute to substantial employment creation in communities surrounding the workplaces.

5. Does the company have a mechanism to recycle products and waste? If yes, what is the percentage of recycling of products and waste (separately as <5%, 5-10%, >10%). Also, provide details thereof, in about 50 words or so.

Yes. The Company is committed towards reduction of environmental footprint of its products, waste and packaging materials. The Company focuses on

the 3R's: REDUCE, RECYCLE and RECOVER. Such practices include segregation of different types of waste material so as to regulate the recyclability, anti-litter and recyclable marks on products to remind consumers to dispose in a safe and environment friendly way. As more than 80% of the Company's product mix consist of PET bottles, it has engaged GEM Enviro Management Pvt. Ltd. (a Delhi-based Central Pollution Control Board ("CPCB") recognized PRO (Producer Responsible Organization)), for phased implementation of 100% recycling of used PET bottles through collection from end-users by placing dustbins / reverse vending machines, direct collection from Institutions (Hotels, Banquet Halls, Exhibitions, etc.), and spreading awareness through workshops.. The Company also supports initiatives to recycle materials and has installed small machineries for shredding the waste which helps to minimize the volume and also ease the transportation to the recycling agencies. Majority of the waste generated at plant levels are recyclable i.e. plastic bottles, metal scrap, broken glass, empty bags, cartons etc. One of the major product segment consists of returnable glass bottle which after consumption of its product is returned and reused after taking care of thorough food safety. Recycling of plastic waste is >10%. During CY21, 70% of plastic waste was recycled per Kg of PET sold in finished products.

Principle 3:

Sl. No.	Particulars	Details
1.	Please indicate the total number of employees	7,965 permanent employees as on December 31, 2021 (only for India)
2.	Please indicate the total number of employees hired on temporary/contractual/casual basis	11,483 employees as on December 31, 2021 (only for India)
3.	Please indicate the number of permanent women employees	200 employees as on December 31, 2021
4.	Please indicate the number of permanent employees with disabilities	2 employees as on December 31, 2021
5.	Do you have an employee association that is recognized by management	Yes
6.	What percentage of your permanent employees are members of this recognized employee association?	21.23%
7.	Please indicate the number of complaints relating to child labour, forced labour, involuntary labour, sexual harassment, discriminatory employment in the last financial year and pending, as on the end of the Financial Year	Nil
8.	What percentage of your employees were given safety & skill upgradation training in the last year? (a) Permanent Employees (b) Permanent Women Employees (c) Casual/Temporary/Contractual Employees (d) Employees with Disabilities	Safety Training: 71% Skill Upgradation Training: 51%

Principle 4:

Sl. No.	Particulars	Details
1.	Has the Company mapped its internal and external stakeholders?	Yes. Details of Shareholders/Investors, Banks, Employees and Business Partners are available with the Company.
2.	Out of the above, has the Company identified the disadvantaged, vulnerable and marginalized stakeholders	No
3.	Are there any special initiatives taken by the Company to engage with the disadvantaged, vulnerable, and marginalized stakeholders? If so, provide details thereof, in about 50 words or so	These are covered under the CSR policy of our Company.

Principle 5:

Sl. No.	Particulars	Details
1.	Does the policy of the Company on human rights cover only the company or extend to the Group/Joint Ventures/Suppliers/Contractors/NGOs/Others?	Policy is applicable to the Company, Group and Contractors.
2.	How many stakeholder complaints have been received in the past financial year and what percent was satisfactorily resolved by the management?	No complaint of any stakeholder was received.

Principle 6:

1) Does the policy related to Principle 6 cover only the company or extends to the Group/Joint Ventures/Suppliers/Contractors/NGOs others.

The policy is applicable to VBL, Group and Contractors as protection of the environment, health and safety carries very high importance. The Company's EHS policy speaks about the best practices and offers safe and healthy operations for employees, contractors and visitors. Same is displayed in the form of posters and instructions. Having ISO 14001 and OHSAS 18001 certifications at many plants demonstrates VBL's commitment towards reaching the industries best levels for environment sustainability. We also communicate our EHS policies and other requirements to suppliers and customers. The Business Responsibility head of the Company reviews the health safety metrics such as count of incidents, loss time, fatalities, training hours, etc. on the regular basis and takes appropriate action wherever needed.

2) Does the company have strategies/initiatives to address global environmental issues such as climate change, global warming, etc.? If yes, please give hyperlink for webpage etc.

Yes. The Company is committed to reach the industry best standards in terms of water usage, fuel and energy consumption, GHG emission as well as other environmental parameters. We also encourage and use clean energy to ensure less dependence on fossil fuel by implementing solar panels, wind mills etc. The performance progress is documented at plant and Corporate level which is reviewed at regular intervals. For hyperlink, please refer Section D of BRR.

3) Does the Company identify and assess potential environmental risks?

Yes. Identification of potential environment risk is part of our Environment management system- ISO 14001 which is implemented in most of our plants to assess impact on environment. All the potential environment risk are mitigated by adapting effective control measures. VBL has engaged DQS India for conducting carbon footprint assessment and verification across all locations (manufacturing plants, warehouses, corporate office, sales offices) in India covering Scope 1, 2 & 3 emission sources. DQS India is the Indian subsidiary of DQS Holding GmbH, one of the leading Management System Certification, Assessment & Training organizations globally.

4) Does the company have any project related to Clean Development Mechanism? If so, provide details thereof, in about 50 words or so. Also, if Yes, whether any environmental compliance report is filed?

Yes. The Company has undertaken initiatives to reduce Carbon footprint through reduction in the amount of Greenhouse Gases emissions. Some of the key renewable energy projects contributing to GHG savings include installation and commissioning solar plant at the Company's Nuh and Greater Noida plant and other energy saving projects. Use of fuels like biomass for steam generation at number of plants. The Company files annual and other environment statements reports as per Pollution Control Board requirements.

5) Has the company undertaken any other initiatives on - clean technology, energy efficiency, renewable energy, etc. If yes, please give hyperlink for web page etc.

Yes. The Company is proactive in adopting new technologies that use cleaner fuels and forms of energy. Company has commissioned solar power at its manufacturing set up at Nuh, Greater Noida, Sandila, Sricity, Aurangabad and Pathankot and also redesigned the power generation units at many locations. In many of our facility(ies) we have started using clean fuel like PNG which is more environmental friendly. Manufacturing units also use latest automations, heat recoveries and modern technologies to be energy and cost efficient. For hyperlink, please refer Section D of BRR.

6) Are the Emissions/Waste generated by the company within the permissible limits given by CPCB/SPCB for the financial year being reported?

Yes. Our most of the Plants have installed online monitoring systems in Effluent Treatment Plant as well as Boiler emissions for all time compliance which is being monitored by CPCB on real time basis. All the hazardous waste goes to PCB approved land fill site on periodic basis.

7) Number of show cause/legal notices received from CPCB/SPCB which are pending (i.e. not resolved to satisfaction) as on end of Financial Year.

Nil

Principle 7:

Sl. No.	Particulars	Details
1.	Is your company a member of any trade and chamber or association? If Yes, Name only those major ones that your business deals with	Yes. The Company is a member of Federation of Indian Chambers of Commerce and Industry, PHD Chamber of Commerce and Industry, PET packaging Association for Clean Environment, The Associated Chambers of Commerce and Industry of India and Action Alliance for Recycling Beverage Cartons.
2.	Have you advocated/lobbied through above associations for the advancement or improvement of public good? Yes/No; if yes, specify the broad areas (drop box: Governance and Administration, Economic Reforms, Inclusive Development Policies, Energy security, Water, Food Security, Sustainable Business Principles, Others)	With reference to above, we make representations directly or through PepsiCo India for advocating conducive policies around plastic waste management, etc.

Principle 8:

1. Does the Company have specified programmes/initiatives/projects in pursuit of the policy related to Principle 8? If yes, details thereof?

Yes. The Company do have various initiatives and programmes for community development and their wellbeing. Some of them are giving scholarship to school children especially for girls, providing reading material and stationery to poor children, providing fund for safe drinking water facility and wash rooms facilities, providing basic food safety and hygiene training and awareness to school children, pond cleaning in different villages, creating awareness for water conservation and prevention of water pollution along with rural and slum area development etc.

2. Are the programmes/projects undertaken through in-house team/own foundation/external NGO/government structures/any other organization?

All the community development initiatives were undertaken by own foundation and often with the help of external agencies/ organizations.

3. Have you done any impact assessment of your initiative?

Yes. Informal feedback is being taken and frequent visits were carried out to establish impact of the initiatives and to re-establish that such initiatives are worth and effective. Though not mandatory under

the provisions of the Companies Act, 2013 but to follow the good governance practice, the Company is also exploring an external agency for doing an impact assessment of existing projects.

4. What is your Company's direct contribution to community development projects - Amount in INR and the details of the projects undertaken?

The Company has spent INR 67.54 million towards various development projects under environment protection, cleaning, availability of resources and community safety and wellbeing. In addition, the Company has significantly spent towards environment and community development by taking various initiatives like rain water harvesting via ponds development for effective recharging of rain water, creating awareness for water harvesting and water pollution, celebration of Sandi Bird festival, solar lights installation at villages, tree plantations in villages, Nukkad naatak for environment protection, providing clean water facility by installation of hand pumps and water coolers at schools and villages, driving Swachh Bharat Abhiyaan by involving villagers, promoting sports, blood donation and health checkup camps, driving food safety and personal hygiene sessions at schools and institutes, road safety awareness in community, books distribution and drawing competition in schools.

5. Have you taken steps to ensure that this community development initiative is successfully adopted by the community? Please explain in 50 words or so.

Yes. The Company ensures the community development initiative through internal tracking mechanisms and field visits. Informal feedbacks are also obtained from the community on such

initiatives for example, before cleaning of pond for rain water harvesting, community training and awareness sessions were executed on the topic of water conservation and water pollution prevention and not to dump trash in ponds so that ponds remain cleaned throughout year. It was noted that there was significant reduction in dumping trash in to ponds post training was imparted to villagers.

Principle 9:

Sl. No.	Particulars	Details
1.	What percentage of customer complaints/consumer cases are pending as on the end of financial year?	<p>Out of the total 1,611 consumer complaints received through PepsiCo's customer care, we resolved 1,590 complaints during the year and 21 are pending.</p> <p>Out of the total 68 consumer cases outstanding at the start of the year, we resolved 9 cases and further 9 cases were added during the year i.e. 88.31% of consumer cases are pending before various consumer forums.</p>
2.	Does the company display product information on the product label, over and above what is mandated as per local laws?	<p>Yes. Apart from the product information as mandated by law, The Company provides following information on certain products / SKUs with regards to effective consumption and disposal of products - "shake well before use, Store away from direct sunlight in a cool place, Once open keep refrigerated and consume within 03 days, Recycle symbol, Serve chilled, Do not buy if pack is puffed, No added Preservatives".</p>
3.	Is there any case filed by any stakeholder against the company regarding unfair trade practices, irresponsible advertising and/or anti-competitive behavior during the last five years and pending as on end of financial year? If so, provide details thereof, in about 50 words or so.	<p>There are no cases alleging unfair trade practice, irresponsible advertising and/ or anti-competitive behavior. VBL is guided by the PepsiCo's global policy on responsible advertising & marketing guidelines available at web link - https://www.pepsico.com/esg-topics-a-z/advertising-and-marketing-to-children-and-school-sales</p> <p>Further, regular trainings of VBL's employees are conducted to ensure compliance which is subject to audit by Business Responsibility Head.</p>
4.	Did your company carry out any consumer survey/consumer satisfaction trends?	<p>As per the arrangement with PepsiCo, brand development and product/packaging innovation is PepsiCo's responsibility and VBL is guided by PepsiCo's global policies on nutrition criteria in the products available at the web link - https://www.pepsico.com/esg-topics-a-z/sugar</p>

For and on behalf of the Board of Directors
For **Varun Beverages Limited**

Ravi Jaipuria

Chairman

DIN: 00003668

Date: February 3, 2022

Place: Gurugram

Independent Auditor's Report

To the Members of Varun Beverages Limited

Report on the Audit of the Consolidated Financial Statements

Opinion

1. We have audited the accompanying consolidated financial statements of Varun Beverages Limited ('the Holding Company') and its subsidiaries (the Holding Company and its subsidiaries together referred to as 'the Group'), as listed in Annexure I, which comprise the Consolidated Balance Sheet as at 31 December 2021, the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), the Consolidated Cash Flow Statement and the Consolidated Statement of Changes in Equity for the year then ended, and a summary of the significant accounting policies and other explanatory information.
2. In our opinion and to the best of our information and according to the explanations given to us and based on the consideration of the reports of one of the joint auditors, APAS & Co LLP and other auditors on separate financial statements and on the other financial information of the subsidiaries, the aforesaid consolidated financial statements give the information required by the Companies Act, 2013 ('Act') in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India including Indian Accounting Standards ('Ind AS') specified under section 133 of the Act, of the consolidated state of affairs of the Group as at 31 December 2021, and their consolidated profit (including other comprehensive income), consolidated cash flows and the consolidated changes in equity for the year ended on that date.

Basis for Opinion

3. We conducted our audit in accordance with the Standards on Auditing specified under section 143(10) of the Act. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group in accordance with the ethical requirements that are relevant to our audit of the consolidated financial statements in terms of the Code of Ethics issued by the Institute of Chartered Accountants of India ('ICAI') and the relevant provisions of the Act and the rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained and the audit evidence obtained by one of the joint auditors, APAS & Co LLP and other auditors in terms of their reports referred to in paragraph 15 of the Other Matters section below, is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

4. Key audit matters are those matters that, in our professional judgment and based on the consideration of the reports of one of the joint auditors, APAS & Co LLP and other auditors on separate financial statements of the subsidiaries, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.
5. We have determined the matters described below to be the key audit matters to be communicated in our report.

Key audit matter	How our audit addressed the key audit matter
<p>Impairment assessment of intangible assets including Goodwill</p> <p>(Refer note 3(e) and 3(k) for accounting policies on intangibles assets and note 5 to the consolidated financial statements)</p>	<p>Our audit procedures included, but were not limited, to the following:</p> <ul style="list-style-type: none"> • Obtained an understanding of the management's process for identification of cash generating unit and impairment indicators for intangible assets, if any and processes performed by the management for their impairment testing;

Key audit matter	How our audit addressed the key audit matter
<p>The Group carries goodwill and franchisee rights as intangible assets having indefinite life amounting to ₹ 242.30 million and ₹ 5,386.33 million respectively, that are required to be tested for impairment by the management on an annual basis in accordance with Ind AS 36, Impairment of Assets.</p> <p>The aforesaid assessment of the impairment testing involves significant judgement around the determination of the recoverable amounts, being the higher of value in use and fair value less costs of disposal. Recoverable amounts are based on management's view of the future cash flows and prospects of the business, the appropriate discount rates and other industry specific risk factors.</p> <p>The key judgements in determining the recoverable amounts relates to the forecast of future cash flows based on strategy using macroeconomic assumptions such as industry growth, inflation and expected growth in market share, capital expenditure and working capital requirements, among others.</p> <p>Changes in the management forecasts or assumptions can impact the assessment of the discounted cash flows.</p> <p>Considering the materiality of the amount involved and significant degree of judgement and subjectivity involved in the estimates and key assumptions used in determining the forecasted cash flows used in the impairment evaluation, which are dependent on current and future economic factors and trading conditions varying for different economic and geographical territories, impairment assessment of the Intangibles assets and Goodwill was determined as a key audit matter.</p>	<ul style="list-style-type: none"> ● Assessed the process by which management prepared its cash flow forecasts and held discussions with management to understand the assumptions used and estimates made by them for determining such projections; ● Tested the design and operating effectiveness of internal controls over such identification and impairment test procedures; ● Assessed the appropriateness of the Group's accounting policies, including those relating to recognition, measurement and impairment of intangibles by comparing with the applicable Ind AS; ● Reviewed the valuation report obtained by the management from an independent valuer and assessed the professional competence, skills and objectivity for performing the required valuations; ● Assessed the appropriateness of the significant assumptions as well as the Group's valuation model with the support of auditor's valuation specialists, who assess the reasonableness of assumptions used and valuation methodology applied relating to discount rate, risk premium, industry growth rate etc. This included a discussion of the expected development of the business and results as well as of the underlying assumptions used with those responsible for the planning process; ● Assessed the robustness of financial projections prepared by the management by comparing projections for previous financial years with actual results realised and discussed significant deviations, if any, with the management; ● Tested mathematical accuracy of the projections and performed a sensitivity analysis for reasonably possible changes in the sales growth, discount rate applied and the long-term growth rate; and ● Evaluated the adequacy and appropriateness of disclosures made by the Group in the consolidated financial statements, as required by the applicable provisions of the Act and the Ind AS

Key audit matter	How our audit addressed the key audit matter
<p>Claims, Appeals and Litigations - provisions and contingent liabilities</p> <p>(Refer note 44 to the consolidated financial statements for the amounts of contingent liabilities)</p> <p>The Group is involved in various direct, indirect tax and other claims, appeals and litigations (hereafter, referred to as “Matters”) that are pending with different statutory authorities and judicial courts. The management exercises significant judgement for determining the need for and the amount of provisions, for any liabilities, arising from these matters.</p> <p>This judgement is dependent on a number of significant assumptions and evaluations which involves interpreting the various applicable rules, regulations, practices and considering precedents in the various jurisdictions including the opinions received from various legal counsel.</p> <p>This matter is considered as a key audit matter, in view of the uncertainty regarding the outcome of these matters, the significance of the amounts involved and the subjectivity involved in management’s judgement as to whether any amount should be recognised as a provision or be disclosed or not as a contingent liability in the consolidated financial statements</p>	<p>Our audit procedures included, but were not limited to, the following:</p> <ul style="list-style-type: none"> • Assessed the appropriateness of the Group’s accounting policies relating to provisions and contingent liabilities with the applicable accounting standards; • Assessed the Group’s process and the underlying controls for identification of the pending matters and completeness for financial reporting and also for monitoring of significant developments in relation to such pending matters; • Assessed the management’s assumptions and estimates in respect of matters, including the liabilities or provisions recognised or contingent liabilities disclosed in the consolidated financial statements. This involved assessing the probability of an unfavorable outcome of a given proceeding and the reliability of estimates of related amounts based on the various legal counsel opinions received by the Group; • Recomputed the arithmetical accuracy of the underlying calculations supporting the provisions recorded from the supporting evidences including the correspondence with various authorities; • Assessed the management’s conclusions through understanding relevant judicial precedents in similar cases and the applicable rules and regulations and through a discussion with Company’s legal department and legal counsels appointed by the Company; • Obtained legal opinions and confirmation on completeness from the Group’s external legal counsels, where appropriate; • Engaged auditor’s experts to gain an understanding of the current status of matters and changes in the disputes, if any, through discussions with the management and by reading external advice received by the Group, where relevant, to validate management’s conclusions; and • Assessed the appropriateness of the Group’s description of the accounting policy, disclosures related to matters and whether these are adequately presented in the consolidated financial statements.

The following key audit matter with respect to the audit opinion on the financial statements of Varun Beverages Zimbabwe (Private) Limited, a subsidiary of the Holding Company, has been reported by the component auditor vide its report dated 21 January 2022 and has been reproduced by us as under:

Key audit matter	How our audit addressed the key audit matter
<p>Hyperinflationary accounting for Varun Beverages Zimbabwe (Private) Limited (“VBZL”), a subsidiary</p> <p>(Refer note 3(j) for accounting policies and note 40 to the consolidated financial statements)</p> <p>During the year ended December 2019, the Reserve Bank of Zimbabwe introduced Zimbabwean Dollar (“ZMD/ RTGS Dollar”) as the local currency which was adopted by VBZL as its functional currency. Further, the Zimbabwean economy has been classified as hyperinflationary in accordance with the factors and characteristics of a hyperinflationary economy as described in Ind AS 29 ‘Financial Reporting in Hyper-Inflationary Economies’ (“Ind AS 29”) with effect from 01 July 2019. Consequently, for the year ended 31 December 2021, the management has prepared the financial statements of VBZL, based on the restatement principles of Ind AS 29.</p> <p>In view of the significance of the balances, transactions, the complexity and subjectivity in application of principles of Ind AS 29, the matter has been determined to be a key audit matter.</p>	<p>Our key procedures included, but were not limited, to the following:</p> <ul style="list-style-type: none"> • Assessed the management’s processes for selecting appropriate accounting policies and for implementing Ind AS 29, including their testing for the indicators of a hyperinflationary economy on the Zimbabwean economy and tested the operating effectiveness of controls implemented by management; • Reviewed the computations prepared by management for Ind AS 29, including evaluations of the rationale for the economic indicators included (e.g. the inflation rate, cumulative inflation rate, consumer price indices from various sources) and tested the source of data and key assumptions used; • Compared the assumptions used to select externally available industry, financial and economic data; • Assessed whether the inflation index applied to restate for the effects of hyperinflation is appropriate and based on recognised official indexes; • Performed sensitivity analysis for reasonably possible changes in the key assumptions; • Assessed whether the accounting treatment applied for all the elements of the financial statements are in accordance with the requirements of Ind AS 29; • Reviewed the regulatory pronouncements regarding the country being determined hyperinflation and the pertaining inflation rates and economic indicators prevailing in the country thereon; and • Assessed the appropriateness of the VBZL’s description of the accounting policy and adequacy of related disclosures in the separate financial statements of VBZL.

Information other than the Consolidated Financial Statements and Auditor’s Report thereon

6. The Holding Company’s Board of Directors are responsible for the other information. The other information comprises the information included in the Management Discussion and Analysis, Report on Corporate Governance and Director’s Report, but does not include the consolidated financial statements and our auditor’s report thereon.

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise

appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management and Those Charged with Governance for the Consolidated Financial Statements

7. The accompanying consolidated financial statements have been approved by the Holding Company's Board of Directors. The Holding Company's Board of Directors are responsible for the matters stated in section 134(5) of the Act with respect to the preparation and presentation of these consolidated financial statements that give a true and fair view of the consolidated financial position, consolidated financial performance including other comprehensive income, consolidated changes in equity and consolidated cash flows of the Group in accordance with the accounting principles generally accepted in India, including the Ind AS specified under section 133 of the Act. The Holding Company's Board of Directors are also responsible for ensuring accuracy of records including financial information considered necessary for the preparation of consolidated Ind AS financial statements. Further, in terms of the provisions of the Act, the respective Board of Directors of the companies included in the Group, are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error. These financial statements have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Holding Company, as aforesaid.
8. In preparing the consolidated financial statements, the respective Board of Directors of the companies included in the Group are responsible for assessing the ability of the Group to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intend to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

9. Those respective Board of Directors are also responsible for overseeing the financial reporting process of the companies included in the Group.

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

10. Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with Standards on Auditing will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.
11. As part of an audit in accordance with Standards on Auditing, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:
 - Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control;
 - Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Holding Company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls;
 - Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management;
 - Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists

related to events or conditions that may cast significant doubt on the ability of the Group to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern; and

- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities within the Group to express an opinion on the financial statements. We are responsible for the direction, supervision and performance of the audit of financial statements of such entities included in the financial statements, of which we are the independent auditors. For the other entities included in the financial statements, which have been audited by the other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.

12. We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.
13. We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.
14. From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should

not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Other Matter

15. We did not audit the financial statements of 7 subsidiaries, whose financial statements reflects total assets of ₹ 22,792.45 million and net assets of ₹ 11,579.00 million as at 31 December 2021, total revenues of ₹ 26,941.75 million and net cash inflows amounting to ₹ 583.75 million for the year ended on that date, as considered in the consolidated financial statements. Out of the above, the financial statements of one subsidiary included in the consolidated financial statements whose financial statement reflect total assets of ₹ 1,502.08 million and net assets of ₹ 887.87 million as at 31 December 2021, total revenues of ₹ 1,642.19 million and net cash inflows amounting to ₹ 68.19 million for the year ended on that date, as considered in the consolidated financial statements have been audited by one of the joint auditors, APAS & Co LLP. These financial statements have been audited by APAS & Co LLP and other auditors whose reports have been furnished to us by the management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries, and our report in terms of sub-section (3) of section 143 of the Act, in so far as it relates to the aforesaid subsidiaries, are based solely on the reports of APAS & Co LLP and the other auditors.

Our opinion above on the consolidated financial statements, and our report on other legal and regulatory requirements below, are not modified in respect of the above matters with respect to our reliance on the work done by and the reports of APAS & Co LLP and the other auditors.

Report on Other Legal and Regulatory Requirements

16. As required by section 197(16) of the Act, based on our audit and on the consideration of the reports of APAS & Co LLP, referred to in paragraph 15, on separate financial statements of the subsidiaries we report that the Holding Company and one subsidiary company covered under the Act paid remuneration to their respective directors during the year in accordance with the provisions of and limits laid down under section 197 read with Schedule V to the Act. Further, we report that the provisions of section 197 read with Schedule V to the Act are not applicable to six subsidiary companies, since none of such companies is a public company as defined under section 2(71) of the Act.

17. As required by section 143 (3) of the Act, based on our audit and on the consideration of the reports of APAS & Co LLP and other auditors on separate financial statements and other financial information of the subsidiaries, we report, to the extent applicable, that:

- a) we have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit of the aforesaid consolidated financial statements;
- b) in our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books and the reports of APAS & Co LLP and the other auditors;
- c) the consolidated financial statements dealt with by this report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements;
- d) in our opinion, the aforesaid consolidated financial statements comply with Ind AS specified under section 133 of the Act;
- e) on the basis of the written representations received from the directors of the Holding Company and taken on record by the Board of Directors of the Holding Company, and the report of APAS & Co LLP, the statutory auditors of a subsidiary company covered under the Act, none of the directors of the Group companies covered under the Act, are disqualified as on 31 December 2021 from being appointed as a director in terms of section 164(2) of the Act;
- f) with respect to the adequacy of the internal financial controls with reference to the consolidated financial statements of the Holding Company, and its subsidiary company covered under the Act, and the operating effectiveness of such controls, refer to our separate report in 'Annexure II'; and
- g) with respect to the other matters to be included in the Auditor's Report in accordance with rule 11 of the Companies (Audit and Auditors) Rules, 2014 (as amended), in our opinion and to the best of our information and according to

the explanations given to us and based on the consideration of the report of one of the joint auditors, APAS & Co LLP and the other auditors on separate financial statements as also the other financial information of the subsidiaries:

- i. the consolidated financial statements disclose the impact of pending litigations on the consolidated financial position of the Group as detailed in Note 44 to the consolidated financial statements;
- ii. provision has been made in these consolidated financial statements, as required under the applicable law or Ind AS, for material foreseeable losses, on long-term contracts including derivative contracts, as detailed in note 26 to the consolidated financial statements;
- iii. there were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Holding Company, and its subsidiary company covered under the Act, during the year ended 31 December 2021; and
- iv. the disclosure requirements relating to holdings as well as dealings in specified bank notes were applicable for the period from 8 November 2016 to 30 December 2016, which are not relevant to these consolidated financial statements. Hence, reporting under this clause is not applicable.

For **Walker Chandiook & Co LLP**
Chartered Accountants
Firm's Registration No.:
001076N/N500013

For **APAS & Co LLP**
Chartered Accountants
Firm's Registration No.:
000340C/C400308

Ashish Gupta
Partner
Membership No.: 504662
UDIN:
22504662AAETVA3941

Sumit Kathuria
Partner
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Place: Gurugram
Date: 03 February 2022

Place: Gurugram
Date: 03 February 2022

L-41 Connaught Place,
New Delhi - 110001

606, 6th Floor,
PP City Centre, Road No. 44,
Pitampura, New Delhi - 110034

Annexure I

List of entities included in the statement

Holding Company

1. Varun Beverages Limited

Subsidiaries

1. Varun Beverages (Nepal) Private Limited
2. Varun Beverages (Lanka) Private Limited
3. Varun Beverages Morocco SA
4. Ole Spring Bottlers (Private) Limited
5. Varun Beverages (Zambia) Limited
6. Varun Beverages (Zimbabwe) (Private) Limited
7. Lunarmech Technologies Private Limited
8. Varun Beverages RDC SAS (with effect from 31 December 2021)

Annexure II

Independent Auditor's Report on the internal financial controls with reference to consolidated financial statements under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ('the Act')

1. In conjunction with our audit of the consolidated financial statements of Varun Beverages Limited ('the Holding Company') and its subsidiaries (the Holding Company and its subsidiaries together referred to as 'the Group') as at and for the year ended 31 December 2021, we have audited the internal financial controls with reference to consolidated financial statements of the Holding Company and its subsidiary company, which are companies covered under the Act, as at that date.

Responsibilities of Management and Those Charged with Governance for Internal Financial Controls

2. The respective Board of Directors of the Holding Company and its subsidiary company, which are companies covered under the Act, are responsible for establishing and maintaining internal financial controls based on the internal financial controls with reference to consolidated financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting ('the Guidance Note') issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of the Company's business, including adherence to the Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditor's Responsibility for the Audit of the Internal Financial Controls with Reference to Consolidated Financial Statements

3. Our responsibility is to express an opinion on the internal financial controls with reference to financial statements of the Holding Company and its subsidiary company, as aforesaid, based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the ICAI prescribed under Section 143(10) of the Act, to the extent applicable to an audit of internal financial controls with reference to financial statements, and the Guidance Note issued by the ICAI. Those

Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to consolidated financial statements were established and maintained and if such controls operated effectively in all material respects.

4. Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to consolidated financial statements and their operating effectiveness. Our audit of internal financial controls with reference to consolidated financial statements includes obtaining an understanding of such internal financial controls, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error.
5. We believe that the audit evidence we have obtained and the audit evidence obtained by one of the joint auditors, APAS & Co LLP in terms of their reports referred to in the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls with reference to financial statements of the Holding Company and its subsidiary company as aforesaid.

Meaning of Internal Financial Controls with Reference to Financial Statements

6. A company's internal financial controls with reference to financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial controls with reference to financial statements include those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance

with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls with Reference to Financial Statements

7. Because of the inherent limitations of internal financial controls with reference to financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to financial statements to future periods are subject to the risk that the internal financial controls with reference to financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion and based on the consideration of the reports of APAS & Co LLP on internal financial controls with reference to financial statements of the subsidiary company, the Holding Company and its subsidiary company which is company covered under the Act, have in all material respects, adequate internal financial controls with reference to financial statements and such controls were operating effectively as at 31 December 2021, based on the internal financial controls with reference to consolidated financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note issued by the ICAI.

Other Matter

8. We did not jointly audit the internal financial controls with reference to consolidated financial statements in so far as it relates to a subsidiary company, which is a company covered under the Act, whose financial statements reflect total assets of ₹ 1,502.08 million and net assets of ₹ 887.87 as at 31 December 2021, total revenues of ₹ 1,642.19 million and net cash inflows amounting to ₹ 68.19 million for the year ended on that date, as considered in the consolidated financial statements. The internal financial controls with reference to financial statements in so far as it relates to such subsidiary company have been audited by one of the joint auditors, APAS & Co LLP whose report have been furnished to us by the management and our report on the adequacy and operating effectiveness of the internal financial controls with reference to consolidated financial statements for the Holding Company and its subsidiary company, as aforesaid, under Section 143(3)(i) of the Act in so far as it relates to such subsidiary company is based solely on the reports of the APAS & Co LLP. Our opinion is not modified in respect of this matter with respect to our reliance on the work done by and on the reports of APAS & Co LLP.

For **Walker Chandiok & Co LLP**
Chartered Accountants
Firm's Registration No.:
001076N/N500013

Ashish Gupta
Partner
Membership No.: 504662
UDIN:
22504662AAETVA3941

Place: Gurugram
Date: 03 February 2022

L-41 Connaught Place,
New Delhi - 110001

For **APAS & Co LLP**
Chartered Accountants
Firm's Registration No.:
000340C/C400308

Sumit Kathuria
Partner
Membership No.: 520078
UDIN:
22520078AAFAB9754

Place: Gurugram
Date: 03 February 2022

606, 6th Floor,
PP City Centre, Road No. 44,
Pitampura, New Delhi - 110034

Consolidated Balance Sheet

As at 31 December 2021

(₹ in million)

	Notes	As at 31 December 2021	As at 31 December 2020
Assets			
Non-current assets			
(a) Property, plant and equipment	4A	57,279.71	58,271.88
(b) Capital work-in-progress	4B	4,966.08	668.15
(c) Goodwill	5A	242.30	242.30
(d) Other intangible assets	5B	5,585.74	5,572.01
(e) Investment in associate	6	-	-
(f) Financial assets			
(i) Investments	7	0.01	0.01
(ii) Loans	8	412.59	417.89
(iii) Others	9	8.04	1.21
(g) Deferred tax assets (Net)	10	24.07	110.18
(h) Other non-current assets	11	1,839.23	1,303.44
Total non-current assets		70,357.77	66,587.07
Current assets			
(a) Inventories	12	14,480.87	9,288.04
(b) Financial assets			
(i) Trade receivables	13	2,212.49	2,417.97
(ii) Cash and cash equivalents	14	1,507.50	1,045.58
(iii) Bank balances other than (ii) above	15	1,858.72	854.92
(iv) Loans	16	94.54	100.16
(v) Others	17	2,276.86	1,670.04
(c) Current tax assets (Net)	18	11.08	102.19
(d) Other current assets	19	3,019.07	2,517.86
Total current assets		25,461.13	17,996.76
Total assets		95,818.90	84,583.83
Equity and liabilities			
Equity			
(a) Equity share capital	20	4,330.33	2,886.89
(b) Other equity	21	36,468.75	32,353.12
Equity attributable to owners of the Holding Company		40,799.08	35,240.01
Non-controlling interest		1,167.89	647.88
Total equity		41,966.97	35,887.89
Liabilities			
Non-current liabilities			
(a) Financial liabilities			
(i) Borrowings	22A	18,133.27	19,796.22
(ii) Other financial liabilities	22B	312.63	244.39
(b) Provisions	23	2,085.43	2,039.06
(c) Deferred tax liabilities (Net)	10	3,111.41	2,259.43
(d) Other non-current liabilities	24	6.73	7.34
Total non-current liabilities		23,649.47	24,346.44
Current liabilities			
(a) Financial liabilities			
(i) Borrowings	22C	6,284.92	7,138.58
(ii) Trade payables			
(a) Total outstanding dues of micro enterprises and small enterprises	25	342.85	93.70
(b) Total outstanding dues of creditors other than micro enterprises and small enterprises	25	6,774.68	5,020.15
(iii) Other financial liabilities	26	13,066.44	8,543.51
(b) Other current liabilities	27	3,096.76	3,182.92
(c) Provisions	23	497.40	331.72
(d) Current tax liabilities (Net)	28	139.41	38.92
Total current liabilities		30,202.46	24,349.50
Total liabilities		53,851.93	48,695.94
Total equity and liabilities		95,818.90	84,583.83

Significant accounting policies

3

The accompanying notes are an integral part of the Consolidated financial statements.
As per our report of even date attached.

**For and on behalf of the Board of Directors of
Varun Beverages Limited**

For **Walker Chandio & Co LLP**
Chartered Accountants
Firm's Registration No.: 001076N/N500013

For **APAS & Co LLP**
Chartered Accountants
Firm's Registration No.:
000340C/C400308

Varun Jaipuria
Whole Time Director
DIN 02465412

Raj Pal Gandhi
Whole Time Director
DIN 00003649

Ashish Gupta
Partner
Membership No.: 504662

Sumit Kathuria
Partner
Membership No.: 520078

Rajesh Chawla
Chief Financial Officer

Kapil Agarwal
Chief Executive Officer
and Whole Time Director
DIN 02079161

Place : Gurugram
Dated : 03 February 2022

Ravi Batra
Chief Risk Officer and
Group Company Secretary
Membership No. F-5746

Consolidated Statement of Profit and Loss

For the year ended 31 December 2021

(₹ in million)

	Notes	Year ended 31 December 2021	Year ended 31 December 2020
Income			
Revenue from operations	29	89,582.91	65,557.91
Other income	30	679.25	369.72
Total income		90,262.16	65,927.63
Expenses			
Cost of materials consumed	31	39,689.13	26,885.09
Excise duty		1,350.61	1,056.49
Purchases of stock-in-trade	32	1,654.69	925.87
Changes in inventories of finished goods, stock-in-trade and work-in-progress	33	(997.22)	(171.59)
Employee benefits expense	34	10,076.99	8,897.36
Finance costs	35	1,847.00	2,811.04
Depreciation and amortisation expense	36	5,312.62	5,287.02
Other expenses	37	21,262.26	15,946.01
Total expenses		80,196.08	61,637.29
Profit before share of profit in associate, exceptional items and tax		10,066.08	4,290.34
Share of profit in associate	6	-	-
Profit before exceptional items and tax		10,066.08	4,290.34
Exceptional items	60	-	665.29
Profit before tax		10,066.08	3,625.05
Tax expense			
(a) Current tax	28	1,341.98	423.85
(b) Adjustment of tax relating to earlier periods	28	350.06	153.69
(c) Deferred tax expense/(credit)	10	913.52	(525.20)
Total tax expense		2,605.56	52.34
Net profit for the year		7,460.52	3,572.71
Other comprehensive income	38		
(a) Items that will not to be reclassified to Profit or Loss:			
(i) Re-measurement losses on defined benefit plans		85.99	(115.38)
(ii) Income tax relating to items that will not be reclassified to Profit or Loss		(18.93)	29.53
(b) Items that will be reclassified to Profit or Loss:			
(i) Exchange differences arising on translation of foreign operations		(365.92)	(531.02)
(ii) Income tax relating to items that will be reclassified to Profit or Loss		-	(7.64)
Total other comprehensive income		(298.86)	(624.51)
Total comprehensive income for the year (including non-controlling interest)		7,161.66	2,948.20
Net profit attributable to:			
(a) Owners of the Company		6,940.52	3,289.95
(b) Non-controlling interest		520.00	282.76
Other comprehensive income attributable to:			
(a) Owners of the Company		(298.87)	(624.57)
(b) Non-controlling interest		0.01	0.06
Total comprehensive income attributable to:			
(a) Owners of the Company		6,641.65	2,665.38
(b) Non-controlling interest		520.01	282.82
Earnings per equity share of face value of ₹ 10 each			
Basic (₹)	42	16.03	7.60
Diluted (₹)	42	16.03	7.60

Significant accounting policies

3

The accompanying notes are an integral part of the Consolidated financial statements.
As per our report of even date attached.

**For and on behalf of the Board of Directors of
Varun Beverages Limited**

For **Walker Chandiook & Co LLP**
Chartered Accountants
Firm's Registration No.: 001076N/N500013

For **APAS & Co LLP**
Chartered Accountants
Firm's Registration No.:
000340C/C400308

Varun Jaipuria
Whole Time Director
DIN 02465412

Raj Pal Gandhi
Whole Time Director
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Ashish Gupta
Partner
Membership No.: 504662

Sumit Kathuria
Partner
Membership No.: 520078

Rajesh Chawla
Chief Financial Officer

Kapil Agarwal
Chief Executive Officer
and Whole Time Director
DIN 02079161

Place : Gurugram
Dated : 03 February 2022

Ravi Batra
Chief Risk Officer and
Group Company Secretary
Membership No. F-5746

Consolidated Cash Flow Statement

For the year ended 31 December 2021

(Indirect Method)

(₹ in million)

Particulars	Year ended 31 December 2021	Year ended 31 December 2020
A. Operating activities		
Profit before tax and share of profit in associate	10,066.08	3,625.05
Adjustments to reconcile profit before tax to net cash flows:		
Depreciation on property, plant and equipment	5,254.92	5,231.91
Amortisation of intangible assets	57.70	55.11
Exceptional items	-	665.29
Interest expense at amortised cost	1,850.37	2,729.82
Interest income at amortised cost	(145.16)	(88.86)
Profit on sale of current investments	(0.70)	-
Excess provisions written back	(58.38)	-
Loss/(Gain) on disposal of property, plant and equipment (Net)	258.71	14.35
Bad debts and advances written off	-	11.94
Allowance for expected credit loss	58.92	53.09
Unrealised foreign exchange fluctuation	(1,098.50)	(294.20)
Operating profit before working capital changes	16,243.96	12,003.50
Working capital adjustments		
Increase in inventories	(5,192.83)	(472.91)
Increase in trade receivables	146.56	(757.45)
Decrease/(Increase) in current and non-current financial assets and other current and non-current assets	(921.85)	244.68
(Decrease)/Increase in current financial liabilities and other current and non-current liabilities and provisions	3,280.66	(122.76)
Total cash from operations	13,556.50	10,895.06
Income tax paid	(1,242.28)	(775.19)
Net cash flows from operating activities (A)	12,314.22	10,119.87
B. Investing activities		
Purchase of property, plant and equipment and intangible assets (including adjustment on account of capital work-in-progress, capital advances paid and capital creditors)	(8,348.00)	(5,596.74)
Proceeds from disposal of property, plant and equipment and intangible assets	193.51	240.59
Change in advance received for capital assets	(1,074.43)	1,074.43
Interest received	132.46	86.90
Proceeds from sale of current investments	0.70	-
(Increase)/decrease in other bank balances	(1,010.63)	(516.14)
Net cash used in investing activities (B)	(10,106.39)	(4,710.96)
C. Financing activities		
Proceeds from long-term borrowings	8,548.06	7,734.82
Repayment of long-term borrowings	(6,408.51)	(12,332.25)
Repayment of lease liabilities	(188.65)	(111.55)
Proceeds from short term borrowings (Net)	(853.66)	2,467.04

(Indirect Method)

(₹ in million)

Particulars	Year ended 31 December 2021	Year ended 31 December 2020
Interest paid (inclusive of interest on lease liabilities ₹ 30.50 (31 December 2020: ₹ 29.56))	(1,791.48)	(2,773.51)
Dividends paid	(1,082.58)	(721.72)
Net cash (used in)/flows from financing activities (C)	(1,776.82)	(5,737.17)
Net change in cash and cash equivalents (D=A+B+C)	431.01	(328.26)
Cash and cash equivalents at the beginning of year (E)	1,045.58	1,379.68
Unrealised exchange loss on translation of cash and cash equivalent in subsidiary (F)	30.91	(5.84)
Cash and cash equivalents at the end of year (G= D+E+F) (Refer note 14)	1,507.50	1,045.58

Notes:

Reconciliation between the opening and closing balances in the balance sheet for liabilities arising from financing activities, including both changes arising from cash flows and non-cash changes pursuant to Ind AS 7:

(₹ in million)

	Non-current borrowings*	Current borrowings
Balance as at 01 January 2021	24,920.39	7,138.58
Cash flows (Net)	2,139.55	(853.66)
Non-cash changes:		
Impact of fair value changes	89.27	-
Impact of exchange fluctuations	(15.18)	-
Balance as at 31 December 2021	27,134.03	6,284.92

Balance as at 01 January 2020	29,500.19	4,671.54
Cash flows (Net)	(4,597.43)	2,467.04
Non-cash changes:		
Others	(58.27)	-
Impact of exchange fluctuations	75.90	-
Balance as at 31 December 2020	24,920.39	7,138.58

*includes current maturity of long-term debts amounting to ₹ 9,000.76 million (31 December 2020: ₹ 5,124.17 million)

The accompanying notes are an integral part of the Consolidated financial statements.
As per our report of even date attached.

**For and on behalf of the Board of Directors of
Varun Beverages Limited**

For **Walker Chandio & Co LLP**
Chartered Accountants
Firm's Registration No.: 001076N/N500013

For **APAS & Co LLP**
Chartered Accountants
Firm's Registration No.:
000340C/C400308

Varun Jaipuria
Whole Time Director
DIN 02465412

Raj Pal Gandhi
Whole Time Director
DIN 00003649

Ashish Gupta
Partner
Membership No.: 504662

Sumit Kathuria
Partner
Membership No.: 520078

Rajesh Chawla
Chief Financial Officer

Kapil Agarwal
Chief Executive Officer
and Whole Time Director
DIN 02079161

Place : Gurugram
Dated : 03 February 2022

Ravi Batra
Chief Risk Officer and
Group Company Secretary
Membership No. F-5746

Consolidated Statement of Changes in Equity

For the year ended 31 December 2021

A. Equity share capital

Particulars	Notes	Number of shares	Amount	
				(₹ in million)
Balance as at 01 January 2020		288,688,720		2,886.89
Changes in equity share capital during the year 2020		-		-
Balance as at 31 December 2020	20	288,688,720		2,886.89
Changes in equity share capital during the year 2021		144,344,360		1,443.44
Balance as at 31 December 2021	20	433,033,080		4,330.33

B. Other Equity

Particulars	Note	Attributable to Owners of the Company						Non-controlling interests	Total		
		Reserve and surplus									
		Capital reserve on consolidation	Capital reserve	Securities premium	General reserve	Retained earnings	Foreign currency monetary item translation difference account (FCMITDA)			Exchange differences on translating the financial statements of foreign operations	Total attributable to owners of the Group
Balance as at 01 January 2020		(2,279.78)	533.93	26,178.17	444.26	5,560.11	(12.13)	(27.23)	30,397.33	306.79	30,704.12
Profit for the year		-	-	-	-	3,289.95	-	-	3,289.95	282.76	3,572.71
Other comprehensive income for the year (Net of deferred taxes)		-	-	-	-	(85.91)	-	-	(85.91)	0.06	(85.85)
Re-measurement losses on defined benefit plans		-	-	-	-	-	-	(538.66)	(538.66)	-	(538.66)
Exchange differences arising on translation of foreign operations		-	-	-	-	(721.72)	-	-	(721.72)	-	(721.72)
Dividend paid** (Refer note 43)		-	-	-	-	-	(21.16)	-	(21.16)	-	(21.16)
Addition made in FCMITDA for the year		-	-	-	-	-	33.29	-	33.29	-	33.29
FCMITDA charged to the Consolidated Statement of Profit and Loss		-	-	-	-	-	-	-	-	-	-
Equity contributions from non-controlling interests		-	-	-	-	-	-	-	-	58.27	58.27



(₹ in million)

Particulars	Note	Attributable to Owners of the Company							Non-controlling interests	Total	
		Reserve and surplus									
		Capital reserve on consolidation	Capital reserve	Securities premium	General reserve	Retained earnings	Foreign currency monetary item translation difference account (FCMITDA)	Exchange differences on translating the financial statements of foreign operations			Total attributable to owners of the Group
Balance as at 31 December 2020	21	(2,279.78)	533.93	26,178.17	444.26	8,042.43	-	(565.89)	32,353.12	647.88	33,001.00
Profit for the year		-	-	-	-	6,940.52	-	-	6,940.52	520.00	7,460.52
Other comprehensive income for the year (Net of deferred taxes)											
Re-measurement losses on defined benefit plans		-	-	-	-	67.05	-	-	67.05	0.01	67.06
Exchange differences arising on translation of foreign operations		-	-	-	-	-	-	(365.92)	(365.92)	-	(365.92)
Dividend paid** (Refer note 43)		-	-	-	-	(1,082.58)	-	-	(1,082.58)	-	(1,082.58)
Amount utilised for bonus issue		-	-	(1,443.44)	-	-	-	-	(1,443.44)	-	(1,443.44)
Balance as at 31 December 2021	21	(2,279.78)	533.93	24,734.73	444.26	13,967.42	-	(931.81)	36,468.75	1,167.89	37,636.64

**Transaction with owners in their capacity as owners.

The accompanying notes are an integral part of the Consolidated financial statements. As per our report of even date attached.

For **Walker Chandiook & Co LLP**
Chartered Accountants
Firm's Registration No.: 001076N/N500013

Ashish Gupta
Partner
Membership No.: 504662

Place : Gurugram
Dated : 03 February 2022

For **APAS & Co LLP**
Chartered Accountants
Firm's Registration No.: 000340C/C400308

Sumit Kathuria
Partner
Membership No.: 520078

Varun Jaipuria
Whole Time Director
DIN 02465412

Rajesh Chawla
Chief Financial Officer

For and on behalf of the Board of Directors of
Varun Beverages Limited

Raj Pal Gandhi
Whole Time Director
DIN 00003649

Kapil Agarwal
Chief Executive Officer
and Whole Time Director
DIN 02079161

Ravi Batra
Chief Risk Officer and
Group Company Secretary
Membership No. F-5746

Summary of significant accounting policies and other explanatory information on the Consolidated Financial Statements for the year ended 31 December 2021

1. Corporate information

Varun Beverages Limited (“VBL” or “the Company” or “Holding Company” or “Parent Company”) is a public limited Company domiciled in India. Its registered office is at F-2/7, Okhla Industrial Area, Phase-I, New Delhi- 110 020. The Company’s equity shares are listed on Bombay Stock Exchange Limited (BSE) and National Stock Exchange of India (NSE). The Company was incorporated on 16 June 1995 under the provisions of the Companies Act 1956.

The Company together with its subsidiaries and associates (hereinafter, “the Group”) is engaged in manufacturing, selling, bottling and distribution of beverages of Pepsi brand in geographically pre-defined territories of India, Sri Lanka, Nepal, Zambia, Morocco and Zimbabwe as per franchisee agreement with PepsiCo India Holdings Private Limited (“PepsiCo India”) and its affiliates. The sale of Group’s products is seasonal.

2. Basis of preparation

These Consolidated Financial Statements (“the CFS”) of the Group have been prepared in accordance with the Indian Accounting Standards (“Ind AS”) and comply with requirements of Ind AS, stipulations contained in Schedule III (revised) as applicable under Section 133 of the Companies Act, 2013 (“the Act”), the Companies (Indian Accounting Standards) Rules, 2015 as amended from time to time and other pronouncements/ provisions of applicable laws.

These CFS have been prepared using the significant accounting policies and measurement basis summarised below. These accounting policies have been used consistently throughout all periods presented in these consolidated financial statements except as mentioned in note 3 (b) below.

The CFS have been prepared on a historical cost basis, except for the following assets and liabilities which have been measured at fair value:

- i. Derivative financial instruments;
- ii. Certain financial assets and liabilities measured at fair value (refer accounting policy regarding financial instruments);
- iii. Defined benefit plans- plan assets measured at fair value; and

- iv. Share based payments;

The Group presents assets and liabilities in the balance sheet based on current/non-current classification. An asset is treated as current if it satisfies any of the following conditions:

- i. Expected to be realised or intended to sold or consumed in normal operating cycle;
- ii. Held primarily for the purpose of trading;
- iii. Expected to be realised within twelve months after the reporting period; or
- iv. Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets are classified as non-current.

A liability is current if it satisfies any of the following conditions:

- i. It is expected to be settled in normal operating cycle;
- ii. It is held primarily for the purpose of trading;
- iii. It is due to be settled within twelve months after the reporting period; or
- iv. There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

The Group classifies all other liabilities as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

The operating cycle is the time between the acquisition of assets for processing and its realisation in cash and cash equivalents. The Group has identified twelve months as its operating cycle.

All amounts disclosed in the CFS and notes have been rounded off to the nearest million as per the requirement of Schedule III to the Act, unless otherwise stated.

Summary of significant accounting policies and other explanatory information on the Consolidated Financial Statements for the year ended 31 December 2021

2.1. Basis of consolidation

The consolidated financial statements comprise the financial statements of the Company, its subsidiaries and associate. Control is achieved when the Group is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee. Specifically, the Group controls an investee if and only if the Group has:

- Power over the investee (i.e. existing rights that give it the current ability to direct the relevant activities of the investee);
- Exposure, or rights, to variable returns from its involvement with the investee, and
- The ability to use its power over the investee to affect its returns.

Generally, there is a presumption that a majority of voting rights result in control. To support this presumption and when the Group has less than a majority of the voting or similar rights of an investee, the Group considers all relevant facts and circumstances in assessing whether it has power over an investee, including:

- a) The contractual arrangement with the other vote holders of the investee;
- b) The rights arising from other contractual arrangements;
- c) The Group's voting rights and potential voting rights; and
- d) The size of the Group's holding of voting rights relative to the size and dispersion of the holdings of the other voting rights holders.

The Group re-assesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control. Consolidation of a subsidiary begins when the Group obtains control over the subsidiary and ceases when the Group loses control of the subsidiary. Assets, liabilities, income and expenses of a subsidiary acquired or disposed of during the year are included in the consolidated

financial statements from the date the Group gains control until the date the Group ceases to control the subsidiary.

Consolidated financial statements are prepared using uniform accounting policies for like transactions and other events in similar circumstances. If a member of the Group uses accounting policies other than those adopted in the consolidated financial statements for like transactions and events in similar circumstances, appropriate adjustments are made to that member's financial statements in preparing the consolidated financial statements to ensure conformity with the Group's accounting policies.

An associate is an entity over which the Group has significant influence, i.e., the power to participate in the financial and operating policy decisions of the investee but not control or joint control over those policies.

The financial statements of all entities used for the purpose of consolidation are drawn up to same reporting date as that of the parent company, i.e., year ended 31 December. When the end of the reporting period of the parent is different from that of a subsidiary/ associate, the subsidiary/ associate prepares, for consolidation purposes, additional financial information as of the same date as the financial statements of the parent to enable the parent to consolidate the financial information of the subsidiary, unless it is impracticable to do so.

The following consolidation procedures are adopted:

Subsidiary:

- a) Combine like items of assets, liabilities, equity, income, expenses and cash flows of the parent with those of its subsidiaries. For this purpose, income and expenses of the subsidiary are based on the amounts of the assets and liabilities recognised in the consolidated financial statements at the acquisition date;
- b) Offset (eliminate) the carrying amount of the parent's investment in each subsidiary and the parent's portion of equity of each subsidiary. Business combinations policy explains how to account for any related goodwill; and

Summary of significant accounting policies and other explanatory information on the Consolidated Financial Statements for the year ended 31 December 2021

- c) Eliminate in full intragroup assets and liabilities, equity, income, expenses and cash flows relating to transactions between entities of the group (profits or losses resulting from intragroup transactions that are recognised in assets, such as inventory and fixed assets, are eliminated in full). Ind AS 12 'Income Taxes' applies to temporary differences that arise from the elimination of profits and losses resulting from intragroup transactions.

Profit or loss and each component of Other Comprehensive Income ("OCI") are attributed to the equity holders of the parent of the Group and to the non-controlling interests, even if this results in the non-controlling interests having a deficit balance.

A change in the ownership interest of a subsidiary, without a loss of control, is accounted for as an equity transaction. If the Group loses control over a subsidiary, it:

- Derecognises the assets (including goodwill) and liabilities of the subsidiary;
- Derecognises the carrying amount of any non-controlling interests;
- Derecognises the cumulative translation differences recorded in equity;
- Recognises the fair value of the consideration received;
- Recognises the fair value of any investment retained;
- Recognises any surplus or deficit in Consolidated Statement of Profit and Loss;
- Reclassifies the parent's share of components previously recognised in OCI to profit or loss or retained earnings, as appropriate, as would be required if the Group had directly disposed of the related assets or liabilities.

Associates:

Interests in associates are accounted for using the equity method, after initially being recognised at cost in the consolidated balance sheet. When a member of the Group transacts with an associate of the Group, profits and losses from transactions

with the associate are recognised in the CFS only to the extent of interests in the associate that are not related to the Group.

The carrying amount of the investment is adjusted to recognise changes in the Group's share of net assets of the associate since the acquisition date. Goodwill relating to the associate is included in the carrying amount of the investment.

The Consolidated Statement of Profit and Loss reflects the Group's share of the results of operations of the associate. Any change in OCI of those investees is presented as part of the Group's OCI. In addition, when there has been a change recognised directly in the equity of the associate, the Group recognises its share of any changes, when applicable, in the statement of changes in equity. Unrealised gains and losses resulting from transactions between the Group and the associate are eliminated to the extent of the interest in the associate. The aggregate of the Group's share of profit or loss of an associate is shown on the face of the Consolidated Statement of Profit and Loss.

After application of the equity method, the Group determines whether it is necessary to recognise an impairment loss on its investment in its associate. At each reporting date, the Group determines whether there is objective evidence that the investment in the associate is impaired. If there is such evidence, the Group calculates the amount of impairment as the difference between the recoverable amount of the associate and its carrying value, and then recognises the loss as 'Share of profit of an associate' in the Consolidated Statement of Profit and Loss.

Upon loss of significant influence over the associate, the Group measures and recognises any retained investment at its fair value. Any difference between the carrying amount of the associate upon loss of significant and the fair value of the retained investment and proceeds from disposal is recognised in the Consolidated Statement of Profit and Loss.

On acquisition of control over previously owned associates, the Group re-measures its previously held equity interest in the associates at the acquisition date fair value and the difference, if any, between the carrying amount and the fair value is recognised in the Consolidated Statement of Profit and Loss.



Summary of significant accounting policies and other explanatory information on the Consolidated Financial Statements for the year ended 31 December 2021

Goodwill is generally computed as the difference between the sum of consideration transferred (measured at the fair value) the non-controlling interest ("NCI") in the acquire and the net of the acquisition date amounts of the identifiable assets acquired and the liabilities assumed.

3. Summary of significant accounting policies

a) Fair value measurements

The Group measures financial instruments at fair value which is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liability, or
- In the absence of a principal market, in the most advantageous market for the asset or liability.

All assets and liabilities for which fair value is measured or disclosed in the consolidated financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- **Level 1** - Quoted (unadjusted) market prices in active markets for identical assets or liabilities;
- **Level 2** - Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable; and
- **Level 3** - Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

The Group uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs. For assets and liabilities that are recognised in the consolidated financial statements on a recurring basis, the Group determines whether transfers have occurred

between levels in the hierarchy by re-assessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

For the purpose of fair value disclosures, the Group has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above.

b) Revenue recognition

With effect from 01 January 2019, the Group has adopted Ind AS 115, 'Revenue from Contracts with Customers' using cumulative effect method which does not require comparative information to be restated in the consolidated financial statements. The standard is applied retrospectively only to contracts that were not completed as at the date of initial application (i.e. 01 January 2019). There is no impact on retained earnings as at 01 January 2019. Moreover, the application of Ind AS 115 did not have any impact on recognition and measurement of revenue from operations and other related items in the consolidated financial statements of the Group.

Under Ind AS 115, revenue is recognised upon transfer of control of promised goods or services to customers at an amount that reflects the consideration to which the Group is expected to be entitled to in exchange for those goods or services. Revenue towards satisfaction of a performance obligation is measured at the amount of transaction price allocated to that performance obligation as per contractually agreed terms with the customers. The transaction price of goods sold and services rendered is net of various discounts and schemes offered by the Group as part of the contract. Revenue is recorded provided the recovery of consideration is probable and determinable. Revenue from sale of goods and services transferred to distributors/intermediaries are recognised at a point in time.

Sale of goods

Revenue from the sale of manufactured and traded goods products is recognised upon transfer of control of products to the customers which coincides with their delivery to customer and is measured at fair value of consideration received/receivable, net of discounts, amount collected on behalf of third parties and applicable taxes.

Summary of significant accounting policies and other explanatory information on the Consolidated Financial Statements for the year ended 31 December 2021

Interest income

Interest income is recognised on time proportion basis taking into account the amount outstanding and rate applicable. For all debt instruments measured at amortised cost, interest income is recorded using the effective interest rate (“EIR”). EIR is the rate that exactly discounts the estimated future cash payments or receipts over the expected life of the financial instrument or a shorter period, where appropriate, to the gross carrying amount of the financial assets. Interest income is included in finance income in the Consolidated Statement of Profit and Loss.

Dividends

Dividend is recognised when the Group’s right to receive the payment is established, which is generally when shareholders approve the dividend.

Services rendered

Revenue from service related activities is recognised as and when services are rendered and on the basis of contractual terms with the parties.

c) Inventories

Inventories are valued as follows:

- i. **Raw materials, components and stores and spares:** At lower of cost and net realisable value. Cost of inventory comprises all costs of purchases, duties, taxes (other than those subsequently recoverable from tax authorities) and all other costs incurred in bringing the inventory to their present location and condition and is determined on a moving weighted average cost basis. However, materials and other items held for use in the production of inventories are not written down below cost if the finished products in which they will be incorporated are expected to be sold at or above cost.
- ii. **Work-in-progress:** At lower of cost and net realisable value. Cost for this purpose includes material, labour and appropriate allocation of overheads including depreciation. Cost is determined on a weighted average basis.

iii. Intermediate goods/ Finished goods:

- a) **Self-manufactured** - At lower of cost and net realisable value. Cost for this purpose includes material, labour and appropriate allocation of overheads. Cost is determined on a weighted average basis.
- b) **Traded** - At lower of cost and net realisable value. Cost of inventory comprises all costs of purchases, duties, taxes (other than those subsequently recoverable from tax authorities) and all other costs incurred in bringing the inventory to their present location and condition and is determined on a weighted average cost basis.

Net realisable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and estimated costs necessary to make the sale. Provision for obsolescence is determined based on management’s assessment and is charged to the Consolidated Statement of Profit and Loss.

d) Property, plant and equipment

Measurement at recognition:

Property, plant and equipment and capital work in progress is stated at cost, net of accumulated depreciation and accumulated impairment losses, if any.

Cost comprises the purchase price, borrowing costs if capitalization criteria are met and any directly attributable cost of bringing the asset to its working condition for the intended use. Any trade discounts and rebates are deducted in arriving at the purchase price. The cost of an item of property, plant and equipment is recognised as an asset if, and only if:

- a. it is probable that future economic benefits associated with the item will flow to the entity; and
- b. the cost of the item can be measured reliably.

Subsequent expenditure related to an item of property, plant and equipment is added to its book value only if it increased the future benefits from the existing asset beyond its previously assessed

Summary of significant accounting policies and other explanatory information on the Consolidated Financial Statements for the year ended 31 December 2021

standard of performance. All other expenses on existing assets, including day- to- day repair and maintenance expenditure and cost of replacing parts, are charged to the Consolidated Statement of Profit and Loss for the period during which such expenses are incurred. Expenditure directly relating to construction activity is capitalized. Indirect expenditure incurred during construction period is capitalized as a part of indirect construction cost to the extent the expenditure is related to construction or is incidental thereto. Other indirect costs incurred during-the construction periods which are not related to construction activity nor are incidental thereto are charged to the Consolidated Statement of Profit and Loss.

Value for individual assets acquired for a consolidated price, the consideration is apportioned to the various assets on a fair value basis as determined by competent valuers.

Depreciation:

The management has estimated, supported by technical assessment, the useful lives of property, plant and equipment. The management believes that these estimated useful lives are realistic and reflect fair approximation of the period over which the assets are likely to be used. Depreciation is calculated on a straight-line basis over the estimated useful lives of the assets as follows:

Description	Useful lives (upto)
Leasehold land	Over lease period
Buildings - factory	20-50 years
Buildings - others	59-60 years
Plant and equipment	4-20 years
Furniture and fixtures	5-10 years
Delivery vehicles	4-10 years
Vehicles (other than delivery vehicles)	4-7 years
Office equipment	4-10 years
Computer equipment	3-5 years
Containers	4-10 years
Post-mix vending machines and refrigerators (Visi-Coolers)	7-10 years
Power generating assets	22 years

Freehold land is not depreciated.

Depreciation on property, plant and equipment is provided over the useful life of assets as specified in Schedule II to the Act except where the management, based on independent technical assessment, depreciable certain assets are over estimated useful lives which are different from the useful life prescribed in the Schedule II to the Act.

The Group has used the remaining useful lives to compute depreciation on its property, plant and equipment, acquired under the business transfer agreement based on external technical evaluation.

Depreciation on property, plant and equipment which are added/disposed off during the year is provided on a pro-rata basis with reference to the month of addition/deletion.

The Group has technically evaluated all the property, plant and equipment for determining the separate identifiable assets having different useful lives under the component approach. On technical evaluation of all separate identifiable components, the management is of the opinion that they do not have any different useful life from that of the principal asset.

In case of revaluation of leasehold land, the resulting amortisation of the total revalued amount is expensed off to the Consolidated Statement of Profit and Loss.

Derecognition:

An item of property, plant and equipment and any significant part initially recognised is de-recognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on de-recognition of the asset (calculated as the difference between the net disposal proceeds or amount of security deposit adjusted and the carrying amount of the asset) is included in the Consolidated Statement of Profit and Loss when the asset is de-recognised.

Breakages of containers are adjusted on 'first bought first broken' basis, since it is not feasible to specifically identify the broken containers in the fixed assets records.

Summary of significant accounting policies and other explanatory information on the Consolidated Financial Statements for the year ended 31 December 2021

e) Intangible assets

Intangible assets are initially recognised at:

- In case the assets are acquired separately, then at cost,
- In case the assets are acquired in a business combination or under any asset purchase agreement, at fair value.

Following initial recognition, intangible assets are carried at cost less any accumulated amortisation and accumulated impairment losses.

Intangible assets with finite useful life are assessed for impairment whenever there is an indication that the intangible assets may be impaired.

Amortisation of other intangible assets are amortised on a straight-line basis using the estimated useful life as follows:

Intangible assets	Useful lives (years)
Software	3-5 Years
Market infrastructure	5 Years
Distribution network	8 Years

The franchise rights and trademarks acquired as part of business combinations normally have a remaining legal life of not exceeding ten years but is renewable every ten years at little cost and is well established. The Group intends to renew these rights continuously and evidence supports its ability to do so. An analysis of product life cycle studies, market and competitive trends provides evidence that the product will generate net cash inflows for the Group for an indefinite period. Therefore, these rights have been carried at cost without amortisation, but is tested for impairment annually, at the cash-generating unit level. The assessment of indefinite life is reviewed annually to determine whether the indefinite life continues to be supportable. If not, the change in useful life from indefinite to finite is made on a prospective basis.

f) Borrowing costs

Borrowing costs include interest, amortisation of ancillary costs incurred in connection with the arrangement of borrowings and exchange

differences arising from foreign currency borrowings to the extent they are regarded as an adjustment to the interest cost. Borrowing costs, if any, directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalized, if any. All other borrowing costs are expensed to the Consolidated Statement of Profit and Loss in the period in which they occur.

g) Leases

The Group as a lessee

The Group enters into an arrangement for lease of buildings and equipments. Such arrangements are generally for a fixed period but may have extension or termination options. In accordance with Ind AS 116 - Leases, at inception of the contract, the Group assesses whether a contract is, or contains a lease. A lease is defined as 'a contract, or part of a contract, that conveys the right to control the use an asset (the underlying asset) for a period of time in exchange for consideration'.

To assess whether a contract conveys the right to control the use of an identified asset, the Group assesses whether:

- The contract involves the use of an identified asset - this may be specified explicitly or implicitly, and should be physically distinct or represent substantially all of the capacity of a physically distinct asset. If the supplier has a substantive substitution right, then the asset is not identified;
- The Group has the right to obtain substantially all of the economic benefits from use of the asset throughout the period of use; and
- The Group assesses whether it has the right to direct 'how and for what purpose' the asset is used throughout the period of use. At inception or on reassessment of a contract that contains a lease component, the Group allocates the consideration in the contract to each lease component on the basis of their relative stand-alone prices. However, for the leases of land and buildings in which it is a lessee, the Group has elected not to separate

Summary of significant accounting policies and other explanatory information on the Consolidated Financial Statements for the year ended 31 December 2021

non-lease components and account for the lease and non-lease components as a single lease component.

Measurement and recognition of leases as a lessee

The Group recognizes a right-of-use asset and a lease liability at the lease commencement date. The right-of-use asset is initially measured at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date, plus any initial direct costs incurred and an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located, less any lease incentives received.

The right-of-use asset is subsequently measured at cost less any accumulated depreciation, accumulated impairment losses (unless such right of use assets fulfills the requirements of Ind AS 40 - Investment Property and is accounted for as there under), if any and adjusted for any re-measurement of the lease liability. The right-of-use asset is depreciated using the straight-line method from the commencement date over the shorter of lease term or useful life of right-of-use asset. Right-of-use assets are tested for impairment whenever there is any indication that their carrying amounts may not be recoverable. Impairment loss, if any, is recognised in the Consolidated Statement of Profit and Loss.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, the Group's incremental borrowing rate. Generally, the Group uses its incremental borrowing rate as the discount rate.

Lease payments included in the measurement of the lease liability comprise the following:

- Fixed payments, including in-substance fixed payments;
- Variable lease payments that depend on an index or a rate, initially measured using the index or rate as at the commencement date;

- Amounts expected to be payable under a residual value guarantee; and
- The exercise price under a purchase option that the Group is reasonably certain to exercise, lease payments in an optional renewal period if the Group is reasonably certain to exercise an extension option, and penalties for early termination of a lease unless the Group is reasonably certain not to terminate early.

The lease liability is measured at amortized cost using the effective interest rate method. It is remeasured when there is a change in future lease payments arising from a change in an index or rate, if there is a change in the Group's estimate of the amount expected to be payable under a residual value guarantee, or if the Group changes its assessment of whether it will exercise a purchase, extension or termination option. When the lease liability is remeasured in this way, a corresponding adjustment is made to the carrying amount of the right-of-use asset, or is recorded in profit or loss if the carrying amount of the right-of-use asset has been reduced to zero, as the case may be.

The Group presents right-of-use assets that do not meet the definition of investment property and lease liabilities as a separate line item in the standalone financial statements of the Group.

The Group has elected not to apply the requirements of Ind AS 116 - Leases to short-term leases of all assets that have a lease term of 12 months or less and leases for which the underlying asset is of low value. The lease payments associated with these leases are recognized as an expense on a straight-line basis over the lease term.

The Group as a lessor

When the Group acts as a lessor, it determines at lease inception whether each lease is a finance lease or an operating lease. To classify each lease, the Group makes an overall assessment of whether the lease transfers substantially all of the risks and rewards incidental to ownership of the underlying asset. If this is the case, then the lease is a finance lease; if not, then it is an operating lease. As part of this assessment, the Group considers certain indicators such as whether the lease is for the major part of the economic life of the asset.

Summary of significant accounting policies and other explanatory information on the Consolidated Financial Statements for the year ended 31 December 2021

When the Group is an intermediate lessor, it accounts for its interests in the head lease and the sub-lease separately. It assesses the lease classification of a sub-lease with reference to the right-of-use asset arising from the head lease, not with reference to the underlying asset. If a head lease is a short-term lease to which the Group applies the exemption described above, then it classifies the sub-lease as an operating lease.

The Group recognizes lease payments received under operating leases as income on a straight-line basis over the lease term as part of 'other income'.

The accounting policies applicable to the Group as a lessor in the comparative period were not different from Ind AS 116 - Leases. However, when the Group was an intermediate lessor the sub-leases were classified with reference to the underlying asset.

The Group recognizes lease payments received under operating leases as income on a straight-line basis over the lease term. In case of a finance lease, finance income is recognised over the lease term based on a pattern reflecting a constant periodic rate of return on the lessor's net investment in the lease. When the Group is an intermediate lessor it accounts for its interests in the head lease and the sub-lease separately. It assesses the lease classification of a sub-lease with reference to the right-of-use asset arising from the head lease, not with reference to the underlying asset. If a head lease is a short term lease to which the Group applies the exemption described above, then it classifies the sub-lease as an operating lease.

h) Employee benefits

Contribution to provident and other funds

Retirement benefit in the form of provident fund is a defined contribution scheme. The Group has no obligation, other than the contribution payable to the provident fund. The Group recognises contribution payable to the provident fund scheme as an expense, when an employee renders the related service. If the contribution payable to the scheme for service received before the balance sheet date exceeds the contribution already paid, the deficit payable to the scheme is recognised as a liability after deducting the contribution already paid. If the contribution already paid exceeds the contribution due for services received before the

balance sheet date, then excess is recognised as an asset to the extent that the pre-payment will lead to, for example, a reduction in future payment or a cash refund.

Gratuity

Gratuity is a defined benefit scheme. The cost of providing benefits under the defined benefit plan is determined using the projected unit credit method. The Group recognises termination benefit as a liability and an expense when the Group has a present obligation as a result of past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. If the termination benefits fall due more than twelve months after the balance sheet date, they are measured at present value of future cash flows using the discount rate determined by reference to market yields at the balance sheet date on government bonds.

Gratuity liability is accrued on the basis of an actuarial valuation made at the end of the year. The actuarial valuation is performed by an independent actuary as per projected unit credit method, except for few subsidiary companies where gratuity liability is provided on full cost basis.

Re-measurements, comprising actuarial gains and losses, the effect of the asset ceiling, excluding amounts included in net interest on the net defined benefit liability and the return on plan assets (excluding amounts included in net interest on the net defined benefit liability), are recognised immediately in the balance sheet with a corresponding debit or credit to retained earnings through OCI in the period in which they occur. Re-measurements are not reclassified to profit or loss in subsequent periods.

Past service costs are recognised in Consolidated Statement of Profit and Loss on the earlier of:

- The date of the plan amendment or curtailment, and
- The date that the Group recognises related restructuring cost

Net interest is calculated by applying the discount rate to the net defined benefit liability or asset.

Summary of significant accounting policies and other explanatory information on the Consolidated Financial Statements for the year ended 31 December 2021

The Group recognises the following changes in the net defined benefit obligation as an expense in the Consolidated Statement of Profit and Loss:

- Service costs comprising current service costs, past-service costs, gains and losses on curtailments and non-routine settlements; and
- Net interest expense or income

Compensated absences

The Group treats accumulated leave expected to be carried forward beyond twelve months, as long-term employee benefit which are computed based on the actuarial valuation using the projected unit credit method at the year end except for few subsidiary companies where accumulated leave liability is provided on full cost basis. Actuarial gains/losses are immediately taken to the Consolidated Statement of Profit and Loss and are not deferred. The Group presents the leave as a current liability in the balance sheet to the extent it does not have an unconditional right to defer its settlement for twelve months after the reporting date. Where Group has the unconditional legal and contractual right to defer the settlement for a period beyond twelve months, the balance is presented as a non-current liability.

Accumulated leave, which is expected to be utilized within the next twelve months, is treated as short term employee benefit. The Group measures the expected cost of such absences as the additional amount that it expects to pay as a result of the unused entitlement that has accumulated at the reporting date.

All other employee benefits payable/available within twelve months of rendering the service are classified as short-term employee benefits. Benefits such as salaries, wages, bonus, etc. are recognised in the Consolidated Statement of Profit and Loss in the period in which the employee renders the related service.

i) Share-based payments

Employees (including senior executives) of the Group receive remuneration in the form of share-based payments, whereby employees render

services as consideration for equity instruments, which are classified as equity-settled transactions.

The cost of equity-settled transactions is determined by the fair value at the date when the grant is made using an appropriate valuation model. That cost is recognised as an employee benefit expense with a corresponding increase in 'Share option outstanding account' in other equity, over the period in which the performance and/or service conditions are fulfilled. The cumulative expense recognised for equity-settled transactions at each reporting date until the vesting date reflects the extent to which the vesting period has expired and the Group's best estimate of the number of equity instruments that will ultimately vest.

Service and non-market performance conditions are not taken into account when determining the grant date fair value of awards, but the likelihood of the conditions being met is assessed as part of the Group's best estimate of the number of equity instruments that will ultimately vest. Market performance conditions are reflected within the grant date fair value. Any other conditions attached to an award, but without an associated service requirement, are considered to be non-vesting conditions. Non-vesting conditions are reflected in the fair value of an award and lead to an immediate expensing of an award unless there are also service and/or performance conditions.

No expense is recognised for awards that do not ultimately vest because non-market performance and/or service conditions have not been met. Where awards include a market or non-vesting condition, the transactions are treated as vested irrespective of whether the market or non-vesting condition is satisfied, provided that all other performance and/or service conditions are satisfied.

When the terms of an equity-settled award are modified, the minimum expense recognised is the expense had the terms had not been modified, if the original terms of the award are met. An additional expense is recognised for any modification that increases the total fair value of the share-based payment transaction, or is otherwise beneficial to the employee as measured at the date of modification. Where an award is cancelled by the Group or by

Summary of significant accounting policies and other explanatory information on the Consolidated Financial Statements for the year ended 31 December 2021

the counterparty, any remaining element of the fair value of the award is expensed immediately through the Consolidated Statement of Profit and Loss.

j) Foreign currency transactions and translations

The Group's consolidated financial statements are presented in INR, which is also the parent company's functional currency. Transactions in foreign currencies are initially recorded by the Group's entities at their respective functional currency spot rates at the date the transaction first qualifies for recognition. However, for practical reasons, the Group uses an average rate if the average approximates the actual rate at the date of the transaction.

Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency spot rates of exchange at the reporting date. Non-monetary items which are carried in terms of historical cost denominated in a foreign currency are reported using the exchange rate at the date of the transaction.

Exchange differences arising on the settlement of monetary items or on restatement of the Company's monetary items at rates different from those at which they were initially recorded during the year, or reported in previous financial statements, are recognised as income or as expenses in the year in which they arise.

Exchange differences pertaining to long-term foreign currency monetary items obtained or given on or after 01 January 2017: Exchange differences arising on conversion of long term foreign currency monetary items obtained or given is recorded in the Consolidated Statement of Profit and Loss.

Group companies

On consolidation, the assets and liabilities of foreign operations, whose functional currency is not the currency of a hyperinflationary economy, are translated into INR at the rate of exchange prevailing at the reporting date and their statements of profit and loss are translated at exchange rates prevailing at the dates of the transactions. For practical reasons, the group uses an average rate to translate income and expense items, if the average rate approximates the exchange rates at the dates of the transactions.

However, all amounts (i.e. assets, liabilities, equity items, income and expenses) of foreign operation, whose functional currency is the currency of a hyperinflationary economy, are translated into INR at the rate of exchange prevailing at the reporting date and the comparative figures shall be those that were presented as current year amounts in the relevant prior year financial statement (i.e. not adjusted for subsequent changes in the price level or subsequent changes in exchange rates).

The exchange differences arising on translation for consolidation are recognised in OCI. On disposal of a foreign operation, the component of OCI relating to that particular foreign operation is recognised in profit or loss.

Financial statements of entity whose functional currency is the currency of a hyperinflationary economy.

The financial statements of an entity whose functional currency is the currency of a hyperinflationary economy is stated in terms of the measuring unit current at the end of the reporting period.

Monetary items are not restated because they are already expressed in terms of the monetary unit current at the end of the reporting period.

Non-monetary items, which are carried at amounts current at the end of the reporting period, such as net realisable value and fair value, are not restated. All other nonmonetary assets and liabilities which are carried at cost or cost less depreciation are restated by applying to its historical cost and accumulated depreciation the change in a general price index from the date of acquisition to the end of the reporting period. However, where detailed records of the acquisition dates are not available or capable of estimation, in those cases, restatement is computed based on independent professional assessment or by using the best estimate, i.e., by capturing the movements in the exchange rate between the functional currency and a relatively stable foreign currency.

Statement of profit and loss are expressed in terms of the measuring unit current at the end of the reporting period. Therefore all amounts are restated by applying the change in the general price index from the dates

Summary of significant accounting policies and other explanatory information on the Consolidated Financial Statements for the year ended 31 December 2021

when the items of income and expenses were initially recorded in the financial statements.

At the beginning of the first period of application, the components of shareholder's equity, excluding retained earnings and any revaluation surplus, are restated by applying a general price index from the dates on which the items were contributed or otherwise arose. Restated retained earnings are derived from all the other amounts in the restated statement of financial position.

The gain or loss on the net monetary position, being the difference resulting from the restatement of non-monetary assets, owners' equity and items in the statement of profit and loss and the adjustment of index linked assets and liabilities, is recognised in the consolidated statement of profit and loss.

k) Business combinations and goodwill

Business combinations are accounted for using the acquisition method. The cost of an acquisition is measured as the aggregate of the consideration transferred measured at acquisition date fair value and the amount of any non-controlling interests in the acquiree. For each business combination, the Group elects whether to measure the non-controlling interests in the acquiree at fair value or at the proportionate share of the acquiree's identifiable net assets. Acquisition-related costs are expensed as incurred.

At the acquisition date, the identifiable assets acquired and the liabilities assumed are recognised at their acquisition date fair values. For this purpose, the liabilities assumed include contingent liabilities representing present obligation and they are measured at their acquisition fair values irrespective of the fact that outflow of resources embodying economic benefits is not probable. However, deferred tax assets or liabilities, and the assets or liabilities related to employee benefit arrangements are recognised and measured in accordance with Ind AS 12 'Income Taxes' and Ind AS 19 'Employee Benefits' respectively. When a liability assumed is recognised at the acquisition date but the related costs are not deducted in determining taxable profits until a later period, a deductible temporary difference arises which results in a deferred tax asset. A deferred tax asset also arises when the fair

value of an identifiable asset acquired is less than its tax base.

When the Group acquires a business, it assesses the financial assets and liabilities assumed for appropriate classification and designation in accordance with the contractual terms, economic circumstances and pertinent conditions as at the acquisition date.

If the business combination is achieved in stages, any previously held equity interest is re-measured at its acquisition date fair value and any resulting gain or loss is recognised in profit or loss or OCI, as appropriate.

Any contingent consideration to be transferred by the acquirer is recognised at fair value at the acquisition date. Contingent consideration classified as an asset or liability that is a financial instrument and within the scope of Ind AS 109 'Financial Instruments' ("Ind AS 109"), is measured at fair value with changes in fair value recognised in the Consolidated Statement of Profit and Loss. If the contingent consideration is not within the scope of Ind AS 109, it is measured in accordance with the appropriate Ind AS. Contingent consideration that is classified as equity is not re-measured at subsequent reporting dates and subsequent its settlement is accounted for within equity.

Goodwill is initially measured at cost, being the excess of the aggregate of the consideration transferred and the amount recognised for non-controlling interests, and any previous interest held, over the net identifiable assets acquired and liabilities assumed. If the fair value of the net assets acquired is in excess of the aggregate consideration transferred, the Group re-assesses whether it has correctly identified all of the assets acquired and all of the liabilities assumed and reviews the procedures used to measure the amounts to be recognised at the acquisition date. If the reassessment still results in an excess of the fair value of net assets acquired over the aggregate consideration transferred, then the gain is recognised in OCI and accumulated in equity as capital reserve.

After initial recognition, goodwill is measured at cost less any accumulated impairment losses. For the purpose of impairment testing, goodwill

Summary of significant accounting policies and other explanatory information on the Consolidated Financial Statements for the year ended 31 December 2021

acquired in a business combination is, from the acquisition date, allocated to each of the Group's cash-generating units that are expected to benefit from the combination, irrespective of whether other assets or liabilities of the acquiree are assigned to those units.

A cash generating unit to which goodwill has been allocated is tested for impairment annually, or more frequently when there is an indication that the unit may be impaired. If the recoverable amount of the cash generating unit is less than its carrying amount, the impairment loss is allocated first to reduce the carrying amount of any goodwill allocated to the unit and then to the other assets of the unit pro rata based on the carrying amount of each asset in the unit.

Any impairment loss for goodwill is recognised in the Consolidated Statement of Profit and Loss. An impairment loss recognised for goodwill is not reversed in subsequent periods.

Where goodwill has been allocated to a cash-generating unit and part of the operation within that unit is disposed of, the goodwill associated with the disposed operation is included in the carrying amount of the operation when determining the gain or loss on disposal. Goodwill disposed in these circumstances is measured based on the relative values of the disposed operation and the portion of the cash-generating unit retained.

If the initial accounting for a business combination is incomplete by the end of the reporting period in which the combination occurs, the Group reports provisional amounts for the items for which the accounting is incomplete. Those provisional amounts are adjusted through goodwill during the measurement period, or additional assets or liabilities are recognised, to reflect new information obtained about facts and circumstances that existed at the acquisition date that, if known, would have affected the amounts recognised at that date. These adjustments are called as measurement period adjustments. The measurement period does not exceed one year from the acquisition date.

Business combinations involving entities that are controlled by the Group are accounted for using the 'pooling of interests' method as follows:

- The assets and liabilities of the combining entities are reflected at their carrying amounts;
- Except for adjustments made to harmonise accounting policies, no adjustments are made to reflect fair values, or recognise any new assets or liabilities;
- The balance of the retained earnings appearing in the financial statements of the transferor is aggregated with the corresponding balance appearing in the financial statements of the transferee or is adjusted against general reserve; and
- The identity of the reserves is preserved and the reserves of the transferor become the reserves of the transferred.

The difference, if any, between the amounts recorded as share capital issued plus any additional consideration in the form of cash or other assets and the amount of share capital of the transferor is transferred to capital reserve and is presented separately from other capital reserves.

I) Government grants

Grants from the Government are recognised when there is reasonable assurance that all underlying conditions will be complied with and that the grant will be received.

When loans or similar assistance are provided by Government or related institutions, with an interest rate below the current applicable market rate, the effect of this favorable interest is regarded as a government grant. The loan or assistance is initially recognised and measured at fair value and the government grant is measured as the difference between the initial carrying value of the loan and the proceeds received. That grant is recognised in the Consolidated Statement of Profit and Loss under 'other operating revenue'. The loan is subsequently measured as per the accounting policy applicable to financial liabilities.

Government grants related to assets are presented in the Consolidated balance sheet by deducting the grant from the carrying value of the asset and non-monetary grant is recognised at a nominal value.

Summary of significant accounting policies and other explanatory information on the Consolidated Financial Statements for the year ended 31 December 2021

Grants related to income are recognised as income on a systematic basis in the Consolidated Statement of Profit and Loss over the periods necessary to match them with the related costs, which they are intended to compensate and are presented as 'other operating revenues'.

Total government grant recognised in the Consolidated Statement of Profit and Loss under the head 'Other operating revenue' amounts to ₹ 1,430.81 million (31 December 2020: ₹ 655.79 million) under different industrial promotion tax exemption schemes.

m) Taxes

Tax expense is the aggregate amount included in the determination of profit or loss for the period in respect of current and deferred tax.

Current income tax

Current income tax is measured at the amount expected to be paid to the tax authorities in accordance with the Income-tax Act, 1961 and respective local jurisdictions of members of the Group.

Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date in the countries where the Group operates and generates taxable income. Current income tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in OCI or in equity).

Current tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

Deferred tax

Deferred tax is provided using the liability method on temporary differences between the tax bases of assets and liabilities and their book bases. Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when

the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date. Deferred tax relating to items recognised outside profit or loss is recognised outside profit or loss. Deferred tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity. Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

Deferred tax liabilities are recognised for all taxable temporary differences except:

- When the deferred tax liability arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss;
- In respect of taxable temporary differences associated with investments in subsidiaries and associate, when the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

Deferred tax assets are recognised for all deductible temporary differences, the carry forward of unused tax credits and any unused tax losses. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilised, except:

- When the deferred tax asset relating to the deductible temporary difference arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss;
- In respect of deductible temporary differences associated with investments in subsidiaries and associate, deferred tax assets are recognised only to the extent that it is probable that the

Summary of significant accounting policies and other explanatory information on the Consolidated Financial Statements for the year ended 31 December 2021

temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilised.

Deferred income taxes are not provided on the undistributed earnings of subsidiaries where it is expected that the earnings of the subsidiary will not be distributed in the foreseeable future.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Minimum Alternate Tax (“MAT”) credit is recognised as an asset only when and to the extent there is convincing evidence that the relevant members of the Group will pay normal income tax during the specified period. Such asset is reviewed at each reporting period end and the adjusted based on circumstances then prevailing.

Deferred tax assets are recognised on the unrealized profit for all the inter-company sale/purchase eliminations of property, plant and equipment and inventories.

Deferred tax on business combination

When a liability assumed is recognized at the acquisition date but the related costs are not deducted in determining taxable profits until a later period, a deductible temporary difference arises which results in a deferred tax asset. A deferred tax asset also arises when the fair value of an identifiable asset acquired is less than its tax base. In both cases, the resulting deferred tax asset affects goodwill.

n) Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker, who is responsible for allocating resources and assessing performance of the operating segments. The business activities of the Group predominantly fall within a single operating

segment, i.e., manufacturing and sale of beverages. The Group operates in two principal geographical areas, namely, India and other countries or ‘outside India’. The Group prepares its segment information in conformity with the accounting policies adopted for preparing the CFS.

o) Discontinued operations

A discontinued operation is a component of the Group that either has been disposed of, or is classified as held for sale, and:

- Represents a separate major line of business or geographical area of operations;
- Is part of a single co-ordinated plan to dispose of a separate major line of business or geographical area of operations; or
- Is a subsidiary acquired exclusively with a view to resale.

Discontinued operations are excluded from the results of continuing operations and are presented as a single amount as profit or loss after tax from discontinued operations in the Consolidated Statement of Profit and Loss

p) Impairment of non-financial assets

The Group assesses, at each reporting date, whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Group estimates the asset’s recoverable amount. An asset’s recoverable amount is the higher of an asset’s or cash-generating unit’s (“CGU”) fair value less costs of disposal and its value in use. Recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets. When the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs of disposal, recent market transactions are taken into account.



Summary of significant accounting policies and other explanatory information on the Consolidated Financial Statements for the year ended 31 December 2021

If no such transactions can be identified, an appropriate valuation model is used. These calculations are corroborated by valuation multiples, quoted share prices for publicly traded company's or other available fair value indicators.

The Group bases its impairment calculation on detailed budgets and forecast calculations, which are prepared separately for each of the Group's CGUs to which the individual assets are allocated. These budgets and forecast calculations generally cover a period of five years. For longer periods, a long-term growth rate is calculated and applied to project future cash flows after the fifth year. To estimate cash flow projections beyond periods covered by the most recent budgets/forecasts, the Group extrapolates cash flow projections in the budget using a steady or declining growth rate for subsequent years, unless an increasing rate can be justified. In any case, this growth rate does not exceed the long-term average growth rate for the products, industries, or country or countries in which the entity operates, or for the market in which the asset is used.

Impairment losses of continuing operations, including impairment on inventories, are recognised in the Consolidated Statement of Profit and Loss.

An assessment is made at each reporting date to determine whether there is an indication that previously recognised impairment losses no longer exist or have decreased. If such indication exists, the Group estimates the asset's or CGU's recoverable amount. A previously recognised impairment loss is reversed only if there has been a change in the assumptions used to determine the asset's recoverable amount since the last impairment loss was recognised. The reversal is limited so that the carrying amount of the asset does not exceed its recoverable amount, nor exceed the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognised for the asset in prior years. Such reversal is recognised in the Consolidated Statement of Profit and Loss unless the asset is carried at a revalued amount, in which case, the reversal is treated as a revaluation increase.

q) Financial instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

Financial assets

Initial recognition and measurement

All financial assets are recognised initially at fair value plus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset.

For purposes of subsequent measurement, financial assets are classified as follows:

a) Debt instruments at amortised cost

A 'debt instrument' is measured at the amortised cost where the asset is held within a business model whose objective is to hold assets for collecting contractual cash flows; and contractual terms of the asset give rise to cash flows on specified dates that are solely payments of principal and interest.

After initial measurement, such financial assets are subsequently measured at amortised cost using the EIR method. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The interest income from these financial assets is included in other income in the profit or loss. The losses arising from impairment are recognised in the profit or loss. This category generally applies to trade and other receivables.

b) Debt instruments at Fair Value Through Other Comprehensive Income

Assets that are held for collection of contractual cashflows and for selling the financial assets, where the cash flow represent solely payments of principal and interest, are measured at fair value through other comprehensive income ("FVOCI"). The Group has not designated any debt instrument in this category.

c) Debt instruments at Fair Value Through Profit or Loss

Fair Value Through Profit or Loss ("FVTPL") is a residual category for debt instruments. Any debt instrument, which does not meet the criteria for categorization as at amortized cost or as FVTOCI, is classified as at FVTPL.

In addition, the Group may elect to designate a debt instrument which otherwise meets

Summary of significant accounting policies and other explanatory information on the Consolidated Financial Statements for the year ended 31 December 2021

amortized cost or FVTOCI criteria, as at FVTPL. However, such election is allowed only if doing so reduces or eliminates a measurement or recognition inconsistency (referred to as 'accounting mismatch').

Debt instruments included within the FVTPL category are measured at fair value with all changes recognised in the Consolidated Statement of Profit and Loss. The Group has not designated any debt instrument in this category.

d) Equity instruments

All equity investments in scope of Ind AS 109 are measured at fair value. Equity instruments which are held for trading and contingent consideration recognised by an acquirer in a business combination to which Ind AS 103 'Business Combinations' applies are Ind AS classified as at FVTPL. Equity instruments included within the FVTPL category are measured at fair value with all changes recognised in the Consolidated Profit and Loss.

For all other equity instruments, the Group may make an irrevocable election to present in other comprehensive income subsequent changes in the fair values. The Group makes such election on an instrument-by-instrument basis. The classification is made on initial recognition and is irrevocable.

If the Group decides to classify an equity instrument as at FVTOCI, then all fair value changes on the instrument, excluding dividends, are recognised in the OCI. There is no recycling of the amounts from OCI to profit or loss, even on sale of investment. However, the Group may transfer the cumulative gain or loss within equity.

De-recognition

A financial asset is derecognised when the contractual rights to receive cash flows from the asset have expired or the Group has transferred its rights to receive the contractual cash flows from the asset in a transaction in which substantially all the risks and rewards of ownership of the asset are transferred.

Impairment of financial assets

The Group measures the Expected Credit Loss ("ECL") associated with its assets based on historical trends, industry practices and the general business environment in which it operates. The impairment methodology applied depends on whether there has been a significant increase in credit risk. ECL impairment loss allowance (or reversal) recognised during the period is recognised as income/ expense in the Consolidated Statement of Profit and Loss under the head 'other expenses'.

Financial liabilities

Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings, payables, or as derivatives designated as hedging instruments in an effective hedge, as appropriate.

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

The Group's financial liabilities include trade and other payables, loans and borrowings including bank overdrafts and derivative financial instruments.

Subsequent measurement

The measurement of financial liabilities depends on their classification, as described below:

a) Financial liabilities at FVTPL

Financial liabilities at FVTPL include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss. Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term. This category includes derivative financial instruments entered into by the Group that are not designated as hedging instruments in hedge relationships as defined by Ind AS 109.

Financial liabilities designated upon initial recognition at fair value through profit or loss are designated as such at the initial date of recognition, and only if the criteria in Ind AS

Summary of significant accounting policies and other explanatory information on the Consolidated Financial Statements for the year ended 31 December 2021

109 are satisfied. For liabilities designated as FVTPL, fair value gains/ losses are recognised in the Consolidated Statement of Profit or Loss, except for those attributable to changes in own credit risk, which are recognised in OCI. These gains/ loss are not subsequently transferred to the profit or loss.

b) Financial liabilities at amortised cost

After initial recognition, financial liabilities designated at amortised costs are subsequently measured at amortised cost using the EIR method. Gains and losses are recognised in profit or loss when the liabilities are derecognised as well as through the EIR amortisation process. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The amortisation is included as finance costs in the Consolidated Statement of Profit and Loss.

De-recognition

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the de-recognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the Consolidated Statement of Profit and Loss.

Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

Derivative financial instruments

Derivatives are initially recognised at fair value on the date of executing a derivative contract and are subsequently remeasured to their fair value at the end of each reporting period. Derivatives are carried as financial assets when the fair value is positive and as financial liabilities when the fair value is negative.

Changes in the fair value of derivatives that are designated and qualify as fair value hedges are recognised in the profit or loss immediately, together with any changes in the fair value of the hedged asset or liability that are attributable to the hedged risk.

r) Non-current assets and liabilities classified as held for sale

Non-current assets classified as held for sale are presented separately in the Balance Sheet and measured at the lower of their carrying amounts immediately prior to their classification as held for sale and their fair value less costs to sell. Once classified as held for sale, the assets are not subject to depreciation or amortisation. Any gain or loss arises on remeasurement or sale is included in the Consolidated Statement of Profit and Loss.

If an entity has classified an asset (or disposal group) as held for sale, but the held-for-sale criteria as specified in Ind AS 105 'Non-current Assets Held for Sale and Discontinued Operations' are no longer met, the Group ceases to classify the asset (or disposal group) as held for sale.

The Group measures a non-current asset that ceases to be classified as held for sale (or ceases to be included in a disposal group classified as held for sale) at the lower of:

- a) its carrying amount before the asset (or disposal group) was classified as held for sale, adjusted for any depreciation, amortisation or revaluations that would have been recognised had the asset (or disposal group) not been classified as held for sale, and
- b) its recoverable amount at the date of the subsequent decision not to sell.

s) Cash and cash equivalents

Cash and cash equivalent in the balance sheet comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value.

For the purpose of the consolidated statement of cash flows, cash and cash equivalents consist of cash and short-term deposits, as defined above, net of outstanding bank overdrafts as they are considered an integral part of the Group's cash management.

Summary of significant accounting policies and other explanatory information on the Consolidated Financial Statements for the year ended 31 December 2021

t) **Dividend distribution to equity holders of the parent**

The Group recognises a liability to make cash or non-cash distributions to equity holders of the parent when the distribution is authorised and the distribution is no longer at the discretion of the Group. As per the corporate laws in India, a distribution is authorised when it is approved by the shareholders. A corresponding amount is recognised directly in equity.

u) **Provisions**

Provisions are recognised when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. When the Group expects some or all of a provision to be reimbursed, for example, under an insurance contract, the reimbursement is recognised as a separate asset, but only when the reimbursement is virtually certain. The expense relating to a provision is presented in the Consolidated Statement of Profit and Loss net of any reimbursement.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

v) **Contingent liabilities**

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the Group or a present obligation that is not recognised because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognised because it cannot be measured reliably. The Group does not recognize a contingent liability but discloses its existence in the financial statements. Contingent assets are only disclosed when it is probable that the economic benefits will flow to the entity.

w) **Earnings per share**

Basic earnings/ (loss) per share are calculated by dividing the net profit or loss for the year attributable to equity shareholders by the weighted average

number of equity shares outstanding during the year. The weighted average number of equity shares outstanding during the year is adjusted for events, other than conversion of potential equity shares, that have changed the number of equity shares outstanding without a corresponding change in resources.

In case of a bonus issue, the number of ordinary shares outstanding is increased by number of shares issued as bonus shares in current year and comparative period presented as if the event had occurred at the beginning of the earliest year presented.

For the purpose of calculating diluted earnings/ (loss) per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

3.1. **Significant accounting judgements, estimates and assumptions**

The preparation of the Group's financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the accompanying disclosures, and the disclosure of contingent liabilities. Estimates and assumptions are continuously evaluated and are based on management's experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods.

In particular, the Group has identified the following areas where significant judgements, estimates and assumptions are required. Further information on each of these areas and how they impact the various accounting policies are described below and also in the relevant notes to the consolidated financial statements. Changes in estimates are accounted for prospectively.

i) **Judgements**

In the process of applying the Group's accounting policies, management has made the following judgements, which have the most significant effect on the amounts recognised in the consolidated financial statements:



Summary of significant accounting policies and other explanatory information on the Consolidated Financial Statements for the year ended 31 December 2021

a) Contingencies

Contingent liabilities may arise from the ordinary course of business in relation to claims against the Group, including legal, contractor, land access and other claims. By their nature, contingencies will be resolved only when one or more uncertain future events occur or fail to occur. The assessment of the existence, and potential quantum, of contingencies inherently involves the exercise of significant judgments and the use of estimates regarding the outcome of future events.

b) Recognition of deferred tax assets

The extent to which deferred tax assets can be recognised is based on an assessment of the probability that future taxable income will be available against which the deductible temporary differences and tax loss carry-forward can be utilised. In addition, significant judgement is required in assessing the impact of any legal or economic limits or uncertainties in various tax jurisdictions.

ii) Estimates and assumptions

The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below. The Group bases its assumptions and estimates on parameters available when the consolidated financial statements were prepared. Existing circumstances and assumptions about future developments, however, may change due to market change or circumstances arising beyond the control of the Group. Such changes are reflected in the assumptions when they occur.

a) Useful lives of tangible/intangible assets

The Group reviews its estimate of the useful lives of tangible/intangible assets at each reporting date, based on the expected utility of the assets.

b) Defined benefit obligation

The cost of the defined benefit plan and other post-employment benefits and the present value of such obligation are determined using actuarial valuations. An actuarial valuation involves making

various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases, mortality rates and future pension increases. In view of the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

c) Inventories

The Group estimates the net realisable values of inventories, taking into account the most reliable evidence available at each reporting date. The future realisation of these inventories may be affected by future technology or other market-driven changes that may reduce future selling prices.

d) Business combinations

The Group uses valuation techniques when determining the fair values of certain assets and liabilities acquired in a business combination.

e) Impairment of non-financial assets and goodwill

In assessing impairment, Group estimates the recoverable amount of each asset or cash-generating units based on expected future cash flows and uses an interest rate to discount them. Estimation uncertainty relates to assumptions about future operating results and the determination of a suitable discount rate.

f) Fair value measurement of financial instruments

When the fair values of financial assets and financial liabilities recorded in the Balance Sheet cannot be measured based on quoted prices in active markets, their fair value is measured using valuation techniques including the DCF model. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgment is required in establishing fair values. Judgements include considerations of inputs such as liquidity risk, credit risk and volatility. Changes in assumptions about these factors could affect the reported fair value of financial instruments.

Summary of significant accounting policies and other explanatory information on the Consolidated Financial Statements for the year ended 31 December 2021

4A. Property, plant and equipment

	Land freehold	Land leasehold#	Buildings	Plant and equipment	Furniture and fixtures	Vehicles	Office equipment	Computer equipment	Containers	Post-mix vending machines and refrigerators (Visi Cooler)	Total
Gross carrying amount											
Balance as at 01 January 2021	6,911.70	5,586.86	13,920.17	38,311.28	256.81	2,189.02	302.31	247.70	4,029.78	11,813.13	83,568.76
Additions for the year	321.73	107.91	580.59	1,635.05	33.58	193.87	44.31	40.22	785.32	284.40	4,026.98
Disposals for the year	(8.49)	-	(0.30)	(631.77)	(4.44)	(27.76)	(9.73)	(8.37)	(401.26)	(62.73)	(1,154.85)
Foreign exchange fluctuation for the year	(21.80)	57.54	240.58	375.22	7.40	36.33	7.69	4.48	77.08	45.24	829.76
Balance as at 31 December 2021	7,203.14	5,752.31	14,741.04	39,689.78	293.35	2,391.46	344.58	284.03	4,490.92	12,080.04	87,270.65
Depreciation and impairment											
Balance as at 01 January 2021	-	308.99	2,568.05	11,120.21	150.63	1,489.17	179.76	166.92	1,614.83	7,698.32	25,296.88
Depreciation charge for the year	-	79.27	605.34	2,472.76	23.67	207.82	44.48	36.39	701.41	1,083.78	5,254.92
Reversal on disposal of assets for the year	-	-	(0.15)	(332.92)	(2.65)	(26.02)	(7.43)	(5.86)	(274.81)	(53.29)	(703.13)
Foreign exchange fluctuation for the year	-	0.73	20.81	60.03	3.38	16.64	1.91	1.74	30.94	6.09	142.27
Balance as at 31 December 2021	-	388.99	3,194.05	13,320.08	175.03	1,687.61	218.72	199.19	2,072.37	8,734.90	29,990.94
Carrying amount as at 31 December 2021	7,203.14	5,363.32	11,546.99	26,369.70	118.32	703.85	125.86	84.84	2,418.55	3,345.14	57,279.71

	Land freehold	Land leasehold#	Buildings	Plant and equipment	Furniture and fixtures	Vehicles	Office equipment	Computer equipment	Containers	Post-mix vending machines and refrigerators (Visi Cooler)	Total
Gross carrying amount											
Balance as at 01 January 2020	6,766.02	5,326.18	13,084.41	35,645.77	246.97	1,775.35	255.20	227.65	5,641.45	11,683.84	80,652.84
Additions for the year	108.56	239.70	701.51	3,003.19	12.78	294.88	49.48	25.21	552.89	257.45	5,245.65
Addition on account of transition to Ind AS 116 (Refer footnote iv below)	-	65.65	223.24	7.88	-	163.31	-	-	-	-	460.08
Government grant related to asset received (Refer footnote iii below)	-	(6.37)	-	-	-	-	-	-	-	-	(6.37)
Disposals for the year	-	(1.55)	-	(348.70)	(0.22)	(44.97)	(1.18)	(3.33)	(2,086.76)	(125.12)	(2,611.83)
Foreign exchange fluctuation for the year	37.12	(36.75)	(88.99)	3.14	(2.72)	0.45	(1.19)	(1.83)	(77.80)	(3.04)	(171.61)
Balance as at 31 December 2020	6,911.70	5,586.86	13,920.17	38,311.28	256.81	2,189.02	302.31	247.70	4,029.78	11,813.13	83,568.76
Depreciation and impairment											
Balance as at 01 January 2020	-	230.99	1,991.99	8,863.54	130.06	1,319.65	140.62	132.83	2,428.42	6,489.72	21,727.82
Depreciation charge for the year	-	78.20	576.00	2,276.41	21.98	200.71	40.42	37.05	675.27	1,325.87	5,231.91
Reversal on disposal of assets for the year	-	-	-	(62.18)	(0.17)	(39.40)	(1.00)	(2.62)	(1,463.38)	(122.80)	(1,691.55)
Foreign exchange fluctuation for the year	-	(0.20)	0.06	42.44	(1.24)	8.21	(0.28)	(0.34)	(25.48)	5.53	28.70
Balance as at 31 December 2020	-	308.99	2,568.05	11,120.21	150.63	1,489.17	179.76	166.92	1,614.83	7,698.32	25,296.88
Carrying amount as at 31 December 2020	6,911.70	5,277.87	11,352.12	27,191.07	106.18	699.85	122.55	80.78	2,414.95	4,114.81	58,271.88

#The Holding Company had acquired leasehold lands at Sonarpur (Kolkata) amounting to ₹ 1.50 million (31 December 2020: ₹ 1.50 million) which is yet to be registered in the name of the Holding Company.



Summary of significant accounting policies and other explanatory information on the Consolidated Financial Statements for the year ended 31 December 2021

Footnotes to Note 4A:

- i. Refer note 57 for information on property, plant and equipment pledged as security by the Group.
- ii. Pre-operative expenses incurred and capitalised during the year are as under:

(₹ in million)

Net Book Value	31 December 2021	31 December 2020
Balance at the beginning of the year	34.39	2.46
Add: Incurred during the year		
Net loss/(gain) on foreign currency transactions	(2.76)	(0.00)
Finance costs	52.88	-
Other expenses	151.30	68.03
Less: Capitalised during the year	(56.07)	(36.10)
Amount carried over	179.74	34.39

- iii. During the year ended on 31 December 2020, the Holding Company has received government grant related to assets under the Punjab Industrial and Business Development Policy, 2017 amounting to ₹ 6.37 million. The grant received has been deducted against the carrying value of the asset.
- iv. Leased assets includes right of use assets as follows, (Refer note 48).

(₹ in million)

	Land leasehold	Leased buildings	Leased plant and equipment	Vehicles	Total
Gross carrying amount					
Balance as at 01 January 2021	5,586.86	223.24	7.88	169.65	5,987.63
Additions for the year	107.91	102.87	5.72	124.87	341.37
Disposals for the year	-	-	-	-	-
Foreign exchange fluctuation for the year	57.54	-	-	(5.12)	52.42
Balance as at 31 December 2021	5,752.31	326.11	13.60	289.40	6,381.42
Accumulated Depreciation					
Balance as at 01 January 2021	308.99	86.99	0.96	38.61	435.55
Depreciation charge for the year	79.27	84.24	3.45	50.42	217.38
Reversal on disposals for the year	-	-	-	-	-
Foreign exchange fluctuation for the year	0.73	-	-	(0.23)	0.50
Balance as at 31 December 2021	388.99	171.23	4.41	88.80	653.43
Carrying amount as at 31 December 2021	5,363.32	154.88	9.19	200.60	5,727.99
Gross carrying amount					
Balance as at 01 January 2020	-	-	-	-	-
Addition on account of transition to Ind AS 116	5,391.83	223.24	7.88	163.31	5,786.26
Additions for the year	239.70	-	-	-	239.70
Government grant related to asset received (Refer footnote iii above)	(6.37)	-	-	-	(6.37)
Disposals for the year	(1.55)	-	-	-	(1.55)
Foreign exchange fluctuation for the year	(36.75)	-	-	6.34	(30.41)
Balance as at 31 December 2020	5,586.86	223.24	7.88	169.65	5,987.63
Accumulated Depreciation					
Balance as at 01 January 2020	-	-	-	-	-
Addition on account of transition to Ind AS 116	230.99	-	-	-	230.99
Depreciation charge for the year	78.20	86.99	0.96	38.61	204.76
Reversal on disposals for the year	-	-	-	-	-
Foreign exchange fluctuation for the year	(0.20)	-	-	-	(0.20)
Balance as at 31 December 2020	308.99	86.99	0.96	38.61	435.55
Carrying amount as at 31 December 2020	5,277.87	136.25	6.92	131.04	5,552.08

- v. The amount of contractual commitments for the acquisitions of property, plant and equipment are disclosed in Note 45.

Summary of significant accounting policies and other explanatory information on the Consolidated Financial Statements for the year ended 31 December 2021

4B. Capital work-in-progress: The changes in the carrying value of capital work-in-progress for the year ended 31 December 2021 and 31 December 2020 are as follows:

(₹ in million)

	Amount
Gross carrying amount	
Balance as at 01 January 2021	668.15
Additions for the year [#]	5,695.42
Transfer to property, plant and equipment	(1,367.92)
Foreign exchange fluctuation for the year	(29.57)
Balance as at 31 December 2021	4,966.08

(₹ in million)

	Amount
Gross carrying amount	
Balance as at 01 January 2020	638.24
Additions for the year [*]	3,082.61
Transfer to property, plant and equipment	(3,049.94)
Foreign exchange fluctuation for the year	(2.76)
Balance as at 31 December 2020	668.15

^{*}Includes ₹ 402.34 million along with related provision, transferred from capital advances on allotment of property by Varun Developers Private Limited during the year.

[#]Includes finance cost amounting to ₹ 52.88 millions.

5A. Goodwill

(₹ in million)

	Amount
Gross carrying amount	
Balance as at 01 January 2021	242.30
Balance as at 31 December 2021	242.30
Amortisation and impairment	
Balance as at 01 January 2021	-
Amortisation charge for the year	-
Balance as at 31 December 2021	-
Carrying amount as at 31 December 2021	242.30

(₹ in million)

	Amount
Gross carrying amount	
Balance as at 01 January 2020	242.30
Balance as at 31 December 2020	242.30
Amortisation and impairment	
Balance as at 01 January 2020	-
Amortisation charge for the year	-
Balance as at 31 December 2020	-
Carrying amount as at 31 December 2020	242.30



Summary of significant accounting policies and other explanatory information on the Consolidated Financial Statements for the year ended 31 December 2021

5B. Other intangible assets

(₹ in million)

	Market infrastructure	Distribution network	Franchise rights/trademarks (Refer note i)	Computer software	Total
Gross carrying amount					
Balance as at 01 January 2021	39.94	157.64	6,043.41	276.29	6,517.28
Additions for the year	33.50	-	-	39.39	72.89
Disposals/adjustments for the year	-	-	-	(2.63)	(2.63)
Foreign exchange fluctuation for the year	(1.71)	-	0.13	(0.02)	(1.60)
Balance as at 31 December 2021	71.73	157.64	6,043.54	313.03	6,585.94
Amortisation and impairment					
Balance as at 01 January 2021	21.32	40.48	657.08	226.39	945.27
Amortisation charge for the year	8.41	19.70	-	29.59	57.70
Reversal on disposals/adjustments on assets for the year	-	-	-	(2.13)	(2.13)
Foreign exchange fluctuation for the year	(0.67)	-	0.07	(0.04)	(0.64)
Balance as at 31 December 2021	29.06	60.18	657.15	253.81	1,000.20
Carrying amount as at 31 December 2021	42.67	97.46	5,386.39	59.22	5,585.74

(₹ in million)

	Market infrastructure	Distribution network	Franchise rights/trademarks (Refer note i)	Computer software	Total
Gross carrying amount					
Balance as at 01 January 2020	74.70	157.64	6,043.62	274.25	6,550.21
Additions for the year	-	-	-	2.02	2.02
Disposals/adjustments for the year	(40.46)	-	-	-	(40.46)
Foreign exchange fluctuation for the year	5.70	-	(0.21)	0.02	5.51
Balance as at 31 December 2020	39.94	157.64	6,043.41	276.29	6,517.28
Amortisation and impairment					
Balance as at 01 January 2020	50.58	20.78	657.16	198.58	927.10
Amortisation charge for the year	7.62	19.70	-	27.79	55.11
Reversal on disposals/adjustments on assets for the year	(40.46)	-	-	-	(40.46)
Foreign exchange fluctuation for the year	3.58	-	(0.08)	0.02	3.52
Balance as at 31 December 2020	21.32	40.48	657.08	226.39	945.27
Carrying amount as at 31 December 2020	18.62	117.16	5,386.33	49.90	5,572.01

Footnotes to Note 5A and 5B:

- The Group has considered the related provisions of Ind AS 38 on 'Intangibles Assets' which permit certain intangible assets to have an indefinite life and accordingly the carrying value of these franchisee rights have been considered to have an indefinite life. These franchisee rights meet the prescribed criteria of renewal at nominal cost, renewal with no specific conditions attached, are sustainable and the same is supported by evidences of being renewed. Management is of the opinion that, based on an analysis of all of the relevant factors, there is no foreseeable limit to the period over which the franchisee rights are expected to generate net cash inflows for the Group.

Summary of significant accounting policies and other explanatory information on the Consolidated Financial Statements for the year ended 31 December 2021

Goodwill and franchise rights with indefinite useful lives are tested for impairment annually, or more frequently if the events and circumstances indicate that the carrying value may be impaired. The useful life of an intangible asset with an indefinite useful life is reviewed annually to determine whether the useful life assessment continues to be supportable.

The assumptions used in this impairment assessment are most sensitive to following:

- Weighted average cost of capital "WACC" of 12.04% (Previous year - 13.30%) for the explicit period and 12.45% (Previous year - 13.57%) for the terminal year.
- For arriving at the terminal value, approximate growth rate of 5% (Previous year - 5%) is considered.
- Number of years for which cash flows were considered are 5 years.
- The approximate rate of growth in sales is estimated at 8%-15% (Previous year - 10%-20%) in the discrete period.

No impairment loss was identified on the above assessment.

- The amount of contractual commitments for the acquisitions of intangible assets are disclosed in Note 45.
- Refer Note 57 for information on other intangible assets pledged as security by the Group.

6. Investment in associate

During the previous year, the National Company Law Tribunal, through its order dated 22 May 2020 has approved a scheme of amalgamation of Angelica Technologies Private Limited with Lunarmech Technologies Private Limited. The approved scheme of amalgamation has been filed with the Registrar of Companies on 07 July 2020. This has no impact on the consolidated financial statements.

7. Investments

(₹ in million)

	As at 31 December 2021	As at 31 December 2020
Fair value through Profit and Loss		
Investment in fully paid equity shares (unquoted)		
200 (31 December 2020: 200) shares of ₹ 50 each in The Margao Urban Co-operative Bank Limited	0.01	0.01
250 (31 December 2020: 250) shares of ₹ 10 each in The Goa Urban Co-operative Bank Limited**	0.00	0.00
	0.01	0.01
**Rounded off to Nil.		
Aggregate amount of unquoted investments	0.01	0.01

8. Loans

(₹ in million)

	As at 31 December 2021	As at 31 December 2020
Loans carried at amortised cost		
Security deposits	412.59	417.89
	412.59	417.89

Summary of significant accounting policies and other explanatory information on the Consolidated Financial Statements for the year ended 31 December 2021

9. Other non-current financial assets

(₹ in million)

	As at 31 December 2021	As at 31 December 2020
Financial assets at amortised cost		
Balance in deposit accounts with more than 12 months maturity [#]	8.04	1.21
	8.04	1.21

[#]Pledged as security with electricity department/banks.

10. Deferred tax assets and liabilities

Movement in deferred tax assets/liabilities during the year ended 31 December 2021 and 31 December 2020:

(₹ in million)

Deferred tax liabilities/(assets)	As at 01 January 2021	Recognised in other comprehensive income**	Recognised in the Consolidated Statement of Profit and Loss	As at 31 December 2021
Accelerated depreciation for tax purposes	3,817.77	-	130.52	3,948.29
Benefit accrued on government grants	206.72	-	(70.14)	136.58
Minimum alternate tax (MAT) credit*	(877.22)	-	709.10	(168.12)
Carry forward of unused tax losses	(277.01)	-	112.03	(164.98)
Allowance for doubtful debts	(140.04)	-	72.81	(67.23)
Accrued bonus	(22.44)	-	2.71	(19.73)
Provision for retirement benefits	(509.08)	18.93	(53.19)	(543.34)
Fair valuation of financial instruments	(27.19)	-	(8.31)	(35.50)
Borrowings	(1.66)	-	0.42	(1.24)
Gain on acquisition of control over existing associate	36.83	-	-	36.83
Other expenses allowable on payment basis	(57.43)	-	23.21	(34.22)
	2,149.25	18.93	919.16	3,087.34
Exchange difference on re-statement of deferred tax balances	-	-	(5.64)	-
	2,149.25	18.93	913.52	3,087.34
Classified as:				
Deferred tax assets (Net)	110.18			24.07
Deferred tax liabilities (Net)	2,259.43			3,111.41

Summary of significant accounting policies and other explanatory information on the Consolidated Financial Statements for the year ended 31 December 2021

(₹ in million)

Deferred tax liabilities/ (assets)	As at 01 January 2020	Recognised in other comprehensive income**	Recognised in the Consolidated Statement of Profit and Loss	As at 31 December 2020
Accelerated depreciation for tax purposes	4,863.84	-	(1,046.07)	3,817.77
Benefit accrued on government grants	274.03	-	(67.31)	206.72
Minimum alternate tax (MAT) credit*	(1,168.94)	-	291.72	(877.22)
Carry forward of unused tax losses	(177.90)	-	(99.11)	(277.01)
Allowance for doubtful debts	(158.85)	-	18.81	(140.04)
Accrued bonus	(33.41)	-	10.97	(22.44)
Foreign currency monetary item translation difference account	(2.84)	-	2.84	-
Provision for retirement benefits	(676.32)	(29.53)	196.77	(509.08)
Fair valuation of financial instruments	(230.53)	-	203.34	(27.19)
Borrowings	(0.97)	-	(0.69)	(1.66)
Exchange differences arising on translation of foreign operations	(7.64)	7.64	-	-
Gain on acquisition of control over existing associate	55.25	-	(18.42)	36.83
Other expenses allowable on payment basis	(39.13)	-	(18.30)	(57.43)
	2,696.59	(21.89)	(525.45)	2,149.25
Exchange difference on re-statement of deferred tax balances	-	-	0.25	-
	2,696.59	(21.89)	(525.20)	2,149.25
Classified as:				
Deferred tax assets (Net)	128.48			110.18
Deferred tax liabilities (Net)	2,825.07			2,259.43

*MAT credit (recognised in Holding Company):

(₹ in million)

	Recognised in profit and loss	Utilised from profit and loss
31 December 2021	-	(709.10)
31 December 2020	-	(291.72)

MAT credit recognised in a year adjustable against income taxes payable under normal tax provisions over a period of 15 years.

MAT credit recognised on balance sheet date is accumulation of credit recognised (net of utilisation) as per below table:

(₹ in million)

Financial year	Credit available for carry forward (net of utilisation)	Expiry date
2019-20	169.62	31 March 2035
Total	169.62	



Summary of significant accounting policies and other explanatory information on the Consolidated Financial Statements for the year ended 31 December 2021

A subsidiary of the Group has the following unused tax losses and unabsorbed depreciation, for which no deferred tax asset has been recognised in the books of accounts:

- a) Unused business losses and unabsorbed depreciation on intangible assets that can be carried forward as follows:

(₹ in million)

Financial year of origination	Financial year of expiry	31 December 2021	31 December 2020
31 December 2017	31 December 2021	121.62	124.30
31 December 2018	31 December 2022	609.46	622.91
Total		731.08	747.21

- b) Unused unabsorbed depreciation on tangible assets amounting to ₹1,879.78 million (31 December 2020: ₹1,935.12 million) can be carried forward indefinitely.

Notes:

**The amounts recognised in other comprehensive income relates to the re-measurement of net defined retirement benefit liability and exchange differences arising on translation of foreign operations. Refer note 38 for the amount of the income tax relating to these components of other comprehensive income.

On 20 September 2019, vide the Taxation Laws (Amendment) the Ordinance 2019, the Government of India inserted Section 115BAA in the Income-tax Act, 1961 which provides Indian domestic companies a non-reversible option to pay corporate tax at reduced rates effective 01 April 2019 subject to certain conditions.

During the year ended 31 December 2020, the Holding Company made an assessment of the impact of the Ordinance and decided to continue with the existing tax structure until utilisation of accumulated minimum alternative tax (MAT) credit and expiry of other tax benefits/holidays available. The Holding Company continues with that assesment/conclusion for the year ended 31 December 2021. In accordance with the Ind AS 12 "Income Taxes", the Holding Company is also required to remeasure its deferred tax balances, for amounts that are expected to reverse in future when the Company would migrate to the new tax regime. The Holding Company during the previous year has remeasured its outstanding deferred tax balances and written back an amount of ₹ 731.85 million to the Consolidated Statement of Profit and Loss.

11. Other non-current assets

(₹ in million)

	As at 31 December 2021	As at 31 December 2020
(Unsecured, considered good)		
Capital advances	1,656.35	958.00
Advances other than capital advances		
- Security deposits	6.11	5.05
- Income tax paid (includes amount paid under protest)	9.90	165.68
- Balance with statutory authorities (paid under protest)	136.19	140.54
- Prepaid expenses	30.68	34.17
	1,839.23	1,303.44

12. Inventories

(₹ in million)

	As at 31 December 2021	As at 31 December 2020
(Valued at lower of cost or net realisable value)		
Raw materials (including raw material in transit of ₹ 580.09 (31 December 2020: ₹ 74.39))	8,070.05	3,965.62
Work in progress	69.24	85.26
Intermediate goods (including goods in transit of ₹ 41.61 (31 December 2020: ₹ 28.76))	1,795.66	1,665.55
Finished goods (including goods in transit of ₹ 55.82 (31 December 2020: ₹ 39.79))	2,530.16	1,706.56
Stores and spares	2,015.76	1,865.05
	14,480.87	9,288.04

Summary of significant accounting policies and other explanatory information on the Consolidated Financial Statements for the year ended 31 December 2021

The Group manufactures as well as purchases the same product from market for sale. In the absence of demarcation between manufactured and purchased goods and the value of stock in trade being insignificant, it is not separately ascertainable and disclosed.

The cost of inventories recognised as an expense during the year are disclosed in Note 31, Note 32 and Note 33.

13. Trade receivables

(₹ in million)

	As at 31 December 2021	As at 31 December 2020
Trade receivables considered good - Unsecured	2,069.30	2,272.58
Trade receivables considered good - Secured	143.19	145.39
Trade receivables - Credit impaired	495.36	435.33
	2,707.85	2,853.30
Less : Allowance for expected credit losses (Refer note 54.2)	(495.36)	(435.33)
	2,212.49	2,417.97
Includes amounts due, in the ordinary course of business, from companies in which directors of the Holding Company are also directors:		
i. Devyani Airport Services (Mumbai) Private Limited	0.05	0.26
ii. Alisha Torrent Closures (India) Private Limited	10.75	9.13

Trade receivables are non-interest bearing and credit period generally falls in the range of 0 to 120 days.

14. Cash and cash equivalents

(also for the purpose of Consolidated Cash Flow Statement)

(₹ in million)

	As at 31 December 2021	As at 31 December 2020
Balance with banks in current accounts*	1,328.44	610.99
Balance in deposits with original maturity of less than three months	147.97	403.91
Cash on hand	31.09	30.68
	1,507.50	1,045.58

*Includes inward remittance not yet cleared amounting to ₹ 66.57 million (31 December 2020: ₹ 113.30 millions)

15. Bank balances other than cash and cash equivalents

(₹ in million)

	As at 31 December 2021	As at 31 December 2020
Deposits with original maturity more than 3 months but less than 12 months*	1,472.56	699.98
Deposits with bank held as margin money	385.42	154.33
Unpaid dividend account**	0.74	0.61
	1,858.72	854.92

*Pledged as security with statutory authorities/banks

**These balances are not available for use by the Group and corresponding balance is disclosed as unclaimed dividend in Note 26.

Summary of significant accounting policies and other explanatory information on the Consolidated Financial Statements for the year ended 31 December 2021

16. Loans

(₹ in million)

	As at 31 December 2021	As at 31 December 2020
Loans carried at amortised cost		
Security deposits	94.54	100.16
	94.54	100.16

17. Other financial assets

(₹ in million)

	As at 31 December 2021	As at 31 December 2020
(Unsecured, considered good)		
Interest accrued on:		
- Term deposits	19.17	9.68
- Others	24.48	21.27
Government grant receivable	1,849.89	1,197.24
Claims receivable	177.23	358.36
Other receivables	206.09	83.49
	2,276.86	1,670.04

18. Current tax assets (Net)

(₹ in million)

	As at 31 December 2021	As at 31 December 2020
Advance tax (Net of provision)	11.08	102.19
	11.08	102.19

19. Other current assets

(₹ in million)

	As at 31 December 2021	As at 31 December 2020
(Unsecured, considered good)		
Security deposits	8.09	8.64
Other advances:		
- Employees	84.15	61.23
- Contractors and suppliers	1,535.80	1,496.92
- Prepaid expenses	235.82	256.42
- Balance with statutory/government authorities	1,124.81	547.99
- Other advances	30.40	146.66
	3,019.07	2,517.86

20. Equity share capital

(₹ in million)

	As at 31 December 2021	As at 31 December 2020
Authorised share capital:		
500,000,000 (31 December 2020: 500,000,000) equity shares of ₹ 10 each	5,000.00	5,000.00
	5,000.00	5,000.00
Issued, subscribed and fully paid up:		
433,033,080 (31 December 2020: 288,688,720) equity shares of ₹ 10 each	4,330.33	2,886.89
	4,330.33	2,886.89

Summary of significant accounting policies and other explanatory information on the Consolidated Financial Statements for the year ended 31 December 2021

(a) Reconciliation of share capital

(₹ in million)

Particulars	No. of shares	Amount
Balance as at 01 January 2021	288,688,720	2,886.89
Add: Bonus shares issued during the year (Refer note (d) below)	144,344,360	1,443.44
Balance as at 31 December 2021	433,033,080	4,330.33

(₹ in million)

Particulars	No. of shares	Amount
Balance as at 01 January 2020	288,688,720	2,886.89
Balance as at 31 December 2020	288,688,720	2,886.89

(b) Terms/rights attached to shares

The Holding Company has only one class of equity shares having a par value of ₹ 10 each. Each holder of equity share is entitled to one vote per share. In the event of liquidation of the Holding Company, holders of equity shares will be entitled to receive any of the remaining assets of the Holding Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders. The dividend, if any, proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting.

(c) List of shareholders holding more than 5% of the equity share capital of the Holding Company at the beginning and at the end of the year:

Shareholders as at 31 December 2021	No. of shares	%
R J Corp Limited	119,900,275	27.69%
Mr. Ravi Kant Jaipuria*	80,822,707	18.66%
Mr. Varun Jaipuria	69,447,983	16.04%

*on 19 February 2021, a memorandum of family settlement was executed between members of Ravi Kant Jaipuria & Sons (HUF) for partition of all its assets and liabilities. Pursuant to the terms thereof, all equity shares held by Ravi Kant Jaipuria & Sons (HUF) were transferred to Mr. Ravi Kant Jaipuria on 26 February 2021.

Shareholders as at 31 December 2020	No. of shares	%
R J Corp Limited	79,933,517	27.69%
Ravi Kant Jaipuria & Sons (HUF)	53,881,805	18.66%
Mr. Varun Jaipuria	50,663,250	17.55%

As per records of the Holding Company, including its register of shareholders/members and other declaration received from the shareholders regarding beneficial interest, the above shareholding represents both legal and beneficial ownerships of shares.

(d) Aggregate number of equity shares issued as bonus, shares issued for consideration other than cash and shares bought back during the period of five years immediately preceding the reporting date:

During the year ended 31 December 2019, the Company has issued 91,327,613 equity shares of ₹ 10 each as fully paid-up bonus shares in the ratio of 1 (One) equity share for every 2 (Two) equity share outstanding on record date.

During the year ended 31 December 2021, the Company has issued 14,43,44,360 equity shares of ₹ 10 each as fully paid-up bonus shares in the ratio of 1 (One) equity share for every 2 (Two) equity share outstanding on record date.

Summary of significant accounting policies and other explanatory information on the Consolidated Financial Statements for the year ended 31 December 2021

(e) Shares held by holding and ultimate holding company

(₹ in million)

	As at 31 December 2021	As at 31 December 2020
RJ Corp Limited, Parent* company	1,199.00	799.34
119,900,275 (31 December 2020: 79,933,517) fully paid equity shares of ₹ 10 each		
Ravi Kant Jaipuria & Sons (HUF), Parent* of RJ Corp Limited# Nil (31 December 2020: 53,881,805) fully paid equity shares of ₹ 10 each	-	538.82
	1,199.00	1,338.16

*As defined under Ind AS 110 - Consolidated Financial Statements

#on 19 February 2021, a memorandum of family settlement was executed between members of Ravi Kant Jaipuria & Sons (HUF) for partition of all its assets and liabilities. Pursuant to the terms thereof, all equity shares held by Ravi Kant Jaipuria & Sons (HUF) were transferred to Mr. Ravi Kant Jaipuria on 26 February 2021.

(f) Preference share capital

The Holding Company also has authorised preference share capital of 50,000,000 (31 December 2020: 50,000,000) preference shares of ₹ 100 each. The Holding Company does not have any outstanding issued preference shares.

21. Other equity

Refer Consolidated Statement of Changes in Equity for detailed movement in Other Equity balance.

(₹ in million)

	As at 31 December 2021	As at 31 December 2020
Capital reserve on consolidation	(2,279.78)	(2,279.78)
Capital reserve	533.93	533.93
General reserve	444.26	444.26
Securities premium	24,734.73	26,178.17
Retained earnings	13,967.42	8,042.43
Exchange differences on translating the financial statements of foreign operations	(931.81)	(565.89)
	36,468.75	32,353.12

Description of nature and purpose of each reserve:

Capital reserve on consolidation - Created on additional consideration paid in form of cash on business combinations involving entities including businesses/entities under common control.

Capital reserve - Created on merger of Varun Beverages (International) Limited with the Holding Company pursuant to and in accordance with the Court approved scheme of amalgamation. Includes gain from bargain purchases.

General reserve - Created by way of transfer from debenture redemption reserve on redemption of debentures.

Securities premium - Created to record the premium on issue of shares. The reserve is utilised in accordance with the provisions of the Act.

Retained earnings - Created from the profit of the Group, as adjusted for distributions to owners, transfers to other reserves, etc.

Exchange differences on translating the financial statements of foreign operations - Exchange differences arising on translation of the foreign operations of the Group, recognised in other comprehensive income as described in accounting policy and accumulated in a separate reserve within other equity. The cumulative amount is reclassified to the Consolidated Statement of Profit and Loss when the net investment is disposed.

Summary of significant accounting policies and other explanatory information on the Consolidated Financial Statements for the year ended 31 December 2021

22. Borrowings

A. Non-current borrowings:

(₹ in million)

	As at 31 December 2021	As at 31 December 2020
Term loans (secured) (Refer note 22D)		
- Loans from banks	17,132.24	18,877.06
- Loans from financial institutions	1,001.03	919.16
	18,133.27	19,796.22

Loans and borrowing above are recognised at amortised cost/ fair value taking into account any discount or premium on acquisition and fee or costs that are part of effective interest rate, accordingly the outstanding balances above may not necessarily reconcile with repayment amounts.

B. Other non-current financial liabilities:

(₹ in million)

	As at 31 December 2021	As at 31 December 2020
Lease Liabilities (Refer note 48)	312.63	244.39
	312.63	244.39

C. Current borrowings:

(₹ in million)

	As at 31 December 2021	As at 31 December 2020
Working capital facilities		
- from banks (secured) (Refer footnote (a))	4,634.92	6,135.60
- from a bank (unsecured) (Refer footnote (b))	1,650.00	1,000.00
Loans repayable on demand from:		
- bodies corporate (unsecured) (Refer footnote (c))	-	2.98
	6,284.92	7,138.58

(a) In case of the Holding Company, the working capital facilities from banks are secured by first charge on entire current assets of the Company ranking pari-passu amongst the banks and second charge on the movable and immovable assets of the Company pertaining to specific manufacturing units and two facilities from banks was secured by subservient charge over entire current assets and movable fixed assets of the Company. During the previous year, one facility from bank was secured by subservient charge over entire current assets and movable fixed assets (both present and future) of the Company and another facility from bank was secured by subservient charge over movable fixed assets of the Company. These facilities carry interest rates ranging between 4.25% to 4.40% (31 December 2020: 4.75% to 5.90%).

Working capital facilities in case of subsidiaries amounting to ₹ 679.68 million (31 December 2020: ₹ 780.20 million), are secured mainly by charge on trade receivables, inventories and other current assets of the respective subsidiary company, ranking pari passu and charge on certain movable and immovable assets of the respective subsidiary. Some of the facilities of subsidiaries are guaranteed by respective subsidiary company, as per the terms of respective agreements. The working capital facilities carries interest rates ranging between 5.50% to 17% (31 December 2020: 4.00% to 9.49%).

Summary of significant accounting policies and other explanatory information on the Consolidated Financial Statements for the year ended 31 December 2021

- (b) During the current year, Holding Company has availed a working capital facilities from banks carrying interest rates ranging between 4.40% to 4.65% per annum and one facility is repayable in two equal instalments at the end of ten and eleven month and other facility is repayable within 90 days from the date of disbursement. During the previous year ended on 31 December 2020, working capital facility from a bank carried rate of interest of 5.60% per annum and was repayable in two equal instalments at the end of eight and nine month from the date of disbursement.
- (c) These loans are taken in the ordinary course of business by certain subsidiaries from their directors and are interest free.

There are no defaults in repayment of principal borrowing or interest thereon.

D. Terms and conditions/details of securities for loans:

(₹ in million)

Particulars	Loan outstanding			
	31 December 2021		31 December 2020	
	Non-current	Current	Non-current	Current
Term loans				
Loans from banks (secured)				
i) Foreign currency loan from banks in Holding Company				
Loan carrying rate of interest of LIBOR+1.60% (31 December 2020: LIBOR+1.60%) and is repayable in May 2022. The Company has executed a cross currency swap to hedge total loan of SGD 33.13 to USD 25.00 and interest rate swap to hedge its exposure.	-	911.78	914.08	914.08
Loan is secured on first pari-passu charge on the entire movable and immovable property, plant and equipment of the Company including the territory/franchisee rights acquired under the acquisition under slump sale basis except vehicles.				
ii) Indian rupee loan from banks				
Loans carrying weighted average rate of interest 5.44% (31 December 2020: 6.86%) depending upon tenure of the loans. For repayment terms refer note 20E.	16,077.26	7,987.84	17,600.10	3,598.41
These loans are secured on first pari-passu charge on the entire movable and immovable property, plant and equipment of the Company including the territory /franchisee rights acquired under the business acquisition except vehicles.				

Summary of significant accounting policies and other explanatory information on the Consolidated Financial Statements for the year ended 31 December 2021

(₹ in million)

Particulars	Loan outstanding			
	31 December 2021		31 December 2020	
	Non-current	Current	Non-current	Current
iii) Vehicle rupee term loan in Holding Company				
Loans carrying rate of interest in range of 8.02% to 9.25 % (31 December 2020: 7.90%-9.25%). They are repayable generally over a period of three to five years in equal monthly instalments as per the terms of the respective agreements. Vehicle loans are secured against respective vehicles financed.	46.12	64.05	110.17	59.73
iv) Term loan at Varun Beverages (Zimbabwe) (Private) Limited				
Loan was repaid during the current year	-	-	60.09	266.74
Loan was repaid during the current year	-	-	-	279.47
v) Term loan at Varun Beverages Morocco				
(a) Loan carrying a rate of interest of 3.50% per annum. For repayment terms refer note 22E.	475.65	-	-	-
(b) Loan carrying a rate of interest of 4.00% per annum. For repayment terms refer note 22E.	121.48	37.09	-	-
Above loan are secured by corporate guarantee of the Holding Company.				
vi) Term loan at Lunarmech Technologies Private Limited				
(a) Loan carrying a rate of interest of 2.40% per annum and are repayable over a period of 3 years as a single payment. The loan is repayable on 10 Jan 2023 and are secured against respective asset financed.	91.68	-	96.31	-
(b) Loan carrying a rate of interest of 2.40% per annum and are repayable over a period of 3 years as a single payment. The loan is repayable on 05 March 2023 and are secured against respective asset financed.	91.68	-	96.31	-
(c) Loan carrying a rate of interest of 1.40% per annum and are repayable over a period of 3 years as a single payment. The loan is repayable on 28 December 2023 and are secured against respective asset financed.	91.70	-	-	-
(d) Loan carrying a rate of interest of 1.40% per annum and are repayable over a period of 3 years as a single payment. The loan is repayable on 10 February 2024 and are secured against respective asset financed.	91.70	-	-	-

Summary of significant accounting policies and other explanatory information on the Consolidated Financial Statements for the year ended 31 December 2021

(₹ in million)

Particulars	Loan outstanding			
	31 December 2021		31 December 2020	
	Non-current	Current	Non-current	Current
(e) Loan carrying a rate of interest of 1.40% per annum and are repayable over a period of 3 years as a single payment. The loan is repayable on 23 June 2024 and are secured against respective asset financed.	44.97	-	-	-
Total loans from banks (secured)	17,132.24	9,000.76	18,877.06	5,118.43
Loans from financial institutions (secured)				
Interest free loan from The Pradeshia Industrial & Investment Corporation of U.P. Limited are repayable in one instalment after expiry of seven years from the date of disbursement. Loan is secured against bank guarantee equivalent to 100% of loan amount valid upto the repayment date of loan plus six months grace period. The loans are recognised at amortised cost basis using weighted average rate of borrowing on date of receipt, i.e., 8.52%-9.72%. The repayments are due as following: Date of repayment Amount 30 December 2023 155.79 30 November 2024 177.83 01 November 2025 211.98	425.39	-	389.38	-
Interest free loan from The Director of Industries and Commerce, Haryana are repayable in one instalment after expiry of five years from the date of disbursement. Loan is secured against bank guarantee equivalent to 100% of loan amount valid upto the repayment date of loan plus six months grace period. The loans are recognised at amortised cost basis using weighted average rate of borrowing on date of receipt, i.e., 8.33%. The repayments are due as following: Date of repayment Amount 16 January 2023 94.01 30 March 2023 90.73 07 June 2023 175.00 25 October 2023 73.66 20 February 2024 91.36 27 May 2024 36.85 29 August 2024 39.10 17 February 2025 43.98 13 October 2025 23.96	575.64	-	529.78	-
Total loans from financial institutions (secured)	1,001.03	-	919.16	-

Summary of significant accounting policies and other explanatory information on the Consolidated Financial Statements for the year ended 31 December 2021

(₹ in million)

Particulars	Loan outstanding			
	31 December 2021		31 December 2020	
	Non-current	Current	Non-current	Current
Deferred value added tax/excise (unsecured)				
Deferred value added tax and deferred excise relating to Varun Beverages (Zambia) Limited is repayable within one year. These are interest free loans.	-	-	-	5.74
Total deferred value added tax/excise (unsecured)	-	-	-	5.74
Total	18,133.27	9,000.76	19,796.22	5,124.17

E. Repayment terms:

(₹ in million, unless stated otherwise)

Sl. No.	Description	31 December 2021		31 December 2020		Repayment terms
		Non-current	Current	Non-current	Current	
(i) Indian rupee loan from banks						
1	Term loan - 1	-	-	350.00	175.00	Pre payment was done for two instalments of ₹ 175 each due in May 2022 and June 2022.
2	Term loan - 2	-	299.94	598.59	-	Pre payment was done for one instalment of ₹ 300.00 due in May 2022. One instalment of ₹ 300.00 due in June 2022.
3	Term loan - 3	-	249.90	249.66	125.00	Two instalments of ₹ 125 each due in May 2022 and June 2022.
4	Term loan - 4	-	-	-	150.00	Loan was repaid during the year.
5	Term loan - 5	-	589.25	589.25	294.63	Two instalments of ₹ 294.63 each due in May 2022 and June 2022.
6	Term loan - 6	-	321.09	321.09	-	One instalment of ₹ 183.31 due in May 2022 and ₹ 137.78 due in June 2022.
7	Term loan - 7	-	101.60	101.60	-	Two instalment of ₹ 57.95 due in May 2022 and ₹ 43.65 due in June 2022.
8	Term loan - 8	-	-	-	150.00	Loan was repaid during the year.
9	Term loan - 9	-	238.30	238.30	297.88	Two instalments of ₹ 119.15 each due in May 2022 and June 2022.
10	Term loan - 10	-	150.00	300.00	-	Pre payment was done for one instalments of ₹ 150 due in May 2022. One instalment of ₹ 150 due in June 2022.
11	Term loan - 11	150.00	50.00	250.00	-	Pre payment was done for one instalments of ₹ 50 due in May 2022. One instalments of ₹ 50 due in June 2022 and two instalments of ₹ 75 each due in May 2023 and June 2023.

Summary of significant accounting policies and other explanatory information on the Consolidated Financial Statements for the year ended 31 December 2021

(₹ in million, unless stated otherwise)

Sl. No.	Description	31 December 2021		31 December 2020		Repayment terms
		Non-current	Current	Non-current	Current	
12	Term loan - 12	250.00	500.00	999.75	250.00	Four instalments of ₹ 125.00 each due in April 2022, May 2022, June 2022 and July 2022 and two instalments of ₹ 125.00 each due in April 2023 and May 2023.
13	Term loan - 13	240.00	90.00	510.00	160.00	Pre payment was done for two instalments of ₹ 90.00 each due in May 2022, June 2022. One instalments of ₹ 90.00 due in July 2022 and an installment of ₹ 90.00 due in May 2023 and of ₹ 150.00 due in June 2023.
14	Term loan - 14	85.00	160.00	245.00	150.00	Two instalments of ₹ 80.00 each due in June 2022 and July 2022 and one instalment of ₹ 85.00 due in May 2023.
15	Term loan - 15	241.57	193.30	434.91	-	One instalment of ₹ 193.30 due in May 2022 and one instalment of ₹ 241.61 due in May 2023.
16	Term loan - 16	222.40	222.20	444.60	-	Two instalments of ₹ 111.10 each due in May 2022 and June 2022 and two instalments of ₹ 111.10 due in May 2023 of ₹ 111.30 and June 2023.
17	Term loan - 17	874.69	291.60	1,166.09	145.80	Two instalments of ₹ 145.80 each due in June 2022 and July 2022, two instalments of ₹ 145.80 each due in June 2023 and July 2023, two instalments of ₹ 145.90 each due in June 2024 and July 2024 and two instalments of ₹ 145.90 each due in June 2025 and July 2025.
18	Term loan - 18	748.36	750.00	1,496.79	-	Two instalments of ₹ 375.00 each due in May 2022 and June 2022 and two instalments of ₹ 375.00 each due in May 2023 and June 2023.
19	Term loan - 19	1,497.48	-	1,746.48	-	Pre payment was done for one instalment of ₹ 250.00 due in May 2022. One instalment of ₹ 250.00 due in June 2022, two instalments of ₹ 250.00 each due in May 2023 and June 2023, two instalments of ₹ 250.00 each due in May 2024 and June 2024 and two instalments of ₹ 250.00 each due in May 2025 and June 2025.

Summary of significant accounting policies and other explanatory information on the Consolidated Financial Statements for the year ended 31 December 2021

(₹ in million, unless stated otherwise)

Sl. No.	Description	31 December 2021		31 December 2020		Repayment terms
		Non-current	Current	Non-current	Current	
20	Term loan - 20	598.35	600.00	1,196.61	200.00	Two instalments of ₹ 300.00 each due in May 2022 and June 2022 and two instalments of ₹ 300.00 each due in May 2023 and June 2023.
21	Term loan - 21	550.00	150.00	700.00	-	Two instalments of ₹ 75.00 each due in May 2022 and June 2022, two instalments of ₹ 75.00 each due in May 2023 and June 2023, two instalments of ₹ 100.00 each due in May 2024 and June 2024 and two instalments of ₹ 100.00 each due in May 2025 and June 2025.
22	Term loan - 22	597.46	100.00	796.19	-	Pre payment was done for one instalment of ₹ 100.00 due in May 2022. One instalment of ₹ 100.00 due in June 2022, two instalments of ₹ 100.00 each due in May 2023 and June 2023, two instalments of ₹ 100.00 each due in May 2024 and June 2024 and two instalments of ₹ 100.00 each due in May 2025 and June 2025.
23	Term loan - 23	499.75	500.00	750.00	500.00	Two instalments of ₹ 250.00 each due in May 2022 and June 2022 and two instalments of ₹ 250.00 each due in May 2023 and June 2023.
24	Term loan - 24	-	500.00	500.00	500.00	Two instalments of ₹ 250.00 each due in May 2022 and June 2022.
25	Term loan - 25	-	499.90	499.90	500.10	Two instalments of ₹ 166.67 each due in May 2022 and June 2022 and one instalment of ₹ 166.50 due in July 2022.
26	Term loan - 26	1,800.00	-	1,800.00	-	One instalment of ₹ 1800.00 due in June 2024.
27	Term loan - 27	676.47	676.47	1,315.29	-	One instalment of ₹ 676.47 due in June 2022 and one instalment of ₹ 676.47 due in June 2023.
28	Term loan - 28	1,300.00	-	-	-	Three instalments of ₹ 260 due in April 2023 and Two instalments of ₹ 520 each due in May 2023 and June 2023.

Summary of significant accounting policies and other explanatory information on the Consolidated Financial Statements for the year ended 31 December 2021

(₹ in million, unless stated otherwise)

Sl. No.	Description	31 December 2021		31 December 2020		Repayment terms
		Non-current	Current	Non-current	Current	
29	Term loan - 29	1,357.14	142.86	-	-	Two instalments of ₹ 71.43 each due in May 2022 and June 2022, two instalments of ₹ 71.43 each due in May 2023 and June 2023, two instalments of ₹ 142.86 each due in May 2024 and June 2024, two instalments of ₹ 142.86 each due in May 2025 and June 2025, two instalments of ₹ 142.86 each due in May 2026 and June 2026 and one instalments of ₹ 142.86 due in May 2027 and ₹ 214.29 June 2027.
30	Term loan - 30	2,000.00	-	-	-	Two instalments of ₹ 1000.00 each due in May 2023 and June 2023.
31	Term loan - 31	988.59	11.43	-	-	Two instalments of ₹ 5.71 each due in May 2022 and June 2022, two instalments of ₹ 85.71 each due in May 2023 and June 2023, two instalments of ₹ 108.57 each due in May 2024 and June 2024, two instalments of ₹ 108.57 each due in May 2025 and June 2025, two instalments of ₹ 105.71 each due in May 2026 and June 2026 and two instalments of ₹ 85.71 each due in May 2027 and June 2027.
32	Term loan - 32	1,400.00	600.00	-	-	Two instalments of ₹ 300.00 each due in May 2022 and June 2022, two instalments of ₹ 300.00 each due in May 2023 and June 2023 and two instalments of ₹ 400.00 each due in May 2024 and June 2024.
	Total (A)	16,077.26	7,987.84	17,600.10	3,598.41	
(ii)	Term Loan at Varun Beverages Morocco					
33	Term loan - 33	475.65	-	-	-	Balance amount as at 31 December 2021 is repayable in 20 quarterly instalments of MAD 3.31 Million each.
34	Term loan - 34	121.48	37.09	-	-	Balance amount as at 31 December 2021 is repayable in 16 quarterly instalments of MAD 1.37 Million each.
	Total (B)	597.13	37.09	-	-	
	Total (A+B)	16,674.39	8,024.93	17,600.10	3,598.41	

Summary of significant accounting policies and other explanatory information on the Consolidated Financial Statements for the year ended 31 December 2021

23. Provisions

(Refer note 41)

(₹ in million)

	As at 31 December 2021	As at 31 December 2020
Non-current		
Defined benefit liability (net)	1,525.51	1,511.70
Other long term employee obligations	559.92	527.36
	2,085.43	2,039.06
Current		
Defined benefit liability (net)	226.50	111.19
Other short term employee obligations	270.90	220.53
	497.40	331.72

24. Other non-current liabilities

(₹ in million)

	As at 31 December 2021	As at 31 December 2020
Deferred revenue on government grant	6.73	7.34
	6.73	7.34

25. Trade payables

(₹ in million)

	As at 31 December 2021	As at 31 December 2020
Total outstanding dues of-		
Micro enterprises and small enterprises (Refer note 50)	342.85	93.70
Creditors other than micro enterprises and small enterprises	6,774.68	5,020.15
	7,117.53	5,113.85

26. Other current financial liabilities

(₹ in million)

	As at 31 December 2021	As at 31 December 2020
Current maturities of long-term debts (Refer note 22D)	9,000.76	5,124.17
Current maturities of lease liabilities (Refer note 48)	136.02	102.26
Interest accrued but not due on borrowings	70.27	105.80
Interest payable	9.73	4.58
Payable for capital expenditures	1,189.50	736.83
Employee related payables	535.42	472.23
Unclaimed dividends [#]	0.74	3.02
Security deposits	2,098.42	1,973.91
Liability for foreign currency derivative contract	25.58	20.71
	13,066.44	8,543.51

[#]Includes unclaimed dividend of ₹ Nil million (31 December 2020: ₹ 2.41 million) related to non controlling shareholders of a subsidiary. Further, unclaimed dividend of ₹ 0.74 million (31 December 2020: ₹ 0.61 million) related to Holding Company is not due for deposit to the Investor Education and Protection Fund.



Summary of significant accounting policies and other explanatory information on the Consolidated Financial Statements for the year ended 31 December 2021

27. Other current liabilities

(₹ in million)

	As at 31 December 2021	As at 31 December 2020
Advances from customers	794.30	658.24
Advance received for capital assets	-	1,074.43
Statutory dues payable	2,288.40	1,426.64
Deferred revenue	14.06	23.61
	3,096.76	3,182.92

28. Current tax liabilities (net)

(₹ in million)

	As at 31 December 2021	As at 31 December 2020
Provision for tax (Net)	139.41	38.92
	139.41	38.92

The key components of income tax expense for the year ended 31 December 2021 and 31 December 2020 are:

A. Consolidated Statement of Profit and Loss:

(₹ in million)

	As at 31 December 2021	As at 31 December 2020
i) Profit and loss section		
(a) Current tax	1,341.98	423.85
(b) Adjustment of tax relating to earlier periods	350.06	153.69
(c) Deferred tax expense/(credit)	913.52	(525.20)
Income tax expense reported in the Consolidated Statement of Profit and Loss	2,605.56	52.34
(ii) OCI section		
Deferred tax related to items recognised in OCI during the year:		
(a) Net (loss)/gain on remeasurements of defined benefit plans	(18.93)	29.53
(b) Net loss on exchange differences arising on translation of foreign operations	-	(7.64)
Income tax charged to OCI ((credit)/expense)	(18.93)	21.89

B. Reconciliation of tax expense between accounting profit at applicable tax rate and effective tax rate:

(₹ in million)

	As at 31 December 2021	As at 31 December 2020
Accounting profit before tax	10,066.08	3,625.05
Tax expense at statutory income tax rate of 34.944% (31 December 2020: 34.944%)	3,517.49	1,266.71
Adjustments in respect of current income tax of previous years	350.06	153.69
Non deductible expenses	165.96	37.62
Deduction claimed u/s Chapter-VI A of Income-tax Act, 1961 by Holding Company	(431.17)	(196.42)

Summary of significant accounting policies and other explanatory information on the Consolidated Financial Statements for the year ended 31 December 2021

(₹ in million)

	As at 31 December 2021	As at 31 December 2020
Deferred tax on capital gain on asset sold	-	(4.29)
Income chargeable at lower tax rate	106.04	35.35
Income not chargeable to tax in Holding Company	-	(27.37)
Deferred tax not created on losses in a subsidiary	-	31.88
Tax rate differential for taxes provided in subsidiaries	(96.36)	(72.37)
Tax impact of exempted income of subsidiaries	(989.64)	(436.72)
Impact due to change in tax rate	(77.22)	(731.85)
Others	60.40	(3.89)
Income tax expense at effective tax rate reported in the Consolidated Statement of Profit and Loss	2,605.56	52.34

29. Revenue from operations

(₹ in million)

	Year ended 31 December 2021	Year ended 31 December 2020
Sale of products (inclusive of excise duty)*	87,774.13	64,661.12
Other operating revenue	1,808.78	896.79
	89,582.91	65,557.91

*Sale of products includes excise duty collected from customers of ₹ 1350.61 million (31 December 2020: ₹ 1,056.49 million).

Disclosure on revenue pursuant to Ind AS 115- Revenue from contract with customers:

A. Reconciliation of revenue recognised with the contracted price:

(₹ in million)

Particulars	Year ended 31 December 2021	Year ended 31 December 2020
Gross revenue/Contracted price	91,294.45	75,706.07
Less: Discounts and rebates*	(3,520.32)	(11,044.95)
Revenue from contracts with customers	87,774.13	64,661.12

*Includes discounts and rebates given on invoice to customers.

B. Contract balances:

The following table provides information about receivables and contract liabilities from contract with customers:

Receivables

(₹ in million)

Particulars	As at 31 December 2021	As at 31 December 2020
Trade receivables	2,707.85	2,853.30
Less: Allowances for expected credit loss	(495.36)	(435.33)
Net receivables	2,212.49	2,417.97

Summary of significant accounting policies and other explanatory information on the Consolidated Financial Statements for the year ended 31 December 2021

Contract liabilities

(₹ in million)

Particulars	As at 31 December 2021	As at 31 December 2020
Advance from customers	794.30	658.24
	794.30	658.24

- C. Contract asset is the right to consideration in exchange for goods or services transferred to the customer. Contract liabilities are on account of the advance payment received from customer for which performance obligation has not yet been completed.

The performance obligation is satisfied when control of the goods or services are transferred to the customers based on the contractual terms. The Group does not have any remaining performance obligation as contracts entered for sale of goods are for a shorter duration. Further, there are no contracts for sale of services wherein, performance obligation is unsatisfied to which transaction price has been allocated.

Payment terms with customers vary depending upon the contractual terms of each contract and generally falls in the range of 0 to 120 days from the completion of performance obligation.

There is no significant financing component in any transaction with the customers.

D. Changes in the contract liabilities balances during the year are as follows:

(₹ in million)

Particulars	As at 31 December 2021	As at 31 December 2020
Balance at the beginning of the year	658.24	1,125.89
Addition during the year	794.30	658.24
Revenue recognised during the year	(658.24)	(1,125.89)
Balance at the closing of the year	794.30	658.24

30. Other income

(₹ in million)

	Year ended 31 December 2021	Year ended 31 December 2020
Interest income on items at amortised cost:		
- term deposits	78.40	55.93
- others	66.76	32.93
Net gain on foreign currency transactions and translations	387.22	-
Gain on sale of current investments	0.70	-
Excess provisions/aged balances written back	58.38	219.56
Miscellaneous	87.79	61.30
	679.25	369.72

Summary of significant accounting policies and other explanatory information on the Consolidated Financial Statements for the year ended 31 December 2021

31. Cost of materials consumed

(₹ in million)

	Year ended 31 December 2021	Year ended 31 December 2020
Raw material and packing material consumed		
Inventories at beginning of the year	3,965.62	3,925.27
Purchases during the year (Net)	46,890.27	28,499.00
	50,855.89	32,424.27
Sold during the year	3,096.71	1,573.56
Inventories at end of the year	8,070.05	3,965.62
	39,689.13	26,885.09

32. Purchases of stock-in-trade

(₹ in million)

	Year ended 31 December 2021	Year ended 31 December 2020
Beverages	1,090.86	554.54
Others	563.83	371.33
	1,654.69	925.87

33. Changes in inventories of finished goods, work-in-progress and traded goods

(₹ in million)

	Year ended 31 December 2021	Year ended 31 December 2020
As at the beginning of the year		
- Finished goods	1,706.56	1,480.89
- Intermediate goods	1,665.55	1,855.05
- Work in progress	85.26	64.72
	3,457.37	3,400.66
As at the closing of the year		
- Finished goods	2,530.16	1,706.56
- Intermediate goods	1,795.66	1,665.55
- Work in progress	69.24	85.26
	4,395.06	3,457.37
Finished goods used as fixed assets*	(59.53)	(114.88)
	(997.22)	(171.59)

*The Holding Company and a subsidiary manufactures plastic shells at some of their manufacturing facilities. The shells manufactured are used for beverages operations of the Group as property, plant and equipment (under the head 'Containers'). These containers are sold to third parties. The cost of manufacturing of plastic shells is being shown here separately with a corresponding debit to property, plant and equipment.

34. Employee benefit expense

(₹ in million)

	Year ended 31 December 2021	Year ended 31 December 2020
Salaries, wages and bonus	9,126.69	8,131.06
Contribution to provident fund and other funds	483.82	445.89
Staff welfare expenses	466.48	320.41
	10,076.99	8,897.36

Summary of significant accounting policies and other explanatory information on the Consolidated Financial Statements for the year ended 31 December 2021

35. Finance costs

(₹ in million)

	Year ended 31 December 2021	Year ended 31 December 2020
Interest on items at amortised cost:		
- Term loans	1,264.30	2,029.61
- Working capital facilities	306.04	378.55
- Financial liabilities	112.37	103.57
- Bank guarantee fees	18.90	15.86
- Others	130.88	181.59
Exchange differences regarded as an adjustments to borrowings	(3.37)	81.22
Other ancillary borrowing costs	17.88	20.64
	1,847.00	2,811.04

36. Depreciation and amortisation expense

(₹ in million)

	Year ended 31 December 2021	Year ended 31 December 2020
Depreciation on property, plant and equipment	5,254.92	5,231.91
Amortisation of intangible assets	57.70	55.11
	5,312.62	5,287.02

37. Other expenses

(₹ in million)

	Year ended 31 December 2021	Year ended 31 December 2020
Power and fuel	3,299.25	2,670.00
Repairs to plant and equipment	1,679.09	1,328.41
Repairs to buildings	128.18	128.60
Other repairs	679.29	526.62
Consumption of stores and spares	796.94	659.66
Rent (Refer note 48 (iv))	496.86	510.55
Rates and taxes	846.72	109.87
Insurance	132.25	123.25
Printing and stationery	53.68	44.47
Communication	98.77	71.23
Travelling and conveyance	674.93	511.45
Sitting fee/commission paid to non-executive director (Refer note 47A)	77.26	3.60
Payment to auditors*	24.45	22.25
Vehicle running and maintenance	163.06	145.00
Lease and hire (Refer note 48 (iv))	324.40	248.45
Security and service charges	358.75	400.67
Legal, professional and consultancy	268.82	401.66
Bank charges	222.68	126.36
Advertisement and sales promotion	1,248.82	1,165.25

Summary of significant accounting policies and other explanatory information on the Consolidated Financial Statements for the year ended 31 December 2021

(₹ in million)

	Year ended 31 December 2021	Year ended 31 December 2020
Meeting and conferences	12.47	15.43
Royalty	123.29	87.70
Freight, octroi and insurance paid (Net)	6,189.91	4,588.28
Delivery vehicle running and maintenance	657.38	1,017.49
Distribution expenses	1,440.23	103.38
Loading and unloading charges	474.13	304.96
Donations	1.63	2.73
Property, plant and equipment written off	88.31	9.87
Loss on disposal of property, plant and equipment (Net)	170.40	4.48
Bad debts and advances written off	-	11.94
Allowance for expected credit loss and advances	58.92	53.09
Corporate social responsibility expenditure	71.53	75.94
Net loss on foreign currency transactions and translations	-	89.64
General office and other miscellaneous	399.86	383.73
	21,262.26	15,946.01

*Includes payment to statutory auditors of the Holding Company

(₹ in million)

	Year ended 31 December 2021	Year ended 31 December 2020
Services rendered for:		
- Audit and reviews	12.08	11.50
- taxation matters	-	1.05
- other matters	1.07	0.48
- reimbursement of expenses	0.74	0.52
	13.89	13.55

38. Other comprehensive income (OCI)

The disaggregation of changes to OCI by each type of reserves in equity is shown below:

(₹ in million)

	Year ended 31 December 2021	Year ended 31 December 2020
Retained earnings		
Re-measurement losses on defined benefit plans	85.99	(115.38)
Tax impact on re-measurement losses on defined benefit plans	(18.93)	29.53
Exchange differences arising on translation of foreign operations	(365.92)	(531.02)
Tax impact on exchange differences arising on translation of foreign operations	-	(7.64)
	(298.86)	(624.51)

39. Composition of the Group

These consolidated financial statements include the respective financial statements of Varun Beverages Limited (the "Parent Company" or the "Holding Company"), its subsidiaries and the results of operations of its erstwhile associate as listed below. The principal activity of the Parent Company, subsidiaries and erstwhile associate, predominantly comprise manufacturing and sale of beverages including its packing material.

Summary of significant accounting policies and other explanatory information on the Consolidated Financial Statements for the year ended 31 December 2021

Name of the company/entity	Country of incorporation and principal place of business	Proportion of ownership interests held by the Group at year end	
		As at 31 December 2021	As at 31 December 2020
Varun Beverages (Nepal) Private Limited ("VBL Nepal")	Nepal	100.00%	100.00%
Varun Beverages Lanka (Private) Limited ("VBL Lanka")	Sri Lanka	100.00%	100.00%
Varun Beverages Morocco SA ("VBL Morocco")	Morocco	100.00%	100.00%
Ole Spring Bottlers Private Limited ("Ole")*	Sri Lanka	100.00%	100.00%
Varun Beverages (Zambia) Limited ("VBL Zambia")	Zambia	90.00%	90.00%
Varun Beverages (Zimbabwe) (Private) Limited ("VBL Zimbabwe")	Zimbabwe	85.00%	85.00%
Varun Beverages RDC SAS ("VBL RDC")-	Democratic Republic of the Congo	99.90%	-
Angelica Technologies Private Limited#	India	-	-
Lunarmech Technologies Private Limited**	India	55.04%	55.04%

*subsidiary of VBL Lanka

**subsidiary of Angelica Technologies Private Limited till 04 November 2019

-w.e.f. 31 December 2021

#Refer note 6

40. The Group conducts business operations in the Republic of Zimbabwe through its subsidiary VBL Zimbabwe.

During the year ended 31 December 2019, the Reserve Bank of Zimbabwe ("RBZ") recommended use of Zimbabwe Dollar ("ZWL" or "RTGS") as a local currency for domestic transactions in Zimbabwe w.e.f. 22 February 2019 which was till then interchangeable with USD at the rate of 1:1 and subsequently vide its notification dated 25 June 2019, prohibited the usage of any other currency for domestic transactions other than ZWL. This resulted in a change in the primary economic environment in which VBL Zimbabwe was operating and accordingly, the functional and presentational currency was changed from USD to ZWL.

During the quarter ended 31 December 2019, the Zimbabwean economy was classified as hyperinflationary in accordance with the factors and characteristics of a hyperinflationary economy as described in Ind AS 29 'Financial Reporting in Hyper-Inflationary Economies' ("Ind AS 29"). In accordance with Ind AS 29, the historical cost financial statements of VBL Zimbabwe have been restated for the changes in the general purchasing power of the functional currency and consequently are stated in terms of the measuring unit current at the year end. For the purposes of restatement, the management has applied the Consumer Price Index ("CPI") published by the Reserve Bank of Zimbabwe. As per the current scenario, the economy continues to be hyperinflationary. The CPI (in units) was 2,474.51 on 31 December 2020 and 3,977.46 on 31 December 2021.

VBL Zimbabwe has arrangements with RBZ for making USD available at pre-agreed rates for repayment of its USD denominated loans. However, on conservative basis, the carrying amounts of these loans are stated at approximate year end forex rates.

Summary of significant accounting policies and other explanatory information on the Consolidated Financial Statements for the year ended 31 December 2021

The gain on net monetary position calculated in accordance with Ind AS 29 amounted to ₹ 587.18 million (31 December 2020: ₹ 611.90 million) which has been included in 'Net gain/loss on foreign currency transactions and translations' under note 30 & 37. Further, due to foreign exchange gain/(loss) on restatement of monetary assets and liabilities denominated in foreign currency, VBL Zimbabwe has recorded a net loss on foreign currency transactions and translations of ₹ 381.77 million (31 December 2020: ₹ 604.25 million) which has also been included in the said note.

41. Gratuity and other post-employment benefit plans

Parent Company and other components of the Group provide its employees gratuity and compensated absences benefits in accordance with the respective local statutory requirements and entity's policies. The following tables summaries the changes in their present values over the reporting periods, components of expense recognised in the Consolidated Statement of Profit and Loss, their funded status and amounts recognised in the consolidated balance sheet:

(₹ in million, unless otherwise stated)

	Gratuity		Compensated Absences	
	31 December 2021	31 December 2020	31 December 2021	31 December 2020
Changes in present values are as follows:				
Balance at the beginning of the year	1,686.65	1,422.85	747.89	610.22
Current service cost	199.98	183.14	141.64	155.80
Interest cost	100.11	93.08	46.37	41.44
Benefits settled	(83.86)	(126.27)	(46.15)	(55.80)
Actuarial (gain)/loss	(85.83)	116.13	(59.54)	(2.51)
Foreign exchange translation reserve	0.57	(2.28)	0.61	(1.26)
Balance at the end of the year	1,817.62	1,686.65	830.82	747.89

	Gratuity		Compensated Absences	
	31 December 2021	31 December 2020	31 December 2021	31 December 2020
Changes in fair value of plan assets are as follows:				
Plan assets at the beginning of the year, at fair value	63.76	29.93	-	-
Expected income on plan assets	3.93	3.67	-	-
Actuarial gain	0.16	0.76	-	-
Contributions by employer	2.14	50.00	-	-
Benefits settled	(4.38)	(20.60)	-	-
Plan assets at the end of the year, at fair value	65.61	63.76	-	-

The Holding Company has taken an insurance policy against its liability towards gratuity, the same has been disclosed as plan assets above.

	Gratuity		Compensated Absences	
	31 December 2021	31 December 2020	31 December 2021	31 December 2020
Reconciliation of present value of the obligation and the fair value of the plan assets:				
Present value of obligation at the end of the respective year	1,817.62	1,686.65	830.82	747.89
Plan assets at the end of the respective year	(65.61)	(63.76)	-	-
Net liability recognised in the consolidated balance sheet	1,752.01	1,622.89	830.82	747.89

Summary of significant accounting policies and other explanatory information on the Consolidated Financial Statements for the year ended 31 December 2021

(₹ in million, unless otherwise stated)

	Gratuity		Compensated Absences	
	31 December 2021	31 December 2020	31 December 2021	31 December 2020
Amount recognised in consolidated statement of profit and loss:				
Current service cost	199.98	183.14	141.64	155.80
Interest cost	100.11	93.08	46.37	41.44
Expected income on plan assets	(3.93)	(3.67)	-	-
Actuarial gain	-	-	(59.54)	(2.51)
Net cost recognised	296.16	272.55	128.47	194.73

	Gratuity		Compensated Absences	
	31 December 2021	31 December 2020	31 December 2021	31 December 2020
Amount recognised in Other Comprehensive Income:				
Actuarial changes arising from changes in financial assumptions	(76.65)	116.00	-	-
Actuarial changes arising from changes in demographic assumptions	(35.45)	-	-	-
Experience adjustments	26.27	0.13	-	-
Return on plan assets	(0.16)	(0.75)	-	-
Amount recognised (gain)/loss	(85.99)	115.38	-	-

	Gratuity		Compensated Absences	
	31 December 2021	31 December 2020	31 December 2021	31 December 2020
Assumptions used:				
Mortality	IALM 2012-2014 and A 1967/70 mortality table (issued by Institute of Actuaries, London)	IALM 2012-2014 and A 1967/70 mortality table (issued by Institute of Actuaries, London)	IALM 2012-2014	IALM 2012-2014
Discount rate	6.40%-11.00%	5.85%-8.00%	6.40%-11.00%	5.85%-8.00%
Rate of return on plan assets	6.76-6.84%	6.76-7.27%	0.00%	0.00%
Withdrawal rate	3%-12%	3%-11%	3%-12%	3%-11%
Salary increase	6-12%	6-12%	6-12%	6-12%
Rate of leave availment	0.00%	0.00%	3.50%-20%	3.50%-20%
Retirement age (Years)	55-70 years	55-70 years	58-70 years	58-70 years

These assumptions were developed by management of the respective company/entity with the assistance of independent actuaries. Discount factors are determined close to each year-end by reference to market yields of high quality corporate bonds that are denominated in the respective currency in which the benefits will be paid and that have terms to maturity approximating to the terms of the related pension obligations. Other assumptions are based on current actuarial benchmarks and respective management's historical experience.

Summary of significant accounting policies and other explanatory information on the Consolidated Financial Statements for the year ended 31 December 2021

The defined benefit obligation and plan assets are composed by geographical locations as follows:

(₹ in million, unless otherwise stated)

31 December 2021	India	Outside India	Total
Defined benefit obligation	1,744.10	73.52	1,817.62
Fair value of plan assets	65.61	-	65.61

31 December 2020	India	Outside India	Total
Defined benefit obligation	1,592.80	93.85	1,686.65
Fair value of plan assets	63.76	-	63.76

A quantitative sensitivity analysis for significant assumption is as shown below:

	Sensitivity level		Gratuity		Compensated Absences	
	31 December 2021	31 December 2020	31 December 2021	31 December 2020	31 December 2021	31 December 2020
Discount rate	+1%	+1%	(114.37)	(117.64)	(26.11)	(24.74)
	-1%	-1%	129.34	134.44	27.87	26.48
Salary increase	+1%	+1%	121.79	125.63	26.23	24.78
	-1%	-1%	(110.26)	(112.70)	(25.09)	(23.66)
Withdrawal rate	+1%	+1%	(31.48)	(36.91)	(9.13)	(9.37)
	-1%	-1%	35.04	41.42	9.64	9.91

The sensitivity analysis above has been determined based on reasonably possible changes of the assumptions occurring at the end of the reporting period, while holding all other assumptions constant.

Risk associated:	
Investment risk	The present value of the defined benefit plan liability is calculated using a discount rate determined by reference to Government Bonds Yield. If plan liability is funded and return on plan assets is below this rate, it will create a plan deficit.
Interest risk (discount rate risk)	A decrease in the bond interest rate (discount rate) will increase the plan liability.
Mortality risk	The present value of the defined benefit plan liability is calculated by reference to the best estimate of the mortality of plan participants. For this report we have used Indian Assured Lives Mortality (2012-2014) (31 December 2020: (2012-14) ultimate table). A change in mortality rate will have a bearing on the plan's liability.
Salary risk	The present value of the defined benefit plan liability is calculated with the assumption of salary increase rate of plan participants in future. Deviation in the rate of increase of salary in future for plan participants from the rate of increase in salary used to determine the present value of obligation will have a bearing on the plan's liability.



Summary of significant accounting policies and other explanatory information on the Consolidated Financial Statements for the year ended 31 December 2021

The following are maturity profile of Defined Benefit Obligations in future years (before adjusting fair value of plan assets):

(₹ in million, unless otherwise stated)

	Gratuity		Compensated Absences	
	31 December 2021	31 December 2020	31 December 2021	31 December 2020
(i) Weighted average duration of the defined benefit obligation	5.62 years -9.38 years	5.26 years -9.68 years	3 years- 6 years	3 years- 6 years
(ii) Expected cash flows over the years (valued on undiscounted basis):				
Duration (years)				
1	292.11	174.96	267.96	217.99
2 to 5	689.30	638.44	508.10	461.60
Above 5	1,990.58	1,948.57	268.85	254.77
	2,971.99	2,761.97	1,044.91	934.36

Defined contribution plan:

Contribution to defined contribution plans, recognised as expense for the year is as under:

Employer's contribution to provident and other funds ₹ 483.82 million (31 December 2020 ₹ 445.89 million), Refer note 34.

42. Earnings per share (EPS)

(₹ in million, unless otherwise stated)

	31 December 2021	31 December 2020
Profit attributable to the equity shareholders	6,940.52	3,289.95
Weighted average number of equity shares outstanding during the year for calculating basic earnings per share (nos.)*	433,033,080	433,033,080
Weighted average number of equity shares for calculating diluted earnings per share (nos.)*	433,033,080	433,033,080
Nominal value per equity shares (₹)	10.00	10.00
Basic earnings per share (₹)	16.03	7.60
Diluted earnings per share (₹)	16.03	7.60

*Previous year numbers are adjusted for bonus shares issued during the current year.

43. Dividend

(₹ in million)

	31 December 2021	31 December 2020
Interim dividend ₹ 2.50 per share (31 December 2020: ₹ 2.50 per share) by Holding company	1,082.58	721.72

With effect from 01 April 2020, the holding company is not required to pay Dividend Distribution Tax ("DDT") on any amount declared, distributed or paid by such company by way of dividend.

Summary of significant accounting policies and other explanatory information on the Consolidated Financial Statements for the year ended 31 December 2021

44. Contingent liabilities and commitments

(₹ in million)

	As at 31 December 2021	As at 31 December 2020
a. Guarantee issued to third party by subsidiaries for business purposes	79.27	81.02
b. Claims against the Group not acknowledged as debts (being contested):		
i. Goods and Service Tax	6.78	4.23
ii. For excise and service tax	174.22	198.81
iii. For Customs	90.75	90.75
iv. For sales tax (VAT)/entry tax	1,401.97	1,296.62
v. For income tax	515.05	507.46
vi. Others*	561.19	509.04

*excludes pending matters where amount of liability is not ascertainable.

45. Capital commitments

(₹ in million)

	As at 31 December 2021	As at 31 December 2020
Estimated amount of contracts remaining to be executed on capital account and not provided for (net of advances ₹ 1,656.35 (31 December 2020 ₹ 958.00))	5,024.12	1,929.55

46. Pursuant to transfer pricing legislations under the Income-tax Act, 1961, the Holding Company is required to use specified methods for computing arm's length price in relation to specified international and domestic transactions with its associated enterprises. Further, the Holding Company is required to maintain prescribed information and documents in relation to such transactions. The appropriate method to be adopted will depend on the nature of transactions/ class of transactions, class of associated persons, functions performed and other factors, which have been prescribed. The Holding Company is in the process of updating its transfer pricing documentation for the current financial year. Based on the preliminary assessment, the management is of the view that the update would not have a material impact on the tax expense recorded in these consolidated financial statements. Accordingly, these consolidated financial statements do not include any adjustments for the transfer pricing implications, if any.

47. Related party disclosures (as per Ind AS-24)

Following are the related parties and transactions entered with related parties for the relevant financial year:

(i) List of related parties and relationships:-

I. Key managerial personnel (KMPs)

Mr. Ravi Kant Jaipuria	Non-executive chairman and Karta of Ravi Kant Jaipuria & Sons (HUF), till 19 February 2021
Mr. Varun Jaipuria	Whole Time Director
Mr. Raj Pal Gandhi	Whole Time Director
Mr. Rajinder Jeet Singh Bagga	Whole Time Director
Mr. Kapil Agarwal	Chief Executive Officer and Whole Time Director
Mr. Vikas Bhatia (till 02 August 2021)	Chief Financial Officer
Mr. Pradeep Khushalchand Sardana	Non-executive independent director
Mr. Naresh Kumar Trehan	Non-executive independent director
Mrs. Sita Khosla	Non-executive independent director
Dr. Ravi Gupta	Non-executive independent director

Summary of significant accounting policies and other explanatory information on the Consolidated Financial Statements for the year ended 31 December 2021

Mrs. Rashmi Dhariwal	Non-executive independent director
Mr. Ravi Batra	Company secretary
Mr. Rajesh Chawla (w.e.f. 02 August 2021)	Chief Financial Officer
Mr. Mahavir Prasad Garg	Company secretary of the parent, namely RJ Corp Limited

II. Parent and ultimate parent

RJ Corp Limited	Parent
Ravi Kant Jaipuria & Sons (HUF) (till 19 February 2021)	Ultimate parent

III. Fellow subsidiaries and entities controlled by parent and ultimate parent*

Devyani International Limited
 Devyani Food Industries Limited
 Alisha Retail Private Limited (till 19 February 2020)
 Varun Food and Beverages Zambia Limited
 Varun Developers Private Limited
 Wellness Holdings Limited
 SVS India Private Limited
 Diagno Labs Private Limited
 Lineage Healthcare Limited (till 19 February 2021)
 Ole Marketing (Private) Limited
 Devyani Food Industries (Kenya) Limited
 Devyani Airport Services (Mumbai) Private Limited
 Devyani International Nepal Private Limited

IV. Relatives of KMPs*

Mrs. Dhara Jaipuria
 Mrs. Devyani Jaipuria
 Mrs. Aastha Agarwal
 Mr. Ravindra Dhariwal
 Mr. Kaustubh Agarwal

V. Entities in which a director or his/her relative is a member/director/trustee*

Champa Devi Jaipuria Charitable Trust
 Mala Jaipuria Foundation (Trust)
 SMV Beverages Private Limited
 Alisha Torrent Closures (India) Private Limited
 Lineage Healthcare Limited
 (w.e.f. 20 February 2021)
 Jai Beverages Private Limited
 Medanta Institute of Education and Research
 RJ Foundation (Trust)

VI. Entities which are post employment benefits plans

VBL Employees' Gratuity Trust

*With whom the Group had transactions during the current year and previous year.

Summary of significant accounting policies and other explanatory information on the Consolidated Financial Statements for the year ended 31 December 2021

(ii) Terms and conditions of transactions with related parties

The transactions with related parties are made in the ordinary course of business and on terms equivalent to those that prevail in arm's length transactions. Outstanding balances at the year-end are unsecured and settlement occurs in cash. This assessment is undertaken each in financial year through examining the financial position of the related party and the market in which the related party operates.

(iii) Transactions with KMPs (Refer note 47A)

(iv) Transactions with other related parties (Refer note 47B)

47A. Transactions with KMPs

(₹ in million)

		For year ended 2021	For year ended 2020
I.	Remuneration paid		
	Mr. Varun Jaipuria	48.39	43.65
	Mr. Raj Pal Gandhi	63.47	41.56
	Mr. Kapil Agarwal	78.35	68.31
	Mr. Rajesh Chawla	3.40	-
	Mr. Ravi Batra	10.99	9.13
	Mr. Rajinder Jeet Singh Bagga [^]	38.80	31.55
	Mr. Mahavir Prasad Garg [^]	2.21	3.09
	Mr. Vikas Bhatia	18.49	22.53
II.	Director sitting fees paid		
	Mr. Pradeep Khushalchand Sardana	0.40	0.40
	Mrs. Sita Khosla	0.90	0.90
	Dr. Ravi Gupta	1.30	1.00
	Mrs. Rashmi Dhariwal	1.20	1.30
III.	Dividend paid		
	Mr. Varun Jaipuria	183.66	126.66
	Mr. Raj Pal Gandhi	2.29	1.53
	Mr. Kapil Agarwal	1.54	1.03
	Mr. Ravi Kant Jaipuria	202.06	-
	Mr. Rajinder Jeet Singh Bagga	0.49	0.32
	Mr. Vikas Bhatia	-	0.02
	Mr. Pradeep Khushalchand Sardana	0.00*	-
IV.	Commission paid to non-executive director		
	Mr. Ravi Kant Jaipuria	73.46	-
V.	Defined benefit obligation for KMP (cumulative)		
i.	Gratuity		
	Mr. Varun Jaipuria	42.82	43.73
	Mr. Raj Pal Gandhi	46.10	47.13
	Mr. Kapil Agarwal	66.68	61.97
	Mr. Ravi Batra	2.07	1.26
	Mr. Mahavir Prasad Garg	0.51	0.32
	Mr. Rajinder Jeet Singh Bagga	33.66	23.43
	Mr. Vikas Bhatia	-	0.02
	Mr. Rajesh Chawla	0.17	-

*Rounded off to Nil.

[^]Net of reimbursement

Summary of significant accounting policies and other explanatory information on the Consolidated Financial Statements for the year ended 31 December 2021

(₹ in million)

		For year ended 2021	For year ended 2020
ii.	Compensated absences		
	Mr. Varun Jaipuria	17.32	14.82
	Mr. Raj Pal Gandhi	13.97	14.58
	Mr. Kapil Agarwal	17.83	18.53
	Mr. Ravi Batra	1.89	1.56
	Mr. Rajesh Chawla	0.38	-
	Mr. Vikas Bhatia	-	1.42
	Mr. Mahavir Prasad Garg	0.66	0.61
	Mr. Rajinder Jeet Singh Bagga	10.39	7.52
VI.	Bonus share issued (Face value of ₹ 10 each)		
	Mr. Varun Jaipuria	244.87	-
	Mr. Raj Pal Gandhi	3.06	-
	Mr. Kapil Agarwal	2.05	-
	Mr. Ravi Kant Jaipuria	269.41	-
	Mr. Pradeep Khushalchand Sardana	0.01	-
	Mr. Vikas Bhatia	0.04	-
	Mr. Rajinder Jeet Singh Bagga	0.65	-
VII.	Balances (payable)/ receivable outstanding at the end of the year, net		
	Mr. Varun Jaipuria	(2.02)	(2.15)
	Mr. Raj Pal Gandhi	(1.26)	(1.48)
	Mr. Kapil Agarwal	(2.92)	(2.63)
	Mr. Rajinder Jeet Singh Bagga	(1.99)	(1.31)
	Mr. Ravi Batra	(0.49)	(0.50)
	Mr. Mahavir Prasad Garg	(0.29)	(0.22)
	Mr. Rajesh Chawla	(0.41)	-
	Mr. Vikas Bhatia	-	(0.66)

Summary of significant accounting policies and other explanatory information on the Consolidated Financial Statements for the year ended 31 December 2021

47B. Transactions with related parties

(₹ in million)

Description	Parent and ultimate parent		Fellow subsidiaries and entities controlled by parent and ultimate parent		Relatives of KMPs		Entities in which a director or his/her relative is a member/director/trustee		Entities which are post employment benefits plans		Total	
	For year ended		For year ended		For year ended		For year ended		For year ended		For year ended	
	2021	2020	2021	2020	2021	2020	2021	2020	2021	2020	2021	2020
Sale of goods												
- SMV Beverages Private Limited	-	-	-	-	-	-	141.84	98.27	-	-	141.84	98.27
- Alisha Torrent Closures (India) Private Limited	-	-	-	-	-	-	26.43	20.51	-	-	26.43	20.51
- Devyani Food Industries (Kenya) Limited	-	-	13.79	19.18	-	-	-	-	-	-	13.79	19.18
- Jai Beverages Private Limited	-	-	-	-	-	-	160.58	548.63	-	-	160.58	548.63
- Devyani International Limited	-	-	40.59	32.49	-	-	-	-	-	-	40.59	32.49
- Devyani Food Industries Limited	-	-	17.66	8.44	-	-	-	-	-	-	17.66	8.44
- Lineage Healthcare Limited	-	-	-	0.05	-	-	0.07	-	-	-	0.07	0.05
- Devyani Airport Services (Mumbai) Private Limited	-	-	2.21	1.58	-	-	-	-	-	-	2.21	1.58
- Devyani International Nepal Private Limited	-	-	-	2.50	-	-	-	-	-	-	-	2.50
Sale of raw materials and stores												
- Devyani Food Industries (Kenya) Limited	-	-	-	4.74	-	-	-	-	-	-	-	4.74
- RJ Foundation (Trust)	-	-	-	-	-	-	1.53	-	-	-	1.53	-
- Jai Beverages Private Limited	-	-	-	-	-	-	3.38	0.00*	-	-	3.38	0.00*
- Devyani Food Industries Limited	-	-	40.49	32.76	-	-	-	-	-	-	40.49	32.76
- SMV Beverages Private Limited	-	-	-	-	-	-	149.22	58.23	-	-	149.22	58.23
Purchase of goods												
- Varun Food and Beverages Zambia Limited	-	-	-	84.40	-	-	-	-	-	-	-	84.40
- SMV Beverages Private Limited	-	-	-	-	-	-	488.79	263.65	-	-	488.79	263.65
- Devyani Food Industries Limited	-	-	279.02	251.62	-	-	-	-	-	-	279.02	251.62
Purchase of raw materials and stores												
- SMV Beverages Private Limited	-	-	-	-	-	-	27.76	-	-	-	27.76	-
- Devyani Food Industries Limited	-	-	35.69	-	-	-	-	-	-	-	35.69	-
- Devyani Food Industries (Kenya) Limited	-	-	29.64	-	-	-	-	-	-	-	29.64	-
House keeping and cleaning charges paid												
- Varun Developers Private Limited	-	-	12.53	12.53	-	-	-	-	-	-	12.53	12.53

*Rounded off to Nil.



Summary of significant accounting policies and other explanatory information on the Consolidated Financial Statements for the year ended 31 December 2021

(₹ in million)

Description	Parent and ultimate parent		Fellow subsidiaries and entities controlled by parent and ultimate parent		Relatives of KMPs		Entities in which a director or his/her relative is a member/director/trustee		Entities which are post employment benefits plans		Total	
	For year ended		For year ended		For year ended		For year ended		For year ended		For year ended	
	2021	2020	2021	2020	2021	2020	2021	2020	2021	2020	2021	2020
Interest received/(paid)												
- SMV Beverages Private Limited	-	-	-	-	-	-	(4.00)	(4.00)	-	-	(4.00)	(4.00)
Contribution to corporate social responsibility activities												
- Mala Jaipuria Foundation	-	-	-	-	-	-	10.80	10.80	-	-	-	10.80
- Champa Devi Jaipuria Charitable Trust	-	-	-	-	-	-	20.00	20.00	-	-	-	20.00
- Medanta Institute of Education and Research	-	-	-	-	-	-	10.00	10.00	-	-	-	10.00
- RJ Foundation (Trust)	-	-	-	-	-	-	67.54	33.59	-	-	67.54	33.59
Professional charges paid												
- Mr. Ravindra Dhariwal	-	-	-	-	4.94	4.40	-	-	-	-	4.94	4.40
Travelling expenses paid												
- Wellness Holdings Limited	-	-	109.20	38.30	-	-	-	-	-	-	109.20	38.30
Contribution to gratuity trust												
- VBL Employees' Gratuity Trust	-	-	-	-	-	-	-	-	2.14	50.00	2.14	50.00
Dividend paid												
- RJ Corp Limited	299.75	199.83	-	-	-	-	-	-	-	-	299.75	199.83
- Ravi Kant Jaipuria & Sons (HUF)	-	134.70	-	-	-	-	-	-	-	-	-	134.70
- Mrs. Aastha Agarwal	-	-	-	-	0.38	0.25	-	-	-	-	0.38	0.25
- Mr. Kaustubh Agarwal	-	-	-	-	0.38	0.25	-	-	-	-	0.38	0.25
- Mrs. Dhara Jaipuria	-	-	-	-	0.01	0.01	-	-	-	-	0.01	0.01
- Mrs. Devyani Jaipuria	-	-	-	-	26.26	17.51	-	-	-	-	26.26	17.51
(Expenses incurred by the Company on behalf of others)/expenses incurred by others on behalf of the Company												
- Devyani International Limited	-	-	(3.13)	8.17	-	-	-	-	-	-	(3.13)	8.17
- RJ Corp Limited	(2.24)	(1.03)	-	-	-	-	-	-	-	-	(2.24)	(1.03)
- Devyani Food Industries (Kenya) Limited	-	-	(0.47)	(1.94)	-	-	-	-	-	-	(0.47)	(1.94)
- Jai Beverages Private Limited	-	-	-	-	-	-	0.07	0.07	-	-	0.07	-

Summary of significant accounting policies and other explanatory information on the Consolidated Financial Statements for the year ended 31 December 2021

(₹ in million)

Description	Parent and ultimate parent		Fellow subsidiaries and entities controlled by parent and ultimate parent		Relatives of KMPs		Entities in which a director or his/her relative is a member/director/trustee		Entities which are post employment benefits plans		Total	
	For year ended		For year ended		For year ended		For year ended		For year ended		For year ended	
	2021	2020	2021	2020	2021	2020	2021	2020	2021	2020	2021	2020
- Devyani Food Industries Limited	-	-	(14.95)	1.27	-	-	-	-	-	-	(14.95)	1.27
- SMV Beverages Private Limited	-	-	-	-	-	-	0.02	0.00*	-	-	0.02	0.00*
- Alisha Torrent Closures (India) Private Limited	-	-	-	-	-	-	-	(0.20)	-	-	-	(0.20)
Amount paid by Company on behalf of others/ (amount paid by others on behalf of the Company)												
- SMV Beverages Private Limited	-	-	-	-	-	-	0.02	2.49	-	-	0.02	2.49
Licence fee paid												
- Devyani Food Industries Limited	-	-	1.24	1.20	-	-	-	-	-	-	1.24	1.20
Purchase of fixed assets												
- SMV Beverages Private Limited	-	-	-	-	-	-	-	15.00	-	-	-	15.00
- Varun Food and Beverages Zambia Limited	-	-	-	756.64 [^]	-	-	-	-	-	-	-	756.64 [^]
Advance paid for acquisition of assets												
- SMV Beverages Private Limited	-	-	-	-	-	-	50.40	30.00	-	-	50.40	30.00
Rent/ lease charges paid/(received)												
- RJ Corp Limited	112.69	112.35	-	-	-	-	-	-	-	-	112.69	112.35
- Devyani Food Industries Limited	-	-	(3.97)	(1.33)	-	-	-	-	-	-	(3.97)	(1.33)
- Ravi Kant Jaipuria & Sons (HUF)	1.28	7.57	-	-	-	-	-	-	-	-	1.28	7.57
- SMV Beverages Private Limited	-	-	1.20	1.20	-	-	27.00	27.00	-	-	27.00	27.00
- SVS India Private Limited	-	-	-	-	-	-	-	-	-	-	1.20	1.20
- Mrs. Dhara Jaipuria	-	-	-	-	0.72	2.83	-	-	-	-	0.72	2.83
- Alisha Torrent Closures (India) Private Limited	-	-	-	-	-	-	(1.36)	(0.86)	-	-	(1.36)	(0.86)
IT infrastructure support fee												
- Devyani Food Industries Limited	-	-	5.57	4.98	-	-	-	-	-	-	5.57	4.98
- RJ Corp Limited	0.03	-	-	-	-	-	-	-	-	-	0.03	-
- Devyani Food Industries (Kenya) Limited	-	-	1.20	-	-	-	0.43	-	-	-	1.20	-
- Diagno Labs Private Limited	-	-	-	-	-	-	-	-	-	-	0.43	-
- Varun Food and Beverages Zambia Limited	-	-	-	0.34	-	-	-	-	-	-	-	0.34
- Devyani International Limited	-	-	1.40	1.70	-	-	-	-	-	-	1.40	1.70

[^]Rounded off to Nil.

[^]excluding bank charges paid amounting to ₹ 4.31 million



Summary of significant accounting policies and other explanatory information on the Consolidated Financial Statements for the year ended 31 December 2021

(₹ in million)

Description	Parent and ultimate parent		Fellow subsidiaries and entities controlled by parent and ultimate parent		Relatives of KMPs		Entities in which a director or his/her relative is a member/director/trustee		Entities which are post employment benefits plans		Total	
	For year ended		For year ended		For year ended		For year ended		For year ended		For year ended	
	2021	2020	2021	2020	2021	2020	2021	2020	2021	2020	2021	2020
Capital commitments												
- SMV Beverages Private Limited	-	-	-	-	-	-	201.60	252.00	-	-	201.60	252.00
Bonus share issued (Face value of ₹ 10 each)												
- RJ Corp Limited	399.67	-	-	-	-	-	-	-	-	-	399.67	-
- Mrs. Aastha Agarwal	-	-	-	-	0.50	-	-	-	-	-	0.50	-
- Mr. Kaustubh Agarwal	-	-	-	-	0.50	-	-	-	-	-	0.50	-
- Mrs. Dhara Jaipuria	-	-	-	-	0.02	-	-	-	-	-	0.02	-
- Mrs. Devyani Jaipuria	-	-	-	-	35.01	-	-	-	-	-	35.01	-
Balances outstanding at the end of the year, net Receivable/(payable), net												
- Devyani International Limited	-	-	5.03	10.35	-	-	-	-	-	-	5.03	10.35
- RJ Corp Limited	35.82	35.49	-	-	-	-	-	-	-	-	35.82	35.49
- Mrs. Dhara Jaipuria	-	-	-	-	-	1.27	-	-	-	-	-	1.27
- Wellness Holdings Limited	-	-	(12.22)	(9.77)	-	-	-	-	-	-	(12.22)	(9.77)
- Devyani International Nepal Private Limited	-	-	-	0.35	-	-	0.02	-	-	-	0.02	0.35
- Lineage Healthcare Limited	-	-	-	-	-	-	-	-	-	-	-	-
- Ole Marketing (Private) Limited	-	-	-	37.80	-	-	-	-	-	-	-	37.80
- SMV Beverages Private Limited	-	-	-	-	-	-	56.93	47.53	-	-	56.93	47.53
- Diagno Labs Private Limited	-	-	-	-	-	-	0.50	-	-	-	0.50	-
- Devyani Food Industries (Kenya) Limited	-	-	1.93	21.89	-	-	-	-	-	-	1.93	21.89
- Alisha Torrent Closures (India) Private Limited	-	-	-	-	-	-	10.64	9.02	-	-	10.64	9.02
- Devyani Airport Services (Mumbai) Private Limited	-	-	0.05	0.26	-	-	-	1.22	-	-	0.05	0.26
- Jai Beverages Private Limited	-	-	-	-	-	-	0.01	-	-	-	0.01	-
- Devyani Food Industries Limited	-	-	(32.38)	(21.83)	-	-	-	-	-	-	(32.38)	(21.83)
- Varun Food and Beverages Zambia Limited	-	-	(18.04)	(78.06)	-	-	-	-	-	-	(18.04)	(78.06)

Summary of significant accounting policies and other explanatory information on the Consolidated Financial Statements for the year ended 31 December 2021

48. Disclosure on lease transactions pursuant to Ind AS 116 - Leases

The Group lease asset class primarily consists of leases for land, buildings, plant and equipments and vehicles. With the exception of short-term leases, leases of low-value and cancellable long-term leases underlying assets, each lease is reflected on the balance sheet as a right of use asset and a lease liability.

Lease liabilities are measured at the present value of the remaining lease payments, discounted using the weighted average borrowing rate on the date of adoption, i.e., 5.44% - 10.00% (31 December 2020: 5.50% - 10.00%).

Each lease generally imposes a restriction that, unless there is a contractual right for the Group to sublet the asset to another party, the right of use asset can only be used by the Group. Leases are either non-cancellable or may only be cancelled by incurring a substantive termination fee. Some leases contain an option to extend the lease for a further term. The Group is prohibited from selling or pledging the underlying leased assets as security against the Group's other debts and liabilities.

- i. Lease liabilities are presented in the balance sheet as under:

(₹ in million)

	As at 31 December 2021	As at 31 December 2020
Current maturities of lease liabilities (Refer note 26)	136.02	102.26
Non-current lease liabilities (Refer note 22B)	312.63	244.39
Total	448.65	346.65

- ii. The recognised right of use assets relate to land, buildings, plant and equipments and vehicles are as provided below:

(₹ in million)

	As at 31 December 2021	As at 31 December 2020
Balance at the beginning of the year	5,552.08	-
Addition on account of transition to Ind AS 116 (Refer note 4)	-	5,555.27
Additions for the year	341.37	239.70
Government grant related to asset received	-	(6.37)
Disposals for the year	-	(1.55)
Depreciation charge for the year	(217.38)	(204.76)
Exchange differences on translation of foreign operations	51.92	(30.21)
Balance at the end of the year	5,727.99	5,552.08

- iii. The following are amounts recognised in Consolidated Statement of Profit and Loss:

(₹ in million)

	Year ended 31 December 2021	Year ended 31 December 2020
Depreciation charge on right of use assets	217.38	204.76
Interest expense on lease liabilities	30.50	29.56
Total	247.87	234.32

Summary of significant accounting policies and other explanatory information on the Consolidated Financial Statements for the year ended 31 December 2021

iv. Lease payments not recognised as a liability

The Group has elected not to recognise a lease liability for short term leases (leases with an expected term of 12 months or less), non-cancellable long-term leases and for leases of low value assets. Payments made under such leases are expensed on a straight-line basis. The expense relating to payments not included in the measurement of the lease liability for short term leases is ₹ 821.26 (31 December 2020: ₹ 759.00 million).

v. Refer Consolidated Cash Flow Statement for total cash outflow for leases for the year ended 31 December 2021 and 31 December 2020.

vi. Maturity of lease liabilities

Future minimum lease payments for year ended 31 December 2021 were as follows:

(₹ in million)

	Lease payments	Interest expense	Net Present value*
Not later than 1 year	163.45	26.14	136.02
Later than 1 year not later than 5 years	256.53	56.43	196.05
Later than 5 years	529.00	412.41	116.59
Total	948.98	494.98	448.65

*Includes exchange differences on translation of foreign operations of ₹ 5.35 million

Future minimum lease payments for year ended 31 December 2020 were as follows:

(₹ in million)

	Lease payments	Interest expense	Net Present value *
Not later than 1 year	116.45	22.29	102.26
Later than 1 year not later than 5 years	202.60	50.04	152.81
Later than 5 years	341.65	248.06	91.58
Total	660.70	320.39	346.65

*Includes exchange differences on translation of foreign operations of ₹ 6.34 million

49. Segment reporting

The business activity of the Group predominantly fall within a single reportable business segment viz manufacturing and sale of beverages. There are no separate reportable business segments. As part of reporting for geographical segments, the Group operates in two principal geographical areas of the world, i.e., within India and other countries (outside India). The aforesaid is in line with review of operating results by the chief operating decision maker. The sale of products of the Group is seasonal.

The following table presents segment non-current assets, revenue from external customers regarding geographical segments:

(₹ in million)

	As at 31 December 2021	As at 31 December 2020
Non-current assets*		
- Within India	57,125.93	54,564.60
- Outside India	12,787.13	11,493.18

*excluding financial instruments, deferred tax assets and post-employment benefit assets.

Summary of significant accounting policies and other explanatory information on the Consolidated Financial Statements for the year ended 31 December 2021

(₹ in million)

	As at 31 December 2021	As at 31 December 2020
Revenue from external customers		
- Within India	65,448.50	48,283.53
- Outside India	24,134.41	17,274.38

50. Dues to Micro and Small Enterprises

The dues to micro and small enterprises as required under the Micro, Small and Medium Enterprises Development Act (“MSMED”), 2006 to the extent information available with the Holding Company is given below:

(₹ in million)

Particulars	31 December 2021	31 December 2020
The principal amount and the interest due thereon remaining unpaid to any supplier as at the end of each accounting year		
Principal amount due to micro and small enterprises	342.85	93.70
Interest due on above	1.32	0.28
The amount of interest paid by the buyer in terms of section 16 of the MSMED Act, 2006 along with the amounts of the payment made to the supplier beyond the appointed day during each accounting year*	299.00	670.87
The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under the MSMED Act, 2006.	3.83	2.62
The amount of interest accrued and remaining unpaid at the end of each accounting year	9.73	4.58
The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise for the purpose of disallowance as a deductible expenditure under section 23 of the MSMED Act, 2006	9.73	4.58

*includes principal amounting to ₹ 299.00 million (31 December 2020: ₹ 670.87 million).

51. Acquisition of Subsidiary during the year

On 31 December 2021, the Holding Company had acquired 99.90% stake in Varun Beverages RDC SAS. The total consideration transferred in cash is ₹ 0.74 millions.

52. The Holding Company follows calendar year as its financial year as approved by the Company Law Board, New Delhi.

53. Share-based payments

Employee Stock Option Plan 2016 (“ESOP 2016”)

The ESOS 2016 (“the Scheme”) was approved by the Board of Directors and the shareholders on 27 April 2016. The Scheme entitles key managerial personnel and employees of the Holding Company and its subsidiaries to purchase shares in the Holding Company at the stipulated exercise price, subject to compliance with vesting conditions. Stock options can be settled by issue of equity shares. No options under this Scheme have been granted in the current or previous years.

Summary of significant accounting policies and other explanatory information on the Consolidated Financial Statements for the year ended 31 December 2021

54. Financial instruments risk

Financials risk management objectives and policies

The Group is exposed to various risks in relation to financial instruments. The main types of financial risks are market risk, credit risk and liquidity risk.

The respective management of the Holding Company and other companies/entities comprising the Group monitors and manages the financial risks relating to the operations of the respective entity/company on a continuous basis. The Group's risk management is coordinated at head office, in close cooperation with the management of respective entity/company, and focuses on actively securing the short to medium-term cash flows and simultaneously minimising the exposure to volatile financial markets. Long-term financial investments are managed to generate lasting returns.

The Group does not engage in the trading of financial assets for speculative purposes. The most significant financial risks to which the Group is exposed are described below.

54.1 Market risk analysis

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. The Group is exposed to market risk through its use of financial instruments and specifically to foreign currency risk, interest rate risk and commodity price risk, which result from its operating, investing and financing activities. Contracts to hedge exposures in foreign currencies, interest rates etc. are entered into wherever considered necessary by the management.

Foreign currency risk

Foreign currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate because of changes in foreign exchange rates. The functional currency of the Holding Company is Indian Rupees ('INR' or '₹'). Most of the transactions of the Holding Company and other entities/companies are carried out in the respective local currency. Exposures to currency exchange rates mainly arise from the overseas operations and external commercial borrowings etc., which are primarily denominated in US Dollar ("USD"), Euro, Singapore Dollar ("SGD"), Pound Sterling ("GBP"), Sri Lanka Rupee ("LKR"), Moroccan Dirham ("MAD"), Nepalese Rupee ("NPR"), Zambian Kwacha ("ZMW") and Zimbabwe Dollar ("ZWL").

To mitigate its exposure to foreign currency risk, the Group continuously monitors non-INR cash flows and hedging contracts are entered into wherever considered necessary.

The carrying amounts of the Group's foreign currency denominated monetary items are restated at the end of each reporting period. Foreign currency denominated financial assets and liabilities which expose the Group to currency risk are as follows:

Summary of significant accounting policies and other explanatory information on the Consolidated Financial Statements for the year ended 31 December 2021

(₹ in million)

	USD	GBP	Euro	SGD	LKR	MAD	NPR	ZMW	ZWL~
31 December 2021									
Financial assets									
(i) Trade receivables	0.82	-	-	-	368.90	64.19	168.32	68.47	518.09
(ii) Loans	-	-	-	-	-	2.62	-	0.30	-
(iii) Others	0.16	-	-	-	-	-	49.66	0.18	5.35
(iv) Cash and cash equivalents	0.62	-	-	-	1,096.22	3.64	36.05	9.61	864.97
(v) Other bank balances	-	-	-	-	99.39	-	1,849.51	-	563.67
Total financial assets	1.60	-	-	-	1,564.51	70.45	2,103.54	78.56	1,952.08
Financial liabilities									
(i) Borrowings	-	-	4.85	16.56	-	108.22	111.18	62.64	103.23
(ii) Trade payables	6.73	0.00*	0.14	-	(62.07)	122.71	290.87	90.08	928.01
(iii) Other financial liabilities	2.08	-	0.70	0.03	898.92	47.93	247.43	26.31	75.24
Total financial liabilities	8.81	-	5.69	16.59	836.85	278.86	649.48	179.03	1,106.48
31 December 2020									
Financial assets									
(i) Trade receivables	0.73	-	-	-	420.51	54.01	138.42	49.54	306.77
(ii) Loans	-	-	-	-	-	2.08	-	0.25	-
(iii) Others	0.31	0.01	1.55	-	-	0.00*	24.04	1.47	0.98
(iv) Cash and cash equivalents	0.43	-	-	-	218.53	4.16	465.25	7.10	150.44
(v) Other bank balances	-	-	-	-	98.76	-	882.91	-	172.78
Total financial assets	1.47	0.01	1.55	-	737.80	60.25	1,510.62	58.36	630.97
Financial liabilities									
(i) Borrowings	-	-	2.18	33.13	255.94	52.78	4.71	72.48	67.27
(ii) Trade payables	3.76	0.00*	0.06	-	445.29	85.71	687.24	131.88	718.90
(iii) Other financial liabilities	0.64	-	1.15	0.06	214.04	26.90	282.08	26.67	648.91
Total financial liabilities	4.40	-	3.39	33.19	915.27	165.39	974.03	231.03	1,435.08

*Rounded off to Nil.

-Refer note 40 for change in functional currency in Varun Beverages (Zimbabwe) (Private) Limited.

Summary of significant accounting policies and other explanatory information on the Consolidated Financial Statements for the year ended 31 December 2021

The foreign currency sensitivity of profit and equity in regards to the Group's financial assets and financial liabilities considering 'all other things being equal' and ignoring the impact of taxation. It assumes a +/- 1% change of the respective countries exchange rates (i.e. local currency to foreign currency) for the year ended at 31 December 2021 (31 December 2020: +/-1%). These are the sensitivity rates used when reporting foreign currency exposures internally to the key management personnel and represents respective management's assessment of the reasonably possible changes in the foreign exchange rates. The sensitivity analysis includes only outstanding foreign currency denominated monetary items at end of each period reported upon. A positive number indicates an increase in profit or equity and vice-versa.

If the INR had strengthened against the USD by 1% (31 December 2020: 1%), LKR by 1% (31 December 2020: 1%), GBP by 1% (31 December 2020: 1%), SGD by 1% (31 December 2020: 1%) and Euro by 1% (31 December 2020: 1%), the following would have been the impact:

(₹ in million)

	Profit for the year		Equity	
	31 December 2021	31 December 2020	31 December 2021	31 December 2020
USD	5.34	2.14	5.34	2.14
GBP	0.00*	(0.00)*	0.00*	(0.00)*
Euro	4.78	1.65	4.78	1.65
SGD	9.14	18.34	9.14	18.34
LKR	(2.64)	0.69	(2.64)	0.69
MAD	16.52	8.52	16.52	8.52
NPR	(9.08)	(3.35)	(9.08)	(3.35)
ZMW	4.47	5.95	4.47	5.95
ZWL	(5.78)	7.18	(5.78)	7.18

*Rounded off to Nil.

If the INR had weakened against the USD by 1% (31 December 2020: 1%), LKR by 1% (31 December 2020: 1%), GBP by 1% (31 December 2020: 1%), SGD by 1% (31 December 2020: 1%) and Euro by 1% (31 December 2020: 1%), the following would have been the impact:

(₹ in million)

	Loss for the year		Equity	
	31 December 2021	31 December 2020	31 December 2021	31 December 2020
USD	(5.34)	(2.14)	(5.34)	(2.14)
GBP	(0.00)*	0.00*	(0.00)*	0.00*
Euro	(4.78)	(1.65)	(4.78)	(1.65)
SGD	(9.14)	(18.34)	(9.14)	(18.34)
LKR	2.64	(0.69)	2.64	(0.69)
MAD	(16.52)	(8.52)	(16.52)	(8.52)
NPR	9.08	3.35	9.08	3.35
ZMW	(4.47)	(5.95)	(4.47)	(5.95)
ZWL	5.78	(7.18)	5.78	(7.18)

*Rounded off to Nil.

Summary of significant accounting policies and other explanatory information on the Consolidated Financial Statements for the year ended 31 December 2021

Exposures to foreign exchange rates vary during the year depending on the volume of the overseas transactions. Nonetheless, the analysis above is considered to be representative of the Group's exposure to currency risk.

Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Group's policy is to minimise interest rate cash flow risk exposures on long-term financing. The Group is exposed to changes in market interest rates as some of the bank and other borrowings are at variable interest rates.

The following table illustrates the sensitivity of profit and equity to a reasonably possible change in interest rates of +/- 1% (31 December 2020: +/- 1%). These changes are considered to be reasonably possible based on management's assessment. The calculations are based on a change in the average market interest rate for each period, and the financial instruments held at each reporting date that are sensitive to changes in interest rates. All other variables are held constant.

(₹ in million)

	Profit/(loss) for the year		Equity	
	+1%	-1%	+1%	-1%
31 December 2021	(217.02)	217.02	(217.02)	217.02
31 December 2020	(197.13)	197.13	(197.13)	197.13

Commodity price risk

The Group is affected by the price volatility of certain commodities. Its operating activities require the ongoing purchase of sugar and pet chips and therefore require a continuous supply. In view of volatility of price of sugar and pet chips, the Group also executes into various advance purchase contracts.

Commodity price sensitivity

The following tables shows the effect of price change in sugar and pet chips

(₹ in million)

Particulars	Change in yearly average price	Effect on profit/(loss) before tax		Effect on equity	
31 December 2021					
Sugar	+/-1%	(107.54)	107.54	(107.54)	107.54
Pet chips	+/-1%	(52.51)	52.51	(52.51)	52.51
31 December 2020					
Sugar	+/-1%	(75.00)	75.00	(75.00)	75.00
Pet chips	+/-1%	(35.09)	35.09	(35.09)	35.09

Other price sensitivity

The Group is not exposed to any listed equity or listed debt price risk as it does not hold any investments in listed entities.

54.2 Credit risk analysis

Credit risk is the risk that a counterparty fails to discharge an obligation to the Group. The Group is operating through a network of distributors and other distribution partners based at different locations. The Group is exposed to this risk for various financial instruments, for example loans granted, receivables from customers, deposits placed etc. The Group's maximum exposure to credit risk is limited to the carrying amount of financial assets recognised at end of each reporting period, as summarised below:

Summary of significant accounting policies and other explanatory information on the Consolidated Financial Statements for the year ended 31 December 2021

(₹ in million)

Particulars	As at 31 December 2021	As at 31 December 2020
Classes of financial assets-carrying amounts:		
Investments (non-current)	0.01	0.01
Loans (non-current and current)	507.13	518.05
Others non-current financial assets	8.04	1.21
Trade receivables	2,212.49	2,417.97
Cash and cash equivalents	1,507.50	1,045.58
Bank balances (other than those classified as cash and cash equivalents above)	1,858.72	854.92
Others current financial assets	2,276.86	1,670.04
	8,370.75	6,507.78

The Group continuously monitors receivables and defaults of customers and other counterparties, and incorporates this information into its credit risk controls. Appropriate security deposits are kept against the supplies to customers and balances are reconciled at regular intervals. The Group's policy is to deal only with creditworthy counterparties.

In respect of trade and other receivables, the Group is not exposed to any significant credit risk exposure to any single counterparty. Trade receivables consist of a large number of customers of various scales and in different geographical areas. Based on historical information about customer default rates, management considers the credit quality of trade receivables. In case the receivables are not recovered even after regular follow up, measures are taken to stop further supplies to the concerned customer. The expected credit loss is based on the five years historically observed default rates over the expected life of the trade receivables and is adjusted for forward looking estimates.

Movement in expected credit loss allowance on trade receivables and capital advances:-

(₹ in million)

	As at 31 December 2021	As at 31 December 2020
Balance as at beginning of the year	435.33	795.38
Loss allowance measured at lifetime expected credit loss	58.92	53.09
Adjusted/Written off during the year	-	(402.34)
Foreign currency translation reserve	1.11	(10.80)
Balance at the end of the year	495.36	435.33

The credit risk for cash and cash equivalents, bank deposits including interest accrued thereon and Government grant receivables is considered negligible, since the counterparties are reputable banks with high quality external credit ratings and State Government bodies.

In respect of financial guarantees provided by the Group, the maximum exposure to which the Group is exposed to is the maximum amount which it would have to pay if the guarantee is called upon. Based on the expectation at the end of each reporting period, the Group considers that it is more likely than not that such an amount will not be payable under the guarantees provided.

Summary of significant accounting policies and other explanatory information on the Consolidated Financial Statements for the year ended 31 December 2021

54.3 Liquidity risk analysis

Liquidity risk is that the Group might be unable to meet its obligations. The Group manages its liquidity needs by monitoring scheduled debt servicing payments for long-term financial liabilities and considering the maturity profiles of financial assets and other financial liabilities as well as forecast of operational cash inflows and outflows. Liquidity needs are monitored in various time bands, on a day-to-day basis, a week-to-week basis and a month-to-month basis. Long-term liquidity needs for a 180-day and a 360-day lookout period are identified monthly. Net cash requirements are compared to available borrowing facilities in order to determine headroom or any shortfalls.

Funding for long-term liquidity needs is additionally secured by an adequate amount of committed credit facilities and the Group's ability to avail further credit facilities subject to creation of requisite charge on its assets. The Group assessed the concentration of risk with respect to refinancing its debt and concluded it to be low.

As at 31 December 2021, the Group's non-derivative financial liabilities have contractual maturities as summarised below:

(₹ in million)

31 December 2021	1 to 12 months	1 to 5 years	Later than 5 years
Borrowings (current and non-current)	15,285.68	17,578.69	554.58
Trade payables	7,117.53	-	-
Other financial liabilities (current and non-current)	4,065.68	196.05	116.58
Total	26,468.89	17,774.74	671.16

This compares to the maturity of the Group's non-derivative financial liabilities in the previous reporting periods as follows:

(₹ in million)

31 December 2020	1 to 12 months	1 to 5 years	Later than 5 years
Borrowings (current and non-current)	12,262.75	19,796.22	-
Trade payables	5,113.85	-	-
Other financial liabilities (current)	3,419.34	152.81	91.58
Total	20,795.94	19,949.03	91.58

As at 31 December 2021, the contractual cash flows (excluding interest thereon) of the Group's derivative financial instruments are as follows:

(₹ in million)

31 December 2021	1 to 12 months	1 to 5 years
Cross currency interest rate swap	911.78	-

This compares to the contractual cash flows (excluding interest thereon) of the Group's derivative financial instruments in the previous year as follows:

(₹ in million)

31 December 2020	1 to 12 months	1 to 5 years
Cross currency interest rate swap	914.08	914.08

54.4 Risk due to outbreak of Covid-19 pandemic

The outbreak of Coronavirus disease (COVID-19) pandemic worldwide has caused significant disturbances and slowdown of economic activity. The lockdowns ordered by the Governments around the world has resulted in operating constraints leading to significant reduction in economic activities and also the business operation of

Summary of significant accounting policies and other explanatory information on the Consolidated Financial Statements for the year ended 31 December 2021

the Group in terms of sales. However, the recent phased unlocking ordered by the Governments around the world has resulted in signs of improvement in economic activities consequent to which our business operations have also shown uptick during the second half of the year. The Group has considered the possible effects that may result from the pandemic on the carrying amount of receivables including contract assets, goodwill, intangibles, inventories and investments. Based on the current indicators of future economic conditions, the management expects to recover the carrying amount of these assets. However, the Group will continue to closely monitor any material changes to future economic conditions depending upon how the situation evolve henceforth.

55. Fair value measurements

Financial instruments by categories

The carrying values and fair values of financial instruments by categories are as follows:

(₹ in million)

Particulars	Carrying value		Fair value	
	31 December 2021	31 December 2020	31 December 2021	31 December 2020
Financial assets				
Fair value through profit and loss ('FVTPL')				
(i) Non-current financial assets				
(i) Investment (non-current)	0.01	0.01	0.01	0.01
Amortised cost				
(i) Non-current financial assets				
(a) Loans	412.59	417.89	412.59	417.89
(b) Others	8.04	1.21	8.04	1.21
(ii) Current financial assets				
(a) Trade receivables	2,212.49	2,417.97	2,212.49	2,417.97
(b) Cash and cash equivalents	1,507.50	1,045.58	1,507.50	1,045.58
(c) Bank balances other than above	1,858.72	854.92	1,858.72	854.92
(d) Loans	94.54	100.16	94.54	100.16
(e) Others	2,276.86	1,670.04	2,276.86	1,670.04
Total	8,370.75	6,507.78	8,370.75	6,507.78
Financial liabilities				
FVTPL				
(i) Current financial liability				
(a) Liability for derivative contract	25.58	20.71	25.58	20.71
Amortised cost				
(i) Non-current borrowings (excluding those disclosed under FVTPL category above)	18,133.27	19,796.22	18,133.27	19,796.22
(ii) Other non-current financial liabilities	312.63	244.39	312.63	244.39
(iii) Current financial liabilities				
(a) Borrowings	6,284.92	7,138.58	6,284.92	7,138.58
(b) Trade payables	7,117.53	5,113.85	7,117.53	5,113.85
(c) Others	13,040.86	8,522.80	13,040.86	8,522.80
Total	44,914.79	40,836.55	44,914.79	40,836.55

Valuation technique to determine fair value

Cash and cash equivalents, other bank balances, trade receivables, other current financial assets, trade payables, current borrowings and other current financial liabilities approximate their carrying amounts largely due to the short-term maturities of these instruments. The fair value of the financial assets and liabilities is the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale.

Summary of significant accounting policies and other explanatory information on the Consolidated Financial Statements for the year ended 31 December 2021

The following methods and assumptions were used to estimate the fair values:

- The fair values of the long term borrowings, loans and other deferred payments are determined by using discounted cash flow method using the appropriate discount rate. The discount rate is determined using other similar instruments incorporating the risk associated.
- The Group executed derivative financial instruments such as cross currency interest rate swap being valued using valuation techniques, which employs use of market observable inputs. The Group uses mark to market valuation provided by bank for its valuation.

Fair value hierarchy

The financial assets measured at fair value are grouped into the fair value hierarchy as on 31 December 2021 and 31 December 2020 as follows: (also refer note 3(a))

(₹ in million)

31 December 2021	Date of valuation	Total	Fair value measurement using		
			Quoted prices in active markets (Level 1)	Significant observable inputs (Level 2)	Significant unobservable inputs (Level 3)
Assets measured at fair value:					
Investment (non-current)	31 December 2021	0.01	-	-	0.01

(₹ in million)

31 December 2021	Date of valuation	Total	Fair value measurement using		
			Quoted prices in active markets (Level 1)	Significant observable inputs (Level 2)	Significant unobservable inputs (Level 3)
Liabilities measured at fair value:					
Liability for derivative contract	31 December 2021	25.58	-	25.58	-

There have been no transfers of financial assets and financial liabilities between the levels during the year 2020.

(₹ in million)

31 December 2020	Date of valuation	Total	Fair value measurement using		
			Quoted prices in active markets (Level 1)	Significant observable inputs (Level 2)	Significant unobservable inputs (Level 3)
Assets measured at fair value:					
Investment (non-current)	31 December 2020	0.01	-	-	0.01

(₹ in million)

31 December 2020	Date of valuation	Total	Fair value measurement using		
			Quoted prices in active markets (Level 1)	Significant observable inputs (Level 2)	Significant unobservable inputs (Level 3)
Liabilities measured at fair value:					
Liability for derivative contract	31 December 2020	20.71	-	20.71	-

Summary of significant accounting policies and other explanatory information on the Consolidated Financial Statements for the year ended 31 December 2021

56. Capital management

For the purpose of the Group's capital management, capital includes issued equity share capital, securities premium and all other equity reserves attributable to the equity shareholders of the Group.

The Group's capital management objectives are:

- to ensure the Group's ability to continue as a going concern
- to provide an adequate return to shareholders by pricing products and services commensurately with the level of risk.

The Group manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants. To maintain or adjust the capital structure, the Group may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. The Group monitors capital using a gearing ratio, which is net debt divided by total capital plus net debt. The Group includes within net debt, non-current and current borrowings, deferred payment liabilities, current maturity of long-term debts and lease liabilities, less cash and cash equivalents, excluding discontinued operations, if any.

The amounts managed as capital by the Group for the reporting periods are summarised as follows:

(₹ in million)

Particulars	As at 31 December 2021	As at 31 December 2020
Non-current borrowings (Refer note 22A)	18,133.27	19,796.22
Current borrowings (Refer note 22C)	6,284.92	7,138.58
Lease liabilities (Refer note 22B)	312.63	244.39
Current maturities of lease liabilities (Refer note 26)	136.02	102.26
Current maturities of long-term debts (Refer note 26)	9,000.76	5,124.17
	33,867.60	32,405.62
Less: Cash and cash equivalents (Refer note 14)	(1,507.50)	(1,045.58)
Net debt (A)	32,360.10	31,360.04
Equity share capital (Refer note 20)	4,330.33	2,886.89
Other equity (Refer note 21)	36,468.75	32,353.12
Total capital (B)	40,799.08	35,240.01
Capital and net debt (C=A+B)	73,159.18	66,600.05
Gearing ratio (A/C)	44.23%	47.09%

Summary of significant accounting policies and other explanatory information on the Consolidated Financial Statements for the year ended 31 December 2021

In order to achieve this overall objective, the Group's capital management, amongst other things, aims to ensure that it meets financial covenants attached to the interest-bearing loans and borrowings that define capital structure requirements.

No changes were made in the objectives, policies or processes for managing capital during the years ended 31 December 2021 and 31 December 2020.

There is no breaches in the financial covenants of the borrowing that would permit the banks to immediately call loans and borrowings in the reporting periods.

57. Assets pledged as security

The carrying amount of assets pledged as security are:

(₹ in million)

Particulars	As at 31 December 2021	As at 31 December 2020
Inventories and trade receivable	13,633.94	10,286.32
Other bank deposits	1,198.50	1,121.71
Current loans	284.15	99.94
Other current financial assets	2,733.64	2,130.20
Other current assets	2,438.64	1,485.15
Other intangible assets	5,543.00	5,553.03
Property, plant and equipment (including capital work-in-progress)	54,236.68	54,682.74

58. Recent accounting pronouncements (Ind AS issued but not yet effective)

On 24 March 2021, the Ministry of Corporate Affairs ("MCA") through a notification, amended Schedule III of the Companies Act, 2013. The amendments revised Division I, II and III of Schedule III and are applicable to the Holding Company from accounting periods beginning on or after 01 January 2022.

The amendments are extensive and the Company is evaluating the requirements of the amendments to give effect to them as required by law. Since these amendments relates to disclosures in financial statements, it will not impact the financial position and results of the Company.



Summary of significant accounting policies and other explanatory information on the Consolidated Financial Statements for the year ended 31 December 2021

59. Additional information, as required to Consolidated Financial Statements pursuant to Schedule III to the Companies Act, 2013 (₹ in million)

Name of the company/entity	Net assets i.e., total assets minus total liabilities		Share of profit or loss		Share in other comprehensive income		Share in total comprehensive income	
	As % of consolidated net assets	Amount	As % of consolidated profit or loss	Amount	As % of consolidated comprehensive income	Amount	As % of total comprehensive income	
For the year ended 31 December 2021								
Holding Company								
Varun Beverages Limited	104.81%	43,986.21	65.61%	4,894.87	-18.82%	56.25	69.13%	4,951.12
Subsidiaries								
Varun Beverages (Nepal) Private Limited	3.98%	1,671.20	-3.59%	(268.18)	0.00%	-	-3.74%	(268.18)
Varun Beverages Lanka (Private) Limited (Consolidated)	4.86%	2,039.44	1.34%	100.17	-3.61%	10.78	1.55%	110.96
Varun Beverages Morocco SA	5.46%	2,293.44	-0.03%	(2.25)	0.00%	-	-0.03%	(2.25)
Varun Beverages (Zambia) Limited (Consolidated)	2.30%	963.34	7.87%	586.83	0.00%	-	8.19%	586.83
Varun Beverages (Zimbabwe) (Private) Limited	8.87%	3,723.70	30.10%	2,245.26	0.00%	-	31.35%	2,245.26
Lunarmech Technologies Private Limited [^]	2.12%	887.87	3.71%	276.99	-0.01%	0.03	3.87%	277.01
Varun Beverages RDC SAS	0.00%	0.74	0.00%	(0.00)	0.00%	-	0.00%	(0.00)
Minority interest in all subsidiaries	-2.78%	(1,167.89)	-6.97%	(520.00)	0.00%	0.01	-7.26%	(519.99)
Inter group eliminations	-29.62%	(12,431.08)	1.96%	146.83	122.44%	(365.93)	-3.06%	(219.10)
Total	100.00%	41,966.97	100.00%	7,460.52	100.00%	(298.86)	100.00%	7,161.66
For the year ended 31 December 2020								
Holding Company								
Varun Beverages Limited	111.79%	40,117.64	63.38%	2,264.30	14.08%	(87.94)	73.82%	2,176.36
Subsidiaries								
Varun Beverages (Nepal) Private Limited	6.25%	2,242.84	8.29%	296.31	0.00%	-	10.05%	296.31
Varun Beverages Lanka (Private) Limited (Consolidated)	5.73%	2,057.13	-0.77%	(27.60)	-0.31%	1.95	-0.87%	(25.64)
Varun Beverages Morocco SA	6.49%	2,329.00	-3.38%	(120.76)	0.00%	-	-4.10%	(120.76)
Varun Beverages (Zambia) Limited	0.84%	300.48	-13.59%	(485.62)	0.00%	-	-16.47%	(485.62)
Varun Beverages (Zimbabwe) (Private) Limited	5.28%	1,895.12	48.57%	1,735.39	0.00%	-	58.86%	1,735.39
Lunarmech Technologies Private Limited [^]	1.70%	610.86	4.42%	157.95	-0.02%	0.14	5.36%	158.08
Minority interest in all subsidiaries	-1.81%	(647.88)	-7.91%	(282.76)	-0.01%	0.06	-9.59%	(282.70)
Associate (as per equity method)								
Angelica Technologies Private Limited (Consolidated) [^]	0.00%	-	0.00%	-	0.00%	-	0.00%	-
Inter group eliminations	-36.27%	(13,017.30)	0.99%	35.50	86.26%	(538.72)	-17.07%	(503.22)
Total	100.00%	35,887.89	100.00%	3,572.71	100.00%	(624.51)	100.00%	2,948.20

[^]Refer note 6

Summary of significant accounting policies and other explanatory information on the Consolidated Financial Statements for the year ended 31 December 2021

60. The exceptional items for the previous year ended 31 December 2020 amounting to ₹ 665.29 million, represents write off of certain plant and equipment, glass bottles and plastic shells which are not in use at the Holding Company.

61. Subsequent to 31 December 2021-

- a) The Holding Company has incorporated a new wholly-owned subsidiary company i.e. “Varun Beverages International DMCC” in Dubai, United Arab Emirates by subscription of its 100% equity share capital for a consideration of ₹ 2.05 million to render business related management and technical services to the Company and its subsidiaries.
- b) The Holding Company has granted 94,650 and 3,000 stock options to eligible employees of the Company under the ESOS 2016 of face value of ₹ 10 each at exercise price of ₹ 907.00 and ₹ 897.00 per stock option respectively.

The accompanying notes are an integral part of the Consolidated financial statements. **For and on behalf of the Board of Directors of Varun Beverages Limited**

For **Walker Chandio & Co LLP**
Chartered Accountants
Firm's Registration No.: 001076N/N500013

For **APAS & Co LLP**
Chartered Accountants
Firm's Registration No.:
000340C/C400308

Varun Jaipuria
Whole Time Director
DIN 02465412

Raj Pal Gandhi
Whole Time Director
DIN 00003649

Ashish Gupta
Partner
Membership No.: 504662

Sumit Kathuria
Partner
Membership No.: 520078

Rajesh Chawla
Chief Financial Officer

Kapil Agarwal
Chief Executive Officer
and Whole Time Director
DIN 02079161

Place : Gurugram
Dated : 03 February 2022

Ravi Batra
Chief Risk Officer and
Group Company Secretary
Membership No. F-5746

Form AOC-1

(Pursuant to first proviso to sub-section (3) of Section 129 read with Rule 5 of Companies (Accounts) Rules, 2014)
Statement containing salient features of the financial statements of subsidiaries/associate companies:

Part "A": Subsidiaries

(₹ in million, except as stated otherwise)

Sl. No.	Particulars	1 Varun Beverages (Nepal) Private Limited	2 Varun Beverages Lanka (Private) Limited*	3 Varun Beverages Morocco SA	4 Varun Beverages (Zambia) Limited*	5 Varun Beverages (Zimbabwe) (Private) Limited	6 Lunarmech Technologies Private Limited	7 Varun Beverages RDC SAS
	Date of acquisition	01 January 2012	01 January 2012	01 January 2012	01 January 2016	01 January 2016	04 November 2019	31 December 2021
	Financial year ending on	31 December 2021	31 December 2021	31 December 2021	31 December 2021	31 December 2021	31 December 2021	31 December 2021
	Currency	NPR	LKR	MAD	ZMW	RTGS	INR	CDF
	Exchange rate on the last day of financial year	0.62441	0.36341	7.92750	4.45162	0.68377	1.00000	0.03672
	Average exchange rate during the financial year	0.62441	0.36930	8.13215	3.75473	0.68377	1.00000	0.03658
1.	Share capital	675.46	2,896.82	6,215.07	843.71	0.07	9.95	0.74
2.	Reserve and surplus	995.75	(857.38)	(3,921.63)	119.64	3,723.62	877.92	(0.00)
3.	Total assets	4,323.36	2,532.34	5,590.49	2,621.24	6,222.19	1,502.08	0.74
4.	Total liabilities	2,475.67	492.90	3,297.05	1,657.90	2,498.49	614.21	-
5.	Turnover	4,915.04	1,958.76	4,440.49	2,899.62	10,534.04	1,550.08	-
6.	Profit before taxation	244.16	183.17	42.51	485.26	2,272.92	360.10	(0.00)
7.	Provision for taxation	512.34	66.30	23.46	-	-	83.11	-
8.	Profit after taxation	(268.18)	116.87	19.05	485.26	2,272.92	276.99	(0.00)
9.	Proposed dividend	303.46	-	-	-	-	-	-
10.	% of shareholding	100.00%	100.00%	100.00%	90.00%	85.00%	55.04%	99.90%

*Consolidated figures.

Part "B": Associates - Nil

For and on behalf of the Board of Directors of
Varun Beverages Limited

Varun Jaipuria
 Whole Time Director
 DIN 02465412

Raj Pal Gandhi
 Whole Time Director
 DIN 00003649

Rajesh Chawla
 Chief Financial Officer

Kapil Agarwal
 Chief Executive Officer and Whole Time Director
 DIN 02079161

Place: Gurugram
 Dated: 03 February 2022

Ravi Batra
 Chief Risk Officer and
 Group Company Secretary
 Membership No. F- 5746

Independent Auditor's Report

To the Members of Varun Beverages Limited

Report on the Audit of the Standalone Financial Statements

Opinion

1. We have audited the accompanying standalone financial statements of Varun Beverages Limited ('the Company'), which comprise the Balance Sheet as at 31 December 2021, the Statement of Profit and Loss (including Other Comprehensive Income), the Cash Flow Statement and the Statement of Changes in Equity for the year then ended, and a summary of the significant accounting policies and other explanatory information.
2. In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ('Act') in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India including Indian Accounting Standards ('Ind AS') specified under section 133 of the Act, of the state of affairs of the Company as at 31 December 2021, and its profit (including other comprehensive income), its cash flows and the changes in equity for the year ended on that date.

Basis for Opinion

3. We conducted our audit in accordance with the Standards on Auditing specified under section 143(10) of the Act. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the ethical requirements that are relevant to our audit of the financial statements in terms of the Code of Ethics issued by the Institute of Chartered Accountants of India ('ICAI') and the relevant provisions of the Act and the rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

4. Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.
5. We have determined the matters described below to be the key audit matters to be communicated in our report.

Key audit matter	How our audit addressed the key audit matter
<p>Impairment assessment of non-current investment and loan recoverable from subsidiary</p> <p>As described in Note 6 and 8 to the standalone financial statements, the Company has investments of INR 6,179.18 million and has outstanding loan recoverable amounting to INR 963.46 million from a subsidiary as at 31 December 2021, which has been incurring losses in the current and previous years and has negative cash flows from operations, that are impairment indicators and triggered a need for impairment assessments.</p>	<p>Our audit procedures included, but were not limited, to the following:</p> <ul style="list-style-type: none"> • Obtained understanding of the management process for identification of possible impairment indicators for the relevant subsidiary and conducted detailed discussions with the management to understand the impairment assessment process, assumptions used and estimates made by management to assess the reasonableness of the recoverable amounts and tested the operating effectiveness of controls implemented by management;

Key audit matter	How our audit addressed the key audit matter
<p>In view of the above, management, during the year ended 31 December 2021, has carried out impairment assessments of such investment and loans granted, whereby the carrying amount of the investment and loan recoverable were compared with the recoverable values as determined under the principles of Ind AS 36 and Ind AS 109 respectively. Determination of recoverable values for impairment assessment using the discounted cash flow model involved significant judgments and estimates including the expected growth rate, discount rates and other market related factors.</p> <p>Changes in the management forecasts or assumptions can impact the assessment of the discounted cash flows.</p> <p>Considering the materiality of the amounts involved and significant degree of judgement and subjectivity involved in the estimates and key assumptions used in determining the cash flows used in the impairment evaluation, impairment assessment of such investment / loan was determined to be a key audit matter.</p>	<ul style="list-style-type: none"> ● Obtained from the management of the Company, the detailed financial projections of the relevant subsidiary as approved by their respective board of directors and held detailed discussions with the management to understand the assumptions used and estimates made by them for determining the cash flow projections; ● Reviewed the valuation report obtained by the management from an independent valuer and assessed the professional competence, skills and objectivity for performing the required valuations; ● Assessed the appropriateness of the significant assumptions as well as the Company's valuation model with the support of auditor's valuation specialists, who assessed the reasonableness of assumptions used and valuation methodology applied relating to discount rate, risk premium, industry growth rate, etc. This included a discussion of the expected development in the business and financial results as well as of the underlying assumptions used with those responsible for the planning process; ● Assessed the robustness of financial projections prepared by management by comparing projections for previous financial years with actual results realised and discussed significant deviations, if any, with the management; ● Evaluated the historical accuracy of the plans and forecasts for subsidiary where valuation was performed by management internally, by comparing the forecasts used in the prior year models to the actual performance of the business in the current year and discussed the results with the management; ● Read the auditors' reports of the relevant subsidiary, noting no adverse remarks pertaining to impairment of any assets; ● Tested mathematical accuracy of the projections and performed sensitivity analysis for reasonably possible changes in the long-term growth rates and discount rates used to test, if any that there is significant impact on the valuation; and ● Evaluated the adequacy and appropriateness of disclosures made by the Company in the standalone financial statements, as required by the applicable provisions of the Act and the Ind AS

Key audit matter	How our audit addressed the key audit matter
<p>Impairment assessment of intangible assets including goodwill</p> <p>(Refer note 3.5 for accounting policies on intangibles assets and note 5 to the standalone financial statements)</p> <p>The Company carries goodwill and franchisee rights as intangible assets having indefinite life amounting to INR 19.40 million and INR 5,385.99 million respectively, that are required to be tested for impairment by the management on an annual basis in accordance with Ind AS 36, Impairment of Assets.</p> <p>The aforesaid assessment of the impairment testing involves significant judgement around the determination of the recoverable amounts, being the higher of value in use and fair value less costs of disposal. Recoverable amounts are based on management's view of the future cash flows and prospects of the business, the appropriate discount rates and other industry specific risk factors.</p> <p>The key judgements in determining the recoverable amounts relates to the forecast of future cash flows based on strategy using macroeconomic assumptions such as industry growth, inflation and expected growth in market share, capital expenditure and working capital requirements, among others.</p> <p>Changes in the management forecasts or assumptions can impact the assessment of the discounted cash flows.</p> <p>Considering the materiality of the amounts involved and significant degree of judgement and subjectivity involved in the estimates and key assumptions used in determining the forecasted cash flows used in the impairment evaluation, which are dependent on current and future economic factors and trading conditions varying for different economic and geographical territories, impairment assessment of the Intangibles assets and Goodwill was determined as a key audit matter.</p>	<p>Our audit procedures included, but were not limited, to the following:</p> <ul style="list-style-type: none"> • Obtained an understanding of the management's process for identification of cash generating unit and impairment indicators for intangible assets, if any and processes performed by the management for their impairment testing; • Assessed the process by which management prepared its cash flow forecasts and held discussions with management to understand the assumptions used and estimates made by them for determining such projections; • Tested the design and operating effectiveness of internal controls over such identification and impairment testing; • Assessed the appropriateness of the Company's accounting policies, including those relating to recognition, measurement and impairment of intangibles by comparing with the applicable Ind AS; • Reviewed the valuation report obtained by the management from an independent valuer and assessed the professional competence, skills and objectivity for performing the required valuations; • Assessed the appropriateness of the significant assumptions as well as the Company's valuation model with the support of auditor's valuation specialists, who assess the reasonableness of assumptions used and valuation methodology applied relating to discount rate, risk premium, industry growth rate etc. This included a discussion of the expected development of the business and results as well as of the underlying assumptions used with those responsible for the planning process. • Assessed the robustness of financial projections prepared by the management by comparing projections for previous financial years with actual results realised and discussed significant deviations, if any, with the management; • Tested mathematical accuracy of the projections and performed a sensitivity analysis for reasonably possible changes in the sales growth, discount rate applied and the long-term growth rate; and • Evaluated the adequacy and appropriateness of disclosures made by the Company in the standalone financial statements, as required by the applicable provisions of the Act and the Ind AS.

Key audit matter	How our audit addressed the key audit matter
<p>Claims, Appeals and Litigations - provisions and contingent liabilities</p> <p>(Refer note 41 to the standalone financial statements for the amounts of contingent liabilities)</p> <p>The Company is involved in various direct, indirect tax and other claims, appeals and litigations (hereafter, referred to as “Matters”) that are pending with different statutory authorities and judicial courts. The management exercises significant judgement for determining the need for and the amount of provisions, for any liabilities, arising from these matters.</p> <p>This judgement is dependent on a number of significant assumptions and evaluations which involves interpreting the various applicable rules, regulations, practices and considering precedents in the various jurisdictions including the opinions received from various legal counsels.</p> <p>This matter is considered as a key audit matter, in view of the uncertainty regarding the outcome of these matters, the significance of the amounts involved and the subjectivity involved in management’s judgement as to whether any amount should be recognised as a provision or be disclosed or not as a contingent liability in the standalone financial statements.</p>	<p>Our audit procedures included, but were not limited to, the following:</p> <ul style="list-style-type: none"> • Assessed the appropriateness of the Company’s accounting policies relating to provisions and contingent liabilities with the applicable accounting standards; • Assessed the Company’s process and the underlying controls for identification of the pending matters and completeness for financial reporting and also for monitoring of significant developments in relation to such pending matters; • Assessed the management’s assumptions and estimates in respect of matters, including the liabilities or provisions recognised or contingent liabilities disclosed in the standalone financial statements. This involved assessing the probability of an unfavorable outcome of a given proceeding and the reliability of estimates of related amounts based on the various legal counsels opinions received by the Company; • Recomputed the arithmetical accuracy of the underlying calculations supporting the provisions recorded from the supporting evidences including the correspondence with various authorities; • Assessed the management’s conclusions through understanding relevant judicial precedents in similar cases and the applicable rules and regulations and through a discussion with Company’s legal department and legal counsels appointed by the Company; • Obtained legal opinions and confirmation on completeness from the Company’s external legal counsels, where appropriate; • Engaged auditor’s experts to gain an understanding of the current status of matters and changes in the disputes, if any, through discussions with the management and by reading external advice received by the Company, where relevant, to validate management’s conclusions; and • Assessed the appropriateness of the Company’s description of the accounting policy, disclosures related to matters and whether these are adequately presented in the standalone financial statements.

Information other than the Standalone Financial Statements and Auditor's Report thereon

6. The Company's Board of Directors are responsible for the other information. The other information comprises the information included in the Management Discussion and Analysis, Report on Corporate Governance and Director's Report, but does not include the standalone financial statements and our auditor's report thereon.

Our opinion on the standalone financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management and Those Charged with Governance for the Standalone Financial Statements

7. The accompanying standalone financial statements have been approved by the Company's Board of Directors. The Company's Board of Directors are responsible for the matters stated in section 134(5) of the Act with respect to the preparation and presentation of these standalone financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Ind AS specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view

and are free from material misstatement, whether due to fraud or error.

8. In preparing the standalone financial statements, Board of Directors are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless Board of Directors either intend to liquidate the Company or to cease operations, or has no realistic alternative but to do so.
9. Those Board of Directors are also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

10. Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Standards on Auditing will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.
11. As part of an audit in accordance with Standards on Auditing, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:
 - Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control;
 - Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible

for expressing our opinion on whether the Company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls;

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management;
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern;
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation;

12. We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.
13. We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.
14. From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a

matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

15. As required by section 197(16) of the Act, based on our audit, we report that the Company has paid remuneration to its directors during the year in accordance with the provisions of and limits laid down under section 197 read with Schedule V to the Act.
16. As required by the Companies (Auditor's Report) Order, 2016 ('the Order') issued by the Central Government of India in terms of section 143(11) of the Act, we give in the Annexure I a statement on the matters specified in paragraphs 3 and 4 of the Order.
17. Further to our comments in Annexure I, as required by section 143(3) of the Act, based on our audit, we report, to the extent applicable, that:
 - a) we have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit of the accompanying standalone financial statements;
 - b) in our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
 - c) the standalone financial statements dealt with by this report are in agreement with the books of account;
 - d) in our opinion, the aforesaid standalone financial statements comply with Ind AS specified under section 133 of the Act;
 - e) on the basis of the written representations received from the directors and taken on record by the Board of Directors, none of the directors is disqualified as on 31 December 2021 from being appointed as a director in terms of section 164(2) of the Act;
 - f) we have also audited the internal financial controls with reference to financial statements of the Company as on 31 December 2021 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date and our report dated 03 February 2022 as per Annexure II expressed unmodified opinion; and

g) with respect to the other matters to be included in the Auditor's Report in accordance with rule 11 of the Companies (Audit and Auditors) Rules, 2014 (as amended), in our opinion and to the best of our information and according to the explanations given to us:

- i. the Company, as detailed in note 41 to the standalone financial statements, has disclosed the impact of pending litigations on its financial position as at 31 December 2021;
- ii. the Company, as detailed in note 25 to the standalone financial statements, has made provision as at 31 December 2021, as required under the applicable law or Ind AS, for material foreseeable losses, if any, on long-term contracts including derivative contracts;
- iii. there has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company during the year ended 31 December 2021; and

iv. the disclosure requirements relating to holdings as well as dealings in specified bank notes were applicable for the period from 8 November 2016 to 30 December 2016, which are not relevant to these standalone financial statements. Hence, reporting under this clause is not applicable.

For **Walker Chandiok & Co LLP**

Chartered Accountants

Firm's Registration No.:

001076N/N500013

Ashish Gupta

Partner

Membership No.: 504662

UDIN:

22504662AAETUD3601

Place: Gurugram

Date: 03 February 2022

L-41 Connaught Place,
New Delhi - 110001

For **APAS & Co LLP**

Chartered Accountants

Firm's Registration No.:

000340C/C400308

Sumit Kathuria

Partner

Membership No.: 520078

UDIN:

22520078AAEZVV3207

Place: Gurugram

Date: 03 February 2022

606, 6th Floor,
PP City Centre, Road No. 44,
Pitampura, New Delhi - 110034

Annexure I to the Independent Auditor's Report of even date to the members of Varun Beverages Limited ("the Company"), on the standalone financial statements for the year ended 31 December 2021

Based on the audit procedures performed for the purpose of reporting a true and fair view on the financial statements of the Company and taking into consideration the information and explanations given to us and the books of account and other records examined by us in the normal course of audit, and to the best of our knowledge and belief, we report that:

- (i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, plant and equipment.
- (b) The Property, plant and equipment, other than refrigerators (visi coolers) and containers lying with the third parties, have been physically verified by the management during the year and no material discrepancies were noticed on such verification. The Company has a regular

program of physical verification of refrigerators (visi coolers) under which such Property, plant and equipment are verified in a phased manner over a period of three years and no material discrepancies were noticed on such verification. According to the information and explanations given to us, the existence of containers lying with active third parties is considered on the basis of the confirmations obtained from such third parties. In our opinion, the frequency of verification of the Property, plant and equipment is reasonable having regard to the size of the Company and the nature of its assets.

- (c) The title deeds of all the immovable properties (which are included under the head 'Property, plant and equipment') are held in the name of the Company except for the following property:

Nature of property	Total Number of Cases	Whether leasehold / freehold	Gross block as on 31 December 2021	Net block on 31 December 2021	Remarks
Land (at Sonarpur, Kolkata)	1	Leasehold	₹ 1.5 million	₹ 1.45 million	On implementation of project

- (ii) In our opinion, the management has conducted physical verification of inventory at reasonable intervals during the year, except for goods-in-transit. No material discrepancies were noticed on the aforesaid verification.
- (iii) The Company has not granted any loan, secured or unsecured to companies, firms, Limited Liability Partnerships (LLPs) or other parties covered in the register maintained under Section 189 of the Act. Accordingly, the provisions of clauses 3(iii)(a), 3(iii)(b) and 3(iii)(c) of the Order are not applicable.
- (iv) In our opinion, the Company has complied with the provisions of Section 186 in respect of investments, loans and guarantees. Further, in our opinion, the Company has not entered into any transaction covered under Section 185 and Section 186 of the Act in respect of security.
- (v) In our opinion, the Company has not accepted any deposits within the meaning of Sections 73 to

76 of the Act and the Companies (Acceptance of Deposits) Rules, 2014 (as amended). Accordingly, the provisions of clause 3(v) of the Order are not applicable.

- (vi) We have broadly reviewed the books of account maintained by the Company pursuant to the Rules made by the Central Government for the maintenance of cost records under sub-section (1) of Section 148 of the Act in respect of Company's products and are of the opinion that, prima facie, the prescribed accounts and records have been made and maintained. However, we have not made a detailed examination of the cost records with a view to determine whether they are accurate or complete.
- (vii) (a) Undisputed statutory dues including provident fund, employees' state insurance, income-tax, goods and service tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, cess and other material statutory dues, as applicable, have generally been regularly

deposited to the appropriate authorities, though there has been a slight delay in a few cases. Further, no undisputed amounts payable in respect thereof were outstanding at the year-end for a period of more than six months from the date they became payable.

(b) The dues outstanding in respect of income-tax, goods and service tax, sales-tax, service-tax, duty of customs, duty of excise and value added tax on account of any dispute, are as follows:

Statement of Disputed Dues:

Name of the statute	Nature of dues	Amount (₹ million)	Amount paid under protest (₹ million)	Period to which the amount relates	Forum where dispute is pending
Central Excise Act, 1944	Central excise	11.89	0.89	April 2012 to December 2015	CESTAT, New Delhi
Central Excise Act, 1944	Central excise	0.64	0.06	January 2017- June 2017	Additional Commissioner, Bhiwadi
Central Excise Act, 1944	Central excise	4.51	0.51	March 2012 to December 2016	Commissioner (Appeal), Bhiwadi
Central Excise Act, 1944	Central excise	11.39	-	March 2011 to March 2013	High Court, Jaipur
Central Excise Act, 1944	Central excise	1.27	0.13	2014-15	CESTAT, Allahabad
Central Excise Act, 1944	Central Excise	0.20	0.03	September 2014 - June 2015	Commissioner (Appeal), Meerut
Central Excise Act, 1944	Central excise	0.26	-	April 2015 to Feb 2016	CESTAT, Kolkata
Central Excise Act, 1944	Central excise	3.51	-	July 2014 to August 2014	CESTAT, Kolkata
Central Excise Act, 1944	Central excise	0.16	-	March 2015 to October 2016	Joint Commissioner, Panchkula
Central Excise Act, 1944	Central excise	0.58	-	March 2015 to January 2016	Office of the Commissioner of Central Excise, Sonipat
Central Excise Act, 1944	Central excise	13.69	0.68	April 2014 to February 2015	Office of the Commissioner of Central Tax, Panchkula
Central Excise Act, 1944	Central excise	0.12	-	February 2016 to March 2017	Office of the Commissioner of Central Excise, Sonipat
Central Excise Act, 1944	Central excise	0.26	-	April 2017 to June 2018	Office of the Commissioner of Central Excise, Sonipat
Central Excise Act, 1944	Central excise	22.40	1.12	April 2016 to June 2017	CESTAT, Delhi
The Custom Act, 1962	Custom Act	90.75	3.41	January 2017- December 2018	Principal Commissioner/ Commissioner Of Customs, Maharashtra
The Uttar Pradesh Goods and Services Tax Act, 2017	GST	1.50	1.50	June 2018- October 2020	Additional Commissioner, Ghaziabad
The Odisha Goods and Services Tax Act, 2017	GST	0.18	0.18	March-2020	Assistant Commissioner, Odisha

Name of the statute	Nature of dues	Amount (₹ million)	Amount paid under protest (₹ million)	Period to which the amount relates	Forum where dispute is pending
The Tamil Nadu Goods and Services Tax Act, 2017	GST	0.33	0.33	2019-21	Assistant Commissioner, Tamil Nadu
The Gujarat Goods and Services Tax Act, 2017	GST	0.48	0.48	March 2020 to April 2021	Assistant Commissioner, Gujrat
The Rajasthan Goods and Services Tax Act, 2017	GST	0.10	0.10	December 2020	Assistant Commissioner, Jaipur
The Rajasthan Goods and Services Tax Act, 2017	GST	0.30	0.30	March-2020	Appellate Authority-I Commercial Taxes Jaipur
The Delhi Goods and Services Tax Act, 2017	GST	0.40	0.40	March-2020	Additional Commissioner, Noida
The Haryana Goods and Services Tax Act, 2017	GST	0.20	0.20	July-2019	Assistant Commissioner, Faridabad
The Haryana Goods and Services Tax Act, 2017	GST	0.64	0.64	September 2019 and June 2020	Assistant Commissioner, Panipat
The Kerela Goods and Services Tax Act, 2017	GST	0.38	0.38	2019-22	Assistant Commissioner, Palakkad
The Telangana Goods and Services Tax Act, 2017	GST	0.04	0.04	December -2019	Assistant Commissioner, Sangareddy
The Chhattisgarh Goods & Services Tax Act, 2017	GST	1.50	0.08	2018-19	Deputy Commissioner of State Tax, Raipur
The Jharkhand Goods & Services Tax Act, 2017	GST	0.11	0.11	2021-22	Additional Commissioner, Ranchi
The Karnataka Goods & Services Tax Act, 2017	GST	0.21	0.21	2020-21	Additional Commissioner, Bengaluru
The Madhya Pradesh Goods & Services Tax Act, 2017	GST	0.10	0.10	2019-20	Additional Commissioner, Indore
The Bihar Goods & Services Tax Act, 2017	GST	0.31	0.31	2021-22	Additional Commissioner, Patna
The Uttar Pradesh Value Added Tax Act, 2008	Value added tax	1.52	0.11	2001-2002	Additional Commissioner (Appeals), Ghaziabad
The Uttar Pradesh Value Added Tax Act, 2008	Value added tax	4.48	4.48	2011-2012	Additional Commissioner Grade-2 (Appeal)-4, Ghaziabad
The Uttar Pradesh Value Added Tax Act, 2008	Value added tax	0.10	0.10	2010-2011	Joint Commissioner, Kanpur
The Uttar Pradesh Value Added Tax Act, 2008	Value added tax	0.38	0.38	2009-10, May 2015 and June 2016	DC (Appeal), Jaipur

Name of the statute	Nature of dues	Amount (₹ million)	Amount paid under protest (₹ million)	Period to which the amount relates	Forum where dispute is pending
Punjab Value Added Tax Act, 2005	Value added tax	0.18	-	June-2015	The Deputy Excise and Taxation Commissioner (Appeals) / Joint Director (Investigation), Mohali
Punjab Value Added Tax Act, 2005	Value added tax	0.33	0.08	April-2015	The VAT Tribunal Punjab and Chandigarh
Punjab Value Added Tax Act, 2005	Value added tax	0.19	0.14	July-2016	The Deputy Excise and Taxation Commissioner (Appeals) / Joint Director (Investigation), Bathinda
Punjab Value Added Tax Act, 2005	Value added tax	0.13	0.03	August- 2016	The Deputy Excise and Taxation Commissioner (Appeals) / Joint Director (Enforcement), Jalandhar
Rajasthan Value Added Tax Act, 2003	Value added tax	582.46	16.75	2010-2015	Rajasthan High Court
West Bengal Value Added Tax Act, 2003	Value added tax	1.21	0.51	July 2012 and Sept 2013, January 15 and September 15	West Bengal, Tribunal
West Bengal Value Added Tax Act, 2003	Value added tax	0.96	0.47	April 2016- September 2016	West Bengal, Tribunal
The Goa Value Added Tax Act, 2005	Value added tax	2.43	-	2013-14	Assistant Commissioner, Marga
The Uttarakhand Value Added Tax Act, 2005	Value added tax	0.14	0.14	April 2012	Uttarakhand Sale Tax Department
The Uttarakhand Value Added Tax Act, 2005	Value added tax	3.86	-	2015-16	Honorable High court of Nainital
The Uttarakhand Value Added Tax Act, 2005	Value added tax	11.16	0.50	2016-17	Deputy Commissioner of Sale Tax, Roorkee
The Uttarakhand Value Added Tax Act, 2005	Value added tax	5.75	-	2017-18	Deputy Commissioner of Sale Tax, Roorkee
The Punjab Tax On Entry of Goods Into Local Areas Act, 2000	Entry tax	28.77	-	2016-17	Honorable High Court, Chandigarh
Uttar Pradesh Tax on Entry of Goods into Local Areas Act, 2007	Entry Tax	1.65	-	2011-2012	Joint Comm. Office (Circle-1), Ghaziabad.
Uttar Pradesh Tax on Entry of Goods into Local Areas Act, 2007	Entry Tax	9.35	-	2012-2013	Joint Comm. Office (Circle-1), Ghaziabad.

Name of the statute	Nature of dues	Amount (₹ million)	Amount paid under protest (₹ million)	Period to which the amount relates	Forum where dispute is pending
The Goa Tax on Entry of Goods Act, 2000	Entry Tax	2.39	-	2017-18	Assistant Commissioner of Commercial Taxes, Margoa
Goa Non-Biodegradable Garbage (Control) Act, 1996 (Act 5 of 1997)	Cess	72.49	-	April 2014 to December 2021	Honorable High court of Bombay, Panaji
Income-Tax Act, 1961	Income tax	43.32	-	A.Y. 2008-09	Honorable Supreme court of India
Income-Tax Act, 1961	Income tax	39.00	-	2012-13	Income Tax Appellate Tribunal, New Delhi
Income-Tax Act, 1961	Income tax	2.79	-	AY 2014-15, 2015-16	Income Tax Appellate Tribunal, New Delhi
Income-Tax Act, 1961	Income tax	24.20	-	AY 2016-17	Commissioner Income Tax (Appeals), New Delhi
Income-Tax Act, 1961	Income tax	11.85	-	AY 2017-18	Commissioner Income Tax (Appeals), New Delhi
Income-Tax Act, 1961	Income tax	24.97	-	AY 2018-19	Commissioner Income Tax (Appeals), New Delhi

(viii) The Company has not defaulted in repayment of loans or borrowings to any bank during the year. The Company did not have any outstanding debentures during the year.

(ix) The Company did not raise moneys by way of initial public offer or further public offer (Including debt instruments). In our opinion, the term loans were applied for the purpose for which the loans were obtained.

(x) No fraud by the Company or on the company by its officers or employees has been noticed or reported during the period covered by our audit.

(xi) Managerial remuneration has been paid and provided by the company in accordance with the requisite approvals mandated by the provisions of Section 197 of the Act read with Schedule V to the Act.

(xii) In our opinion, the Company is not a Nidhi Company. Accordingly, provisions of clause 3(xii) of the Order are not applicable.

(xiii) In our opinion all transactions with the related parties are in compliance with Sections 177 and 188 of Act, where applicable, and the requisite details have been disclosed in the financial statements etc., as required by the applicable Ind AS.

(xiv) During the year, the company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures.

(xv) In our opinion, the company has not entered into any non-cash transactions with the directors or persons connected with them covered under Section 192 of the Act.

(xvi) The company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934.

For **Walker Chandiook & Co LLP**

Chartered Accountants

Firm's Registration No.:

001076N/N500013

Ashish Gupta

Partner

Membership No.: 504662

UDIN:

22504662AAETUD3601

Place: Gurugram

Date: 03 February 2022

L-41 Connaught Place,
New Delhi - 110001

For **APAS & Co LLP**

Chartered Accountants

Firm's Registration No.:

000340C/C400308

Sumit Kathuria

Partner

Membership No.: 520078

UDIN:

22520078AAEZVV3207

Place: Gurugram

Date: 03 February 2022

606, 6th Floor,
PP City Centre, Road No. 44,
Pitampura, New Delhi - 110034

Annexure II

Independent Auditor's Report on the internal financial controls with reference to the standalone financial statements under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ('the Act')

1. In conjunction with our audit of the standalone financial statements of Varun Beverages Limited ('the Company') as at and for the year ended 31 December 2021, we have audited the internal financial controls with reference to financial statements of the Company as at that date.

Responsibilities of Management and Those Charged with Governance for Internal Financial Controls

2. The Company's Board of Directors is responsible for establishing and maintaining internal financial controls based on the internal financial controls with reference to standalone financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting ('the Guidance Note') issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of the Company's business, including adherence to the Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditor's Responsibility for the Audit of the Internal Financial Controls with Reference to Financial Statements

3. Our responsibility is to express an opinion on the Company's internal financial controls with reference to financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India ('ICAI') prescribed under Section 143(10) of the Act, to the extent applicable to an audit of internal financial controls with reference to financial statements, and the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting ('the Guidance Note') issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable

assurance about whether adequate internal financial controls with reference to financial statements were established and maintained and if such controls operated effectively in all material respects.

4. Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to financial statements and their operating effectiveness. Our audit of internal financial controls with reference to financial statements includes obtaining an understanding of such internal financial controls, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.
5. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls with reference to financial statements.

Meaning of Internal Financial Controls with Reference to Financial Statements

6. A company's internal financial controls with reference to financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial controls with reference to financial statements include those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised

acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls with Reference to Financial Statements

7. Because of the inherent limitations of internal financial controls with reference to financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to financial statements to future periods are subject to the risk that the internal financial controls with reference to financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

8. In our opinion, the Company has, in all material respects, adequate internal financial controls with reference to financial statements and such controls

were operating effectively as at 31 December 2021, based on the internal financial controls with reference to standalone financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note issued by the ICAI.

For **Walker Chandiok & Co LLP**

Chartered Accountants

Firm's Registration No.:

001076N/N500013

Ashish Gupta

Partner

Membership No.: 504662

UDIN:

22504662AAETUD3601

Place: Gurugram

Date: 03 February 2022

L-41 Connaught Place,
New Delhi - 110001

For **APAS & Co LLP**

Chartered Accountants

Firm's Registration No.:

000340C/C400308

Sumit Kathuria

Partner

Membership No.: 520078

UDIN:

22520078AAEZVV3207

Place: Gurugram

Date: 03 February 2022

606, 6th Floor,
PP City Centre, Road No. 44,
Pitampura, New Delhi - 110034

Standalone Balance Sheet

As at 31 December 2021

(₹ in million)

	Notes	As at 31 December 2021	As at 31 December 2020
Assets			
Non-current assets			
(a) Property, plant and equipment	4A	44,553.99	47,061.67
(b) Capital work-in-progress	4B	4,779.54	390.05
(c) Goodwill	5A	19.40	19.40
(d) Other intangible assets	5B	5,542.68	5,553.03
(e) Investment in subsidiaries	6	13,522.38	13,521.64
(f) Financial assets			
(i) Investments	7	0.01	0.01
(ii) Loans	8	2,972.14	2,700.50
(iii) Others	9	8.04	1.21
(g) Other non-current assets	10	1,575.77	1,053.48
Total non-current assets		72,973.95	70,300.99
Current assets			
(a) Inventories	11	10,662.71	6,790.61
(b) Financial assets			
(i) Trade receivables	12	1,320.73	1,705.29
(ii) Cash and cash equivalents	13	241.47	364.04
(iii) Bank balances other than (ii) above	14	0.88	0.72
(iv) Loans	15	284.15	99.94
(v) Others	16	2,733.64	2,130.20
(c) Current tax assets (Net)	27	-	88.80
(d) Other current assets	17	2,438.64	1,485.15
Total current assets		17,682.22	12,664.75
Total assets		90,656.17	82,965.74
Equity and liabilities			
Equity			
(a) Equity share capital	18	4,330.33	2,886.89
(b) Other equity	19	39,655.88	37,230.78
Total equity		43,986.21	40,117.67
Liabilities			
Non-current liabilities			
(a) Financial liabilities			
(i) Borrowings	20A	17,124.41	19,543.51
(ii) Other financial liabilities	20C	87.52	79.50
(b) Provisions	21	1,994.61	1,931.60
(c) Deferred tax liabilities (Net)	22	2,981.82	2,209.92
(d) Other non-current liabilities	23	6.73	7.34
Total non-current liabilities		22,195.09	23,771.87
Current liabilities			
(a) Financial liabilities			
(i) Borrowings	20B	5,605.24	6,355.40
(ii) Trade payables			
(a) Total outstanding dues of micro enterprises and small enterprises	24	321.56	90.61
(b) Total outstanding dues of creditors other than micro enterprises and small enterprises	24	4,313.08	2,630.07
(iii) Other financial liabilities	25	12,327.76	7,415.98
(b) Other current liabilities	26	1,339.71	2,261.30
(c) Provisions	21	489.35	322.84
(d) Current tax liabilities (Net)	27	78.17	-
Total current liabilities		24,474.87	19,076.20
Total liabilities		46,669.96	42,848.07
Total equity and liabilities		90,656.17	82,965.74

Significant accounting policies

3

The accompanying notes are an integral part of the standalone financial statements.
As per our report of even date attached.

**For and on behalf of the Board of Directors of
Varun Beverages Limited**

For **Walker Chandio & Co LLP**
Chartered Accountants
Firm's Registration No.: 001076N/N500013

For **APAS & Co LLP**
Chartered Accountants
Firm's Registration No.:
000340C/C400308

Varun Jaipuria
Whole Time Director
DIN 02465412

Raj Pal Gandhi
Whole Time Director
DIN 00003649

Ashish Gupta
Partner
Membership No.: 504662

Sumit Kathuria
Partner
Membership No.: 520078

Rajesh Chawla
Chief Financial Officer

Kapil Agarwal
Chief Executive Officer
and Whole Time Director
DIN 02079161

Place : Gurugram
Dated : 03 February 2022

Ravi Batra
Chief Risk Officer and
Group Company Secretary
Membership No. F-5746

Standalone Statement of Profit and Loss

For the year ended 31 December 2021

(₹ in million)

	Notes	Year ended 31 December 2021	Year ended 31 December 2020
Income			
Revenue from operations	28	65,957.42	48,764.51
Other income	29	573.02	719.92
Total income		66,530.44	49,484.43
Expenses			
Cost of materials consumed	30	30,858.12	21,313.31
Purchases of stock-in-trade	31	1,194.30	874.83
Changes in inventories of finished goods, stock-in-trade and work-in-progress	32	(760.66)	(31.37)
Employee benefits expense	33	7,411.15	6,950.64
Finance costs	34	1,551.43	2,490.15
Depreciation and amortisation expense	35	3,998.34	4,128.17
Other expenses	36	15,462.54	11,066.61
Total expenses		59,715.22	46,792.34
Profit before exceptional items and tax		6,815.22	2,692.09
Exceptional items	57	-	665.29
Profit before tax		6,815.22	2,026.80
Tax expense			
(a) Current tax	27	1,168.10	269.80
(b) Adjustment of tax relating to earlier periods	27	(0.73)	14.50
(c) Deferred tax expense/(credit)	22	752.98	(521.79)
Total tax expense/(credit)		1,920.35	(237.49)
Net profit for the year		4,894.87	2,264.29
Other comprehensive income	37		
(a) Items that will not to be reclassified to Profit or Loss:			
(i) Re-measurement losses on defined benefit plans		75.17	(117.51)
(ii) Income tax relating to items that will not be reclassified to Profit or Loss		(18.92)	29.58
Total other comprehensive income		56.25	(87.93)
Total comprehensive income for the year		4,951.12	2,176.36
Earnings per equity share of face value of ₹ 10 each			
Basic (₹)	39	11.30	5.23
Diluted (₹)	39	11.30	5.23

Significant accounting policies

3

The accompanying notes are an integral part of the standalone financial statements.
As per our report of even date attached.

**For and on behalf of the Board of Directors of
Varun Beverages Limited**

For **Walker Chandiook & Co LLP**
Chartered Accountants
Firm's Registration No.: 001076N/N500013

For **APAS & Co LLP**
Chartered Accountants
Firm's Registration No.:
000340C/C400308

Varun Jaipuria
Whole Time Director
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Ashish Gupta
Partner
Membership No.: 504662

Sumit Kathuria
Partner
Membership No.: 520078

Rajesh Chawla
Chief Financial Officer

Kapil Agarwal
Chief Executive Officer
and Whole Time Director
DIN 02079161

Place : Gurugram
Dated : 03 February 2022

Ravi Batra
Chief Risk Officer and
Group Company Secretary
Membership No. F-5746

Standalone Cash Flow Statement

For the year ended 31 December 2021

(Indirect Method)	(₹ in million)	
Particulars	Year ended 31 December 2021	Year ended 31 December 2020
A. Operating activities		
Profit before tax	6,815.22	2,026.80
Adjustments to reconcile profit before tax to net cash flows:		
Depreciation on property, plant and equipment	3,949.10	4,080.77
Amortisation of intangible assets	49.24	47.40
Interest expense at amortised cost	1,554.80	2,421.90
Interest income at amortised cost	(160.00)	(251.77)
Dividend income from non-current investment in subsidiary	(303.46)	(202.31)
Loss/(Gain) on disposal of property, plant and equipment (Net)	212.60	(5.35)
Exceptional items	-	665.29
Bad debts and advances written off	7.12	6.59
Excess provisions written back	(12.38)	-
Profit on sale of current investments	(0.70)	-
Guarantee commission income	(17.64)	(36.13)
Unrealised foreign exchange fluctuation	(57.57)	(68.04)
Allowance for expected credit loss	30.62	7.56
Operating profit before working capital changes	12,066.95	8,692.71
Working capital adjustments:		
Increase in inventories	(3,872.10)	(60.78)
Decrease/(Increase) in trade receivables	346.81	(414.13)
(Increase)/Decrease in current and non-current financial assets and other current and non-current assets	(1,351.36)	625.05
Increase/(Decrease) in current financial liabilities and other current and non-current liabilities and provisions	2,473.57	(1,169.90)
Total cash from operations	9,663.87	7,672.95
Income tax paid	(985.23)	(476.21)
Net cash flows from operating activities (A)	8,678.64	7,196.74
B. Investing activities		
Purchase of property, plant and equipment and intangible assets (including adjustment on account of capital work-in-progress, capital advances and capital creditors)	(6,304.46)	(3,466.76)
Proceeds from disposal of property, plant and equipment and intangible assets	117.08	223.15
Loan given to subsidiaries	(430.98)	(435.39)
Change in advance received for capital assets	(1,074.43)	1,074.43
Purchase of non-current investment in subsidiary	(0.74)	-
Proceeds from sale of current investments (Net)	0.70	-
Change in other bank balances	(6.86)	7.58
Guarantee commission received	27.99	70.54
Interest received	226.20	54.52
Dividend income from non-current investment in subsidiary	192.19	192.19
Net cash used in investing activities (B)	(7,253.31)	(2,279.74)

(Indirect Method)

(₹ in million)

Particulars	Year ended 31 December 2021	Year ended 31 December 2020
C. Financing activities		
Proceeds from borrowings	7,837.61	7,800.45
Repayment of borrowings	(5,939.34)	(11,719.09)
(Repayments)/Proceeds from short-term borrowings (Net)	(750.16)	2,244.96
Repayment of lease liabilities	(131.97)	(74.80)
Interest paid (inclusive of interest on lease liabilities ₹ 12.54 (31 December 2020: ₹ 13.57))	(1,481.46)	(2,406.27)
Dividends paid	(1,082.58)	(721.72)
Net cash used in financing activities (C)	(1,547.90)	(4,876.47)
Net change in cash and cash equivalents (D=A+B+C)	(122.57)	40.53
Cash and cash equivalents at the beginning of year (E)	364.04	323.51
Cash and cash equivalents at the end of year (D+E) (Refer note 13)	241.47	364.04

Notes:

Reconciliation between the opening and closing balances in the balance sheet for liabilities arising from financing activities, including both changes arising from cash flows and non-cash changes pursuant to Ind AS 7:

(₹ in million)

	Non-current borrowings*	Current borrowings
Balance as at 01 January 2021	24,115.73	6,355.40
Cash flows (Net)	1,898.27	(750.16)
Non-cash changes:		
Impact of fair value changes	89.27	-
Impact of exchange fluctuation	(15.18)	-
Balance as at 31 December 2021	26,088.09	5,605.24
Balance as at 01 January 2020	27,897.93	4,110.44
Cash flows (Net)	(3,918.64)	2,244.96
Non-cash changes:		
Impact of fair value changes	60.54	-
Impact of exchange fluctuation	75.90	-
Balance as at 31 December 2020	24,115.73	6,355.40

*includes current maturity of long-term debts amounting to ₹ 8,963.68 million (31 December 2020: ₹ 4,572.22 million).

The accompanying notes are an integral part of the standalone financial statements.
As per our report of even date attached.

**For and on behalf of the Board of Directors of
Varun Beverages Limited**

For **Walker Chandio & Co LLP**
Chartered Accountants
Firm's Registration No.: 001076N/N500013

For **APAS & Co LLP**
Chartered Accountants
Firm's Registration No.:
000340C/C400308

Varun Jaipuria
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Partner
Membership No.: 520078

Rajesh Chawla
Chief Financial Officer

Kapil Agarwal
Chief Executive Officer
and Whole Time Director
DIN 02079161

Place : Gurugram
Dated : 03 February 2022

Ravi Batra
Chief Risk Officer and
Group Company Secretary
Membership No. F-5746

Standalone Statement of Changes in Equity

For the year ended 31 December 2021

A. Equity share capital

Particulars	Notes	Number of shares	Amount	
			(₹ in million)	
Balance as at 01 January 2020		288,688,720	2,886.89	
Changes in equity share capital during the year 2020		-	-	
Balance as at 31 December 2020	18	288,688,720	2,886.89	
Changes in equity share capital during the year 2021		144,344,360	1,443.44	
Balance as at 31 December 2021	18	433,033,080	4,330.33	

B. Other Equity

Particulars	Notes	Reserve and surplus				Total
		Capital reserve	Securities premium	General reserve	Retained earnings	
Balance as at 01 January 2020		533.93	26,178.17	444.26	8,619.78	35,784.28
Profit for the year		-	-	-	2,264.29	2,264.29
Other comprehensive income for the year		-	-	-	(87.93)	(87.93)
Re-measurement losses on defined benefit plans (Net of deferred taxes)*		-	-	-	(721.72)	(721.72)
Dividend paid* (Refer note 40)		-	-	-	-	-
Addition made in FCMITDA for the year		-	-	-	-	20.99
FCMITDA charged to the Statement of Profit and Loss		-	-	-	-	(29.13)
Balance as at 31 December 2020	19	533.93	26,178.17	444.26	10,074.42	37,230.78

(₹ in million)

(₹ in million)

Particulars	Notes	Reserve and surplus					Total
		Capital reserve	Securities premium	General reserve	Retained earnings	Foreign currency monetary item translation difference account (FCMITDA)	
Profit for the year		-	-	-	4,894.87	-	4,894.87
Other comprehensive income for the year							
Re-measurement losses on defined benefit plans (Net of deferred taxes)*		-	-	-	56.25	-	56.25
Dividend paid* (Refer note 40)		-	-	-	(1,082.58)	-	(1,082.58)
Amount utilised for bonus issue		-	(1,443.44)	-	-	-	(1,443.44)
Balance as at 31 December 2021	19	533.93	24,734.73	444.26	13,942.96	-	39,655.88

*The disaggregation of changes in OCI by each type of reserves in equity is disclosed in Note 37.

*Transaction with owners in their capacity as owners.

The accompanying notes are an integral part of the standalone financial statements.
As per our report of even date attached.

For Walker Chandiook & Co LLP
Chartered Accountants
Firm's Registration No.: 001076N/N500013

Ashish Gupta
Partner
Membership No.: 504662

Place : Gurugram
Dated : 03 February 2022

**For and on behalf of the Board of Directors of
Varun Beverages Limited**

Varun Jaipuria
Whole Time Director
DIN 02465412

Rajesh Chawla
Chief Financial Officer

Raj Pal Gandhi
Whole Time Director
DIN 00003649

Kapil Agarwal
Chief Executive Officer
and Whole Time Director
DIN 02079161

Ravi Batra
Chief Risk Officer and
Group Company Secretary
Membership No. F-5746

Summary of significant accounting policies and other explanatory information on the Standalone Financial Statements for the year ended 31 December 2021

1 Corporate information

Varun Beverages Limited (the “Company”) is a public limited Company domiciled in India. Its registered office is at F-2/7, Okhla Industrial Area, Phase-I, New Delhi- 110 020. The Company’s equity shares are listed on Bombay Stock Exchange Limited (“BSE”) and National Stock Exchange of India (“NSE”). The Company was incorporated on 16 June 1995 under the provision of the Companies Act, 1956. The Company is primarily engaged in manufacturing, selling, bottling and distribution of beverages of PepsiCo’s brand in geographically pre-defined territories as per franchisee agreement with PepsiCo India Holdings Private Limited.

2 Basis for preparation

These standalone financial statements (“financial statements”) of the Company have been prepared in accordance with Indian Accounting Standard (“Ind AS”) and comply with requirements of Ind AS notified under section 133 of the Companies Act, 2013 (“the Act”), read together with the Companies (Indian Accounting Standards) Rules, 2015 as amended from time to time, stipulation contained in Schedule III (Revised) and other pronouncements/provisions of applicable laws. These financial statements are authorised for issue on 03 February 2022 in accordance with a resolution of the Board of Directors. The Board of Directors can permit the revision to the standalone financial statements after obtaining necessary approvals or at the instance of regulatory authorities as per provisions of the Act.

These standalone financial statements have been prepared using the significant accounting policies and measurement basis summarised below. These accounting policies have been used consistently throughout all periods presented in these standalone financial statements except as mentioned in note 3.2 below.

The financial statements have been prepared on a historical cost basis, except for the following assets and liabilities which have been measured at fair value:

- i. Derivative financial instruments;
- ii. Certain financial assets and liabilities measured at fair value (refer accounting policy regarding financial instruments);

- iii. Defined benefit plans- plan assets measured at fair value; and

- iv. Share based payments.

The Company presents assets and liabilities in the balance sheet based on current/non-current classification. An asset is treated as current if it satisfies any of the following conditions:

- i. Expected to be realised or intended to sold or consumed in normal operating cycle;
- ii. Held primarily for the purpose of trading;
- iii. Expected to be realised within twelve months after the reporting period; or
- iv. Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets are classified as non-current.

A liability is current if it satisfies any of the following conditions:

- i. It is expected to be settled in normal operating cycle;
- ii. It is held primarily for the purpose of trading;
- iii. It is due to be settled within twelve months after the reporting period; or
- iv. There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

All other liabilities are classified as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

The operating cycle is the time between the acquisition of assets for processing and its realisation in cash and cash equivalents. The Company has identified twelve months as its operating cycle.

The Company follows calendar year as its financial year as approved by the Company Law Board, New Delhi.

Summary of significant accounting policies and other explanatory information on the Standalone Financial Statements for the year ended 31 December 2021

The financial statements of the Company are presented in Indian Rupees (₹), which is also its functional currency and all amounts disclosed in the financial statements and notes have been rounded off to the nearest million as per the requirement of Schedule III to the Act, unless otherwise stated.

3 Significant accounting policies

3.1 Fair value measurements

The Company measures financial instruments at fair value which is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between independent market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liability, or
- In the absence of a principal market, in the most advantageous market for the asset or liability.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

Level 1 - Quoted (unadjusted) market prices in active markets for identical assets or liabilities;

Level 2 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable; and

Level 3 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

For assets and liabilities that are recognised in the balance sheet at fair value on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

For the purpose of fair value disclosures, the Company has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above.

3.2 Revenue recognition

Revenue is recognized upon transfer of control of promised goods or services to customers at an amount that reflects the consideration to which the Company is expected to be entitled to in exchange for those goods or services. Revenue towards satisfaction of a performance obligation is measured at the amount of transaction price allocated to that performance obligation as per contractually agreed terms with the customers. The transaction price of goods sold and services rendered is net of various discounts and schemes offered by the Company as part of the contract. Revenue is recorded provided the recovery of consideration is probable and determinable. Revenue from sale of goods and services transferred to distributors/intermediaries are recognised at a point in time.

a) *Sale of goods:*

Revenue from the sale of manufactured and traded goods products is recognised upon transfer of control of products to the customers which coincides with their delivery to customer and is measured at fair value of consideration received/receivable, net of discounts, amount collected on behalf of third parties and applicable taxes.

b) *Interest:*

Interest income is recognised on time proportion basis taking into account the amount outstanding and rate applicable. For all debt instruments measured at amortised cost, interest income is recorded

Summary of significant accounting policies and other explanatory information on the Standalone Financial Statements for the year ended 31 December 2021

using the effective interest rate (“EIR”). EIR is the rate that exactly discounts the estimated future cash payments or receipts over the expected life of the financial instrument or a shorter period, where appropriate, to the gross carrying amount of the financial assets. Interest income is included in other income in the Statement of Profit and Loss.

c) **Dividends:**

Dividend is recognised when the Company's right to receive the payment is established, which is generally when shareholders approve the dividend.

d) **Commission:**

Commission income is recognised rateably over the contract period as per the agreed contractual terms.

e) **Services rendered:**

Revenue from service related activities including management and technical know-how service is recognised as and when services are rendered and on the basis of contractual terms with the parties.

3.3 Inventories

Inventories are valued as follows:

- a) **Raw materials, components, stores and spares:** At lower of cost and net realisable value. Cost of inventory comprises all costs of purchases, duties, taxes (other than those subsequently recoverable from tax authorities) and all other costs incurred in bringing the inventory to their present location and condition and is determined on a moving weighted average cost basis.

However, materials and other items held for use in the production of inventories are not written down below cost if the finished products in which they will be incorporated are expected to be sold at or above cost.

- b) **Work-in-progress:** At lower of cost and net realisable value. Cost for this purpose includes material, labour and appropriate

allocation of overheads including depreciation. Cost is determined on a weighted average basis.

c) **Intermediate goods/ Finished goods:**

- i. **Self manufactured** - At lower of cost and net realisable value. Cost for this purpose includes material, labour and appropriate allocation of overheads. Cost is determined on a weighted average basis.
- ii. **Traded** - At lower of cost and net realisable value. Cost of inventory comprises all costs of purchases, duties, taxes (other than those subsequently recoverable from tax authorities) and all other costs incurred in bringing the inventory to their present location and condition and is determined on a weighted average cost basis.

Net realisable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and estimated costs necessary to make the sale. Provision for obsolescence is determined based on management's assessment and is charged to the Statement of Profit and Loss.

3.4 Property, plant and equipment

Measurement at recognition:

Property, plant and equipment and capital work-in progress are stated at cost, net of accumulated depreciation and accumulated impairment losses, if any.

Cost comprises the purchase price, borrowing costs if capitalisation criteria are met and any directly attributable cost of bringing the asset to its working condition for the intended use. Any trade discounts and rebates are deducted in arriving at the purchase price. The cost of an item of property, plant and equipment shall be recognised as an asset if, and only if:

- a) it is probable that future economic benefits associated with the item will flow to the entity; and

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- b) the cost of the item can be measured reliably.

Subsequent expenditure related to an item of property, plant and equipment is added to its book value only if it increased the future benefits from the existing asset beyond its previously assessed standard of performance. All other expenses on existing assets, including day-to-day repair and maintenance expenditure and cost of replacing parts, are charged to the Statement of Profit and Loss for the period during which such expenses are incurred. Expenditure directly relating to construction activity is capitalised. Indirect expenditure incurred during construction period is capitalised as a part of indirect construction cost to the extent the expenditure is related to construction or is incidental thereto. Other indirect costs incurred during the construction periods which are not related to construction activity nor are incidental thereto are charged to the Statement of Profit and Loss.

Value for individual assets acquired for a consolidated price, the cost is apportioned to the various assets on their relative fair values basis as determined by competent valuers.

Depreciation:

The management has estimated, supported by technical assessment, the useful lives of property, plant and equipment. The management believes that these estimated useful lives are realistic and reflect fair approximation of the period over which the assets are likely to be used. Depreciation is calculated on a straight-line basis over the estimated useful lives of the assets as follows:

Description	Useful lives (upto)
Leasehold land	Over lease period
Buildings-factory	30 years
Buildings-others	60 years
Plant and equipment	20 years
Furniture and fixtures	10 years
Delivery vehicles	10 years

Description	Useful lives (upto)
Vehicles (other than delivery vehicles)	7 years
Office equipment	4 years
Computer equipment	4 years
Containers	6 years
Post-mix vending machines and refrigerators (Visi - Cooler)	8 years
Power generating assets	22 years

Freehold land is not depreciated.

Depreciation on property, plant and equipment is provided over the useful lives of assets as specified in Schedule II to the Act except where the management, based on independent technical assessment, depreciates certain assets are over estimated useful lives which are different from the useful lives prescribed in the Schedule II to the Act. The Company has used the remaining useful lives to compute depreciation on its property, plant and equipment, acquired under the business transfer agreement based on external technical evaluation.

Depreciation on property, plant and equipment which are added/disposed off during the year is provided on pro-rata basis with reference to the month of addition/deletion.

The Company has technically evaluated all the property, plant and equipment for determining the separate identifiable assets having different useful lives under the component approach. On technical evaluation of all separate identifiable components, the management is of the opinion that they do not have any different useful life from that of the principal asset.

In case of revaluation of leasehold land, the resulting amortisation of the total revalued amount is expensed off to the Statement of Profit and Loss.

Derecognition:

An item of property, plant and equipment and any significant part initially recognised is de-recognised upon disposal or when no future economic benefits are expected from

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its use or disposal. Any gain or loss arising on de-recognition of the asset (calculated as the difference between the net disposal proceeds or amount of security deposit adjusted and the carrying amount of the asset) is included in the Statement of Profit and Loss when the asset is de-recognised.

Breakages of containers are adjusted on 'first bought first broken' basis, since it is not feasible to specifically identify the broken containers in the fixed assets records.

3.5 Intangible assets

Intangible assets are initially recognised at:

- a) In case the assets are acquired separately, then at cost,
- b) In case the assets are acquired in a business combination or under any asset purchase agreement, at fair value.

Following initial recognition, intangible assets are carried at cost less any accumulated amortisation and accumulated impairment loss. Intangible assets with finite useful life are assessed for impairment whenever there is an indication that the intangible assets may be impaired. Amortisation of intangible assets such as softwares and distribution network is computed on a straight-line basis, at the rates representing estimated useful life of 4 years and 8 years respectively.

The franchise rights and trademarks acquired as part of business combinations normally have a remaining legal life of not exceeding twenty years but is renewable every twenty years and is well established. The Company intends to renew these rights continuously and evidence supports its ability to do so. An analysis of product life cycle studies, market and competitive trends provides evidence that the product will generate net cash inflows for the Company for an indefinite period. Therefore, these rights have been carried at cost without amortisation, but is tested for impairment annually, at the cash-generating unit level. The assessment of indefinite life is reviewed annually to determine whether the indefinite life

continues to be supportable. If not, the change in useful life from indefinite to finite is made on a prospective basis.

3.6 Borrowing costs

Borrowing costs include interest, amortisation of ancillary costs incurred in connection with the arrangement of borrowings and exchange differences arising from foreign currency borrowings to the extent they are regarded as an adjustment to the interest cost. Borrowing costs, if any, directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalized, if any. All other borrowing costs are expensed to the Statement of Profit and Loss in the period in which they occur.

3.7 Leases

The Company as a lessee

The Company enters into an arrangement for lease of buildings and equipments. Such arrangements are generally for a fixed period but may have extension or termination options. In accordance with Ind AS 116 - Leases, at inception of the contract, the Company assesses whether a contract is, or contains a lease. A lease is defined as 'a contract, or part of a contract, that conveys the right to control the use an asset (the underlying asset) for a period of time in exchange for consideration'.

To assess whether a contract conveys the right to control the use of an identified asset, the Company assesses whether:

- a) The contract involves the use of an identified asset - this may be specified explicitly or implicitly, and should be physically distinct or represent substantially all of the capacity of a physically distinct asset. If the supplier has a substantive substitution right, then the asset is not identified;
- b) The Company has the right to obtain substantially all of the economic benefits from use of the asset throughout the period of use; and

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- c) The Company assesses whether it has the right to direct 'how and for what purpose' the asset is used throughout the period of use. At inception or on reassessment of a contract that contains a lease component, the Company allocates the consideration in the contract to each lease component on the basis of their relative stand-alone prices. However, for the leases of land and buildings in which it is a lessee, the Company has elected not to separate non-lease components and account for the lease and non-lease components as a single lease component.

Measurement and recognition of leases as a lessee

The Company recognizes a right-of-use asset and a lease liability at the lease commencement date. The right-of-use asset is initially measured at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date, plus any initial direct costs incurred and an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located, less any lease incentives received.

The right-of-use asset is subsequently measured at cost less any accumulated depreciation, accumulated impairment losses (unless such right of use assets fulfill the requirements of Ind AS 40 - Investment Property and is accounted for as there under), if any and adjusted for any re-measurement of the lease liability. The right-of-use asset is depreciated using the straight-line method from the commencement date over the shorter of lease term or useful life of right-of-use asset. Right-of-use asset are tested for impairment whenever there is any indication that their carrying amounts may not be recoverable. Impairment loss, if any, is recognised in the Statement of Profit and Loss.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined,

the Company's incremental borrowing rate. Generally, the Company uses its incremental borrowing rate as the discount rate.

Lease payments included in the measurement of the lease liability comprise the following:

- a) Fixed payments, including in-substance fixed payments;
- b) Variable lease payments that depend on an index or a rate, initially measured using the index or rate as at the commencement date;
- c) Amounts expected to be payable under a residual value guarantee; and
- d) The exercise price under a purchase option that the Company is reasonably certain to exercise, lease payments in an optional renewal period if the Company is reasonably certain to exercise an extension option, and penalties for early termination of a lease unless the Company is reasonably certain not to terminate early.

The lease liability is measured at amortized cost using the effective interest rate method. It is remeasured when there is a change in future lease payments arising from a change in an index or rate, if there is a change in the Company's estimate of the amount expected to be payable under a residual value guarantee, or if the Company changes its assessment of whether it will exercise a purchase, extension or termination option. When the lease liability is remeasured in this way, a corresponding adjustment is made to the carrying amount of the right-of-use asset, or is recorded in profit or loss if the carrying amount of the right-of-use asset has been reduced to zero, as the case may be.

The Company presents right-of-use assets that do not meet the definition of investment property and lease liabilities as a separate line item in the standalone financial statements of the Company.

The Company has elected not to apply the requirements of Ind AS 116 - Leases to short-

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term leases of all assets that have a lease term of 12 months or less and leases for which the underlying asset is of low value. The lease payments associated with these leases are recognized as an expense on a straight-line basis over the lease term.

The Company as a lessor

When the Company acts as a lessor, it determines at lease inception whether each lease is a finance lease or an operating lease. To classify each lease, the Company makes an overall assessment of whether the lease transfers substantially all of the risks and rewards incidental to ownership of the underlying asset. If this is the case, then the lease is a finance lease; if not, then it is an operating lease. As part of this assessment, the Company considers certain indicators such as whether the lease is for the major part of the economic life of the asset.

When the Company is an intermediate lessor, it accounts for its interests in the head lease and the sub-lease separately. It assesses the lease classification of a sub-lease with reference to the right-of-use asset arising from the head lease, not with reference to the underlying asset. If a head lease is a short-term lease to which the Company applies the exemption described above, then it classifies the sub-lease as an operating lease.

The Company recognizes lease payments received under operating leases as income on a straight-line basis over the lease term as part of 'other income'.

The accounting policies applicable to the Company as a lessor in the comparative period were not different from Ind AS 116 - Leases. However, when the Company was an intermediate lessor the sub-leases were classified with reference to the underlying asset.

The Company recognizes lease payments received under operating leases as income on a straight-line basis over the lease term. In case of a finance lease, finance income is recognised over the lease term based on a pattern reflecting

a constant periodic rate of return on the lessor's net investment in the lease. When the Company is an intermediate lessor it accounts for its interests in the head lease and the sub-lease separately. It assesses the lease classification of a sub-lease with reference to the right-of-use asset arising from the head lease, not with reference to the underlying asset. If a head lease is a short term lease to which the Company applies the exemption described above, then it classifies the sub-lease as an operating lease.

3.8 Employee benefits

Contribution to provident and other funds

Retirement benefit in the form of provident fund is a defined contribution scheme. The Company has no obligation, other than the contribution payable to the provident fund. The Company recognises contribution payable to the provident fund scheme as an expense, when an employee renders the related service. If the contribution payable to the scheme for service received before the balance sheet date exceeds the contribution already paid, the deficit payable to the scheme is recognised as a liability after deducting the contribution already paid. If the contribution already paid exceeds the contribution due for services received before the balance sheet date, then excess is recognised as an asset to the extent that the pre-payment will lead to, for example, a reduction in future payment or a cash refund.

Gratuity

Gratuity is a defined benefit scheme. The cost of providing benefits under the defined benefit plan is determined using the projected unit credit method. The Company recognises termination benefit as a liability and an expense when the Company has a present obligation as a result of past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. If the termination benefits fall due more than twelve months after the balance sheet date, they are measured at present value of future cash flows using the discount rate determined by reference to market yields at the balance sheet date on government bonds.



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Re-measurements, comprising actuarial gains and losses, the effect of the asset ceiling, excluding amounts included in net interest on the net defined benefit liability and the return on plan assets (excluding amounts included in net interest on the net defined benefit liability), are recognised immediately in the balance sheet with a corresponding debit or credit to retained earnings through Other Comprehensive Income (“OCI”) in the period in which they occur. Re-measurements are not reclassified to profit or loss in subsequent periods.

Past service costs are recognised in Statement of Profit and Loss on the earlier of:

- The date of the plan amendment or curtailment, and
- The date that the Company recognises related restructuring cost

Net interest is calculated by applying the discount rate to the net defined benefit liability or asset.

The Company recognises the following changes in the net defined benefit obligation as an expense in the Statement of Profit and Loss:

- Service costs comprising current service costs, past-service costs, gains and losses on curtailments and non-routine settlements; and
- Net interest expense or income

Compensated absences

The Company treats accumulated leave expected to be carried forward beyond twelve months, as long-term employee benefit which are computed based on the actuarial valuation using the projected unit credit method at the period end. Actuarial gains/losses are immediately taken to the Statement of Profit and Loss and are not deferred. The Company presents the leave as a current liability in the balance sheet to the extent it does not have an unconditional right to defer its settlement for twelve months after the reporting date. Where Company has the unconditional legal and

contractual right to defer the settlement for a period beyond twelve months, the balance is presented as a non-current liability.

Accumulated leave, which is expected to be utilized within the next twelve months, is treated as short term employee benefit. The Company measures the expected cost of such absences as the additional amount that it expects to pay as a result of the unused entitlement that has accumulated at the reporting date.

All other employee benefits payable/available within twelve months of rendering the service are classified as short-term employee benefits. Benefits such as salaries, wages, bonus, etc. are recognised in the Statement of Profit and Loss in the period in which the employee renders the related service.

3.9 Share-based payments

Employees (including senior executives) of the Company receive remuneration in the form of share-based payments, whereby employees render services as consideration for equity instruments which are classified as equity-settled transactions.

The cost of equity-settled transactions is determined by the fair value at the date of grant using an appropriate valuation model. That cost is recognised as an employee benefit expense with a corresponding increase in ‘Share option outstanding account’ in other equity, over the period in which the performance and/or service conditions are fulfilled. The cumulative expense recognised for equity-settled transactions at each reporting date until the vesting date reflects the extent to which the vesting period has expired and the Company’s best estimate of the number of equity instruments that will ultimately vest.

Service and non-market performance conditions are not taken into account when determining the grant date fair value of awards, but the likelihood of the conditions being met is assessed as part of the Company’s best estimate of the number of equity instruments that will ultimately vest. Market performance conditions

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are reflected within the grant date fair value. Any other conditions attached to an award, but without an associated service requirement, are considered to be non-vesting conditions.

Non-vesting conditions are reflected in the fair value of an award and lead to an immediate expensing of an award unless there are also service and/or performance conditions.

No expense is recognised for awards that do not ultimately vest because non-market performance and/or service conditions have not been met. Where awards include a market or non-vesting condition, the transactions are treated as vested irrespective of whether the market or non-vesting condition is satisfied, provided that all other performance and/or service conditions are satisfied.

When the terms of an equity-settled award are modified, the minimum expense recognised is the expense had the terms had not been modified, if the original terms of the award are met. An additional expense is recognised for any modification that increases the total fair value of the share-based payment transaction, or is otherwise beneficial to the employee as measured at the date of modification. Where an award is cancelled by the Company or by the counterparty, any remaining element of the fair value of the award is expensed immediately through the Statement of Profit and Loss.

3.10 Foreign currency transactions and translations

Transactions in foreign currencies are initially recorded in the reporting currency, by applying to the foreign currency amount the exchange rate between the reporting currency and the foreign currency at the date of the transaction.

Foreign currency monetary items are reported using the closing rate. Non-monetary items which are carried in terms of historical cost denominated in a foreign currency are reported using the exchange rate at the date of the transaction.

Exchange differences arising on the settlement of monetary items or on restatement of the Company's monetary items at rates different

from those at which they were initially recorded during the year, or reported in previous financial statements, are recognised as income or as expenses in the year in which they arise.

Exchange differences pertaining to long-term foreign currency monetary items obtained or given on or before 31 December 2016: Exchange differences arising on conversion of long term foreign currency monetary items used for acquisition of depreciable fixed assets are added to the cost of fixed assets and is depreciated over the remaining life of the respective fixed asset and in other cases, is recorded under the head 'Foreign Currency Monetary Item Translation Difference Account' and is amortised over the period of maturity of underlying long term foreign currency monetary items, in accordance with the option available under Ind AS 101.

Exchange differences pertaining to long-term foreign currency monetary items obtained or given on or after 01 January 2017: Exchange differences arising on restatement of long term foreign currency monetary items obtained or given is recorded in the Statement of Profit and Loss.

3.11 Business combination and goodwill

Business combinations are accounted for using the acquisition method. The cost of an acquisition is measured as the aggregate of the consideration transferred measured at acquisition date fair value and the amount of any non-controlling interests in the acquiree.

At the acquisition date, the identifiable assets acquired and the liabilities assumed are recognised at their acquisition date fair values. For this purpose, the liabilities assumed include contingent liabilities representing present obligation and they are measured at their acquisition fair values irrespective of the fact that outflow of resources embodying economic benefits is not probable. However, deferred tax assets or liabilities, and the assets or liabilities related to employee benefit arrangements are recognised and measured in accordance with Ind AS 12 'Income Taxes' and Ind AS 19 'Employee Benefits' respectively.

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When the Company acquires a business, it assesses the financial assets and liabilities assumed for appropriate classification and designation in accordance with the contractual terms, economic circumstances and pertinent conditions as at the acquisition date.

Any contingent consideration to be transferred by the Company is recognised at fair value at the acquisition date. Contingent consideration classified as an asset or liability that is a financial instrument and within the scope of Ind AS 109 'Financial Instruments' ('Ind AS 109'), is measured at fair value with changes in fair value recognised in the Statement of Profit and Loss. If the contingent consideration is not within the scope of Ind AS 109, it is measured in accordance with the appropriate Ind AS.

Goodwill is initially measured at cost, being the excess of the aggregate of the consideration transferred over the net identifiable assets acquired and liabilities assumed. If the fair value of the net assets acquired is in excess of the aggregate consideration transferred, the Company re-assesses whether it has correctly identified all of the assets acquired and all of the liabilities assumed and reviews the procedures used to measure the amounts to be recognised at the acquisition date. If the reassessment still results in an excess of the fair value of net assets acquired over the aggregate consideration transferred, then the gain is recognised in OCI and accumulated in equity as capital reserve. However, if there is no clear evidence of bargain purchase, the entity recognises the gain directly in equity as capital reserve, without routing the same through OCI.

After initial recognition, goodwill is measured at cost less any accumulated impairment losses. For the purpose of impairment testing, goodwill acquired in a business combination is, from the acquisition date, allocated to each of the Company's cash-generating units that are expected to benefit from the combination, irrespective of whether other assets or liabilities of the acquiree are assigned to those units.

A cash generating unit to which goodwill has been allocated is tested for impairment annually, or more frequently when there is an indication that the unit may be impaired. If the recoverable amount of the cash generating unit is less than its carrying amount, the impairment loss is allocated first to reduce the carrying amount of any goodwill allocated to the unit and then to the other assets of the unit pro rata based on the carrying amount of each asset in the unit.

Any impairment loss for goodwill is recognised in the Statement of Profit and Loss. An impairment loss recognised for goodwill is not reversed in subsequent periods.

Where goodwill has been allocated to a cash-generating unit and part of the operation within that unit is disposed of, the goodwill associated with the disposed operation is included in the carrying amount of the operation when determining the gain or loss on disposal. Goodwill disposed in these circumstances is measured based on the relative values of the disposed operation and the portion of the cash-generating unit retained.

If the initial accounting for a business combination is incomplete by the end of the reporting period in which the combination occurs, the Company reports provisional amounts for the items for which the accounting is incomplete. Those provisional amounts are adjusted through goodwill during the measurement period, or additional assets or liabilities are recognised, to reflect new information obtained about facts and circumstances that existed at the acquisition date that, if known, would have affected the amounts recognised at that date. These adjustments are called as measurement period adjustments. The measurement period does not exceed one year from the acquisition date.

3.12 Government grants

Grants from the Government are recognised when there is reasonable assurance that all underlying conditions will be complied with and that the grant will be received.

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When loans or similar assistance are provided by Government or related institutions, with an interest rate below the current applicable market rate, the effect of this favorable interest is regarded as a government grant. The loan or assistance is initially recognised and measured at fair value and the government grant is measured as the difference between the initial carrying value of the loan and the proceeds received. That grant is recognised in the Statement of Profit and Loss under 'other operating revenue'. The loan is subsequently measured as per the accounting policy applicable to financial liabilities.

Government grants related to assets are presented in the balance sheet by deducting the grant from the carrying value of the asset and non-monetary grant is recognised at a nominal value.

Grants related to income are recognised as income on a systematic basis in the Statement of Profit and Loss over the periods necessary to match them with the related costs, which they are intended to compensate and are presented as 'other operating revenues'.

Total government grant recognised in the Statement of Profit and Loss under the head 'Other operating revenue' amounts to ₹ 1,430.81 million (31 December 2020: ₹ 655.79 million) under different industrial promotion tax exemption schemes.

3.13 Income taxes

Tax expense is the aggregate amount included in the determination of profit or loss for the period in respect of current tax and deferred tax.

Current income tax

Current income tax is measured at the amount expected to be paid to the tax authorities in accordance with the Income-tax Act, 1961 and rules thereunder. Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted

or substantively enacted, at the reporting date. Current income tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in OCI or in equity).

Current tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

Deferred tax

Deferred tax is provided using the liability method on temporary differences between the tax bases of assets and liabilities and their book bases. Deferred tax liabilities are recognised for all temporary differences, the carry forward of unused tax credits and any unused tax losses. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilised. Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

Deferred tax relating to items recognised outside profit or loss is recognised outside profit or loss. Deferred tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists

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to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

Minimum Alternate Tax (“MAT”) credit is recognised as an asset only when and to the extent there is convincing evidence that the relevant members of the Company will pay normal income tax during the specified period. Such asset is reviewed at each reporting period end and the adjusted based on circumstances then prevailing.

Deferred tax on business combination

When a liability assumed is recognized at the acquisition date but the related costs are not deducted in determining taxable profits until a later period, a deductible temporary difference arises which results in a deferred tax asset. A deferred tax asset also arises when the fair value of an identifiable asset acquired is less than its tax base. In both cases, the resulting deferred tax asset affects goodwill.

3.14 Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker, who is responsible for allocating resources and assessing performance of the operating segments. The business activities of the Company predominantly fall within a single operating segment, i.e., manufacturing and sale of beverages within India.

3.15 Impairment of non-financial assets

The Company assesses, at each reporting date, whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Company estimates the asset’s recoverable amount. An asset’s recoverable amount is the higher of an asset’s or cash-generating unit’s (“CGU”) fair value less costs of disposal and its value in use.

Recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely

independent of those from other assets or groups of assets.

When the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs of disposal, recent market transactions are taken into account. If no such transactions can be identified, an appropriate valuation model is used. These calculations are corroborated by valuation multiples, quoted share prices for publicly traded Company’s or other available fair value indicators.

The Company bases its impairment calculation on detailed budgets and forecast calculations, which are prepared separately for each of the Company’s CGUs to which the individual assets are allocated. These budgets and forecast calculations generally cover a period of five years. For longer periods, a long-term growth rate is calculated and applied to project future cash flows after the fifth year. To estimate cash flow projections beyond periods covered by the most recent budgets/forecasts, the Company extrapolates cash flow projections in the budget using a steady or declining growth rate for subsequent years, unless an increasing rate can be justified. In any case, this growth rate does not exceed the long-term average growth rate for the products, industries, or country or countries in which the entity operates, or for the market in which the asset is used.

Impairment losses of continuing operations, including impairment on inventories, are recognised in the Statement of Profit and Loss.

An assessment is made at each reporting date to determine whether there is an indication that previously recognised impairment losses no longer exist or have decreased. If such

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indication exists, the Company estimates the asset's or CGU's recoverable amount. A previously recognised impairment loss is reversed only if there has been a change in the assumptions used to determine the asset's recoverable amount since the last impairment loss was recognised. The reversal is limited so that the carrying amount of the asset does not exceed its recoverable amount, nor exceed the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognised for the asset in prior years. Such reversal is recognised in the Statement of Profit and Loss unless the asset is carried at a revalued amount, in which case, the reversal is treated as a revaluation increase.

3.16 Financial instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

Financial assets

Initial recognition and measurement

All financial assets are recognised initially at fair value plus, in the case of financial assets not recorded at fair value through profit or loss ("FVTPL"), transaction costs that are attributable to the acquisition of the financial asset.

For purposes of subsequent measurement, financial assets are classified as follows:

a) Debt instruments at amortised cost

A 'debt instrument' is measured at the amortised cost where the asset is held within a business model whose objective is to hold assets for collecting contractual cash flows; and contractual terms of the asset give rise to cash flows on specified dates that are solely payments of principal and interest.

After initial measurement, such financial assets are subsequently measured at amortised cost using the EIR method. Amortised cost is calculated by taking into account any discount or premium

on acquisition and fees or costs that are an integral part of the EIR. The interest income from these financial assets is included in finance income in the Statement of Profit and Loss. The losses arising from impairment are recognised in the Statement of Profit and Loss. This category generally applies to trade and other receivables.

b) Debt instruments at fair value through other comprehensive income

Assets that are held for collection of contractual cashflows and for selling the financial assets, where the cash flow represent solely payments of principal and interest, are measured at fair value through other comprehensive income ("FVOCI"). The Company has not designated any debt instrument in this category.

c) Debt instruments at fair value through profit or loss

Fair Value Through Profit or Loss ("FVTPL") is a residual category for debt instruments. Any debt instrument, which does not meet the criteria for categorisation as at amortized cost or as FVTOCI, is classified as at FVTPL.

In addition, the Company may elect to designate a debt instrument which otherwise meets amortized cost or FVTOCI criteria, as at FVTPL. However, such election is allowed only if doing so reduces or eliminates a measurement or recognition inconsistency (referred to as 'accounting mismatch').

Debt instruments included within the FVTPL category are measured at fair value with all changes recognised in the Statement of Profit and Loss. The Company has not designated any debt instrument in this category.

d) Equity instruments

All equity investments in scope of Ind AS 109 are measured at fair value. Equity



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instruments which are held for trading and contingent consideration recognised by an acquirer in a business combination to which Ind AS 103 'Business Combinations' applies are Ind AS classified as at FVTPL. Equity instruments included within the FVTPL category are measured at fair value with all changes recognised in the Statement of Profit and Loss.

For all other equity instruments, the Company may make an irrevocable election to present in other comprehensive income subsequent changes in the fair values. The Company makes such election on an instrument-by-instrument basis. The classification is made on initial recognition and is irrevocable.

If the Company decides to classify an equity instrument as at FVTOCI, then all fair value changes on the instrument, excluding dividends, are recognised in the OCI. There is no recycling of the amounts from OCI to profit or loss, even on sale of investment. However, the Company may transfer the cumulative gain or loss within equity.

De-recognition

A financial asset is derecognised when the contractual rights to receive cash flows from the asset have expired or the Company has transferred its rights to receive the contractual cash flows from the asset in a transaction in which substantially all the risks and rewards of ownership of the asset are transferred.

Impairment of financial assets

The Company measures the Expected Credit Loss ("ECL") associated with its assets based on historical trends, industry practices and the general business environment in which it operates. The impairment methodology applied depends on whether there has been a significant increase in credit risk. ECL impairment loss allowance (or reversal) recognised during the period is recognised as income/ expense in the Statement of Profit and Loss under the head 'other expenses'.

Financial liabilities

Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings, payables, or as derivatives designated as hedging instruments in an effective hedge, as appropriate.

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

The Company's financial liabilities include trade and other payables, loans and borrowings including bank overdrafts and derivative financial instruments.

Subsequent measurement

The measurement of financial liabilities depends on their classification, as described below:

a) Financial liabilities at FVTPL

Financial liabilities at FVTPL include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss. Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term.

This category includes derivative financial instruments entered into by the Company that are not designated as hedging instruments in hedge relationships as defined by Ind AS 109.

Financial liabilities designated upon initial recognition at fair value through profit or loss are designated as such at the initial date of recognition, and only if the criteria in Ind AS 109 are satisfied. For liabilities designated as FVTPL, fair value gains/ losses are recognised in the Statement of Profit and Loss, except for those attributable to changes in own credit risk, which are recognised in OCI. These gains/ loss are not subsequently transferred to the Statement of Profit and Loss.

Summary of significant accounting policies and other explanatory information on the Standalone Financial Statements for the year ended 31 December 2021

b) Financial liabilities at amortised cost

After initial recognition, financial liabilities designated at amortised costs are subsequently measured at amortised cost using the EIR method. Gains and losses are recognised in Statement of Profit and Loss when the liabilities are derecognised as well as through the EIR amortisation process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The amortisation is included as finance costs in the Statement of Profit and Loss.

De-recognition

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the de-recognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the Statement of Profit and Loss.

Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

Derivative financial instruments

Derivatives are initially recognised at fair value on the date of executing a derivative contract and are subsequently remeasured to their fair value at the end of each reporting period. Derivatives are carried as financial assets when the fair value is positive and as financial liabilities when the fair value is negative. Changes in the fair value of derivatives that are designated and qualify as fair value hedges are recognised in the Statement of Profit and Loss immediately,

together with any changes in the fair value of the hedged asset or liability that are attributable to the hedged risk.

3.17 Investment in subsidiaries and associates

An investor, regardless of the nature of its involvement with an entity (the investee), shall determine whether it is a parent by assessing whether it controls the investee. An investor controls an investee when it is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee.

Thus, an investor controls an investee if and only if the investor has all the following:

- a) power over the investee;
- b) exposure, or rights, to variable returns from its involvement with the investee; and
- c) the ability to use its power over the investee to affect the amount of the investor's returns.

An associate is an entity over which the Company has significant influence. Significant influence is the power to participate in the financial and operating policy decisions of the investee, but not control or joint control over those policies. The considerations made in determining significant influence are similar to those necessary to determine control over subsidiaries.

The Company has elected to recognise its investments in subsidiary and associate companies at cost in accordance with the option available in Ind AS 27, 'Separate Financial Statements'.

Investment carried at cost is tested for impairment as per Ind-AS 36.

3.18 Non-current assets classified as held for sale

Non-current assets classified as held for sale are presented separately in the Balance

Summary of significant accounting policies and other explanatory information on the Standalone Financial Statements for the year ended 31 December 2021

Sheet and measured at the lower of their carrying amounts immediately prior to their classification as held for sale and their fair value less costs to sell. Once classified as held for sale, the assets are not subject to depreciation or amortisation. Any gain or loss arises on remeasurement or sale is included in the Statement of Profit and Loss.

If an entity has classified an asset (or disposal group) as held for sale, but the held-for-sale criteria as specified in standard are no longer met, the entity shall cease to classify the asset (or disposal group) as held for sale.

The Company measures a non-current asset that ceases to be classified as held for sale (or ceases to be included in a disposal group classified as held for sale) at the lower of:

- a) its carrying amount before the asset (or disposal group) was classified as held for sale, adjusted for any depreciation, amortisation or revaluations that would have been recognised had the asset (or disposal group) not been classified as held for sale; and
- b) its recoverable amount at the date of the subsequent decision not to sell.

3.19 Cash and cash equivalents

Cash and cash equivalent in the balance sheet comprise cash at banks and on hand, cheques on hand and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value. For the purpose of the statement of cash flows, cash and cash equivalents consist of cash and short-term deposits, as defined above.

3.20 Dividend distribution to equity holders

The Company recognises a liability to make cash or non-cash distributions to equity holders when the distribution is authorised and the distribution is no longer at the discretion of the Company. As per the corporate laws in India, a distribution is authorised when it is approved by the shareholders. A corresponding amount is recognised directly in equity.

3.21 Provisions

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. When the Company expects some or all of a provision to be reimbursed, for example, under an insurance contract, the reimbursement is recognised as a separate asset, but only when the reimbursement is virtually certain. The expense relating to a provision is presented in the Statement of Profit and Loss, net of any reimbursement.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

3.22 Contingent liabilities

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the Company or a present obligation that is not recognised because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognised because it cannot be measured reliably. The Company does not recognize a contingent liability but discloses its existence in the financial statements. Contingent assets are only disclosed when it is probable that the economic benefits will flow to the entity.

3.23 Earnings per share

Basic earnings/ (loss) per share are calculated by dividing the net profit or loss for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the year. The weighted

Summary of significant accounting policies and other explanatory information on the Standalone Financial Statements for the year ended 31 December 2021

average number of equity shares outstanding during the year is adjusted for events, other than conversion of potential equity shares, that have changed the number of equity shares outstanding without a corresponding change in resources.

In case of a bonus issue, the number of ordinary shares outstanding is increased by number of shares issued as bonus shares in current year and comparative period presented as if the event had occurred at the beginning of the earliest year presented.

For the purpose of calculating diluted earnings/(loss) per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

3.24 Significant management judgement in applying accounting policies and estimation uncertainty

The preparation of the Company's financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the accompanying disclosures, and the disclosure of contingent liabilities at the date of the financial statements. Estimates and assumptions are continuously evaluated and are based on management's experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods.

In particular, the Company has identified the following areas where significant judgements, estimates and assumptions are required. Further information on each of these areas and how they impact the various accounting

policies are described below and also in the relevant notes to the financial statements. Changes in estimates are accounted for prospectively.

i) Judgements

In the process of applying the Company's accounting policies, management has made the following judgements, which have the most significant effect on the amounts recognised in the financial statements:

a) Contingencies

Contingent liabilities may arise from the ordinary course of business in relation to claims against the Company, including legal, contractor, land access and other claims. By their nature, contingencies will be resolved only when one or more uncertain future events occur or fail to occur. The assessment of the existence, and potential quantum, of contingencies inherently involves the exercise of significant judgments and the use of estimates regarding the outcome of future events.

b) Recognition of deferred tax assets

The extent to which deferred tax assets can be recognised is based on an assessment of the probability that future taxable income will be available against which the deductible temporary differences and tax loss carry-forward can be utilised. In addition, significant judgement is required in assessing the impact of any legal or economic limits or uncertainties in various tax jurisdictions.

ii) Estimates and assumptions

The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below. The Company based its assumptions and estimates on parameters available when the financial statements were prepared. Existing circumstances and assumptions about future developments, however, may change due to market change or circumstances arising

Summary of significant accounting policies and other explanatory information on the Standalone Financial Statements for the year ended 31 December 2021

beyond the control of the Company. Such changes are reflected in the assumptions when they occur.

a) Useful lives of tangible/intangible assets

The Company reviews its estimate of the useful lives of tangible/intangible assets at each reporting date, based on the expected utility of the assets.

b) Defined benefit obligation

The cost of the defined benefit plan and other post-employment benefits and the present value of such obligation are determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases, mortality rates and future pension increases. In view of the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

c) Inventories

The Company estimates the net realisable values of inventories, taking into account the most reliable evidence available at each reporting date. The future realisation of these inventories may be affected by future technology or other market-driven changes that may reduce future selling prices.

d) Business combinations

The Company uses valuation techniques when determining the fair values of certain assets and liabilities acquired in a business combination.

e) Impairment of non-financial assets and goodwill

In assessing impairment, Company estimates the recoverable amount of each asset or cash-generating units based on expected future cash flows and uses an interest rate to discount them. Estimation uncertainty relates to assumptions about future operating results and the determination of a suitable discount rate.

f) Fair value measurement of financial instruments

When the fair values of financial assets and financial liabilities recorded in the Balance Sheet cannot be measured based on quoted prices in active markets, their fair value is measured using valuation techniques including the DCF model. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgment is required in establishing fair values. Judgements include considerations of inputs such as liquidity risk, credit risk and volatility. Changes in assumptions about these factors could affect the reported fair value of financial instruments.

Summary of significant accounting policies and other explanatory information on the Standalone Financial Statements for the year ended 31 December 2021

4A. Property, plant and equipment

	Land freehold	Land leasehold [#]	Buildings	Plant and equipment	Furniture and fixtures	Vehicles	Office equipment	Computer equipment	Containers	Post-mix vending machines and refrigerators (Visi Cooler)	Total
Gross carrying amount											
Balance as at 01 January 2021	5,868.74	5,324.73	11,127.26	30,403.43	188.91	1,171.71	231.30	193.73	2,466.52	9,610.77	66,587.10
Additions for the year	129.68	106.87	333.29	488.75	7.31	23.78	31.31	21.62	621.56	6.93	1,771.10
Disposals for the year	-	-	(0.13)	(553.03)	(4.44)	(16.96)	(9.73)	(7.64)	(147.33)	(46.17)	(785.43)
Balance as at 31 December 2021	5,998.42	5,431.60	11,460.42	30,339.15	191.78	1,178.53	252.88	207.71	2,940.75	9,571.53	67,572.77
Accumulated Depreciation											
Balance as at 01 January 2021	-	302.70	2,054.36	8,508.72	112.49	766.26	153.39	137.29	887.29	6,602.93	19,525.43
Depreciation charge for the year	-	71.74	473.18	1,923.42	12.46	82.00	30.90	24.99	487.47	842.94	3,949.10
Reversal on disposals for the year	-	-	(0.12)	(296.61)	(2.65)	(15.79)	(7.43)	(5.70)	(87.25)	(40.20)	(455.75)
Balance as at 31 December 2021	-	374.44	2,527.42	10,135.53	122.30	832.47	176.86	156.58	1,287.51	7,405.67	23,018.78
Carrying amount as at 31 December 2021	5,998.42	5,057.16	8,933.00	20,203.62	69.48	346.06	76.02	51.13	1,653.24	2,165.86	44,553.99

	Land freehold	Land leasehold [#]	Buildings	Plant and equipment	Furniture and fixtures	Vehicles	Office equipment	Computer equipment	Containers	Post-mix vending machines and refrigerators (Visi Cooler)	Total
Gross carrying amount											
Balance as at 01 January 2020	5,760.18	5,326.08	10,483.85	28,496.82	178.98	971.36	198.98	185.85	4,038.31	9,622.39	65,262.80
Additions for the year	108.56	6.57	450.82	2,228.53	10.15	228.71	33.50	11.21	350.98	2.73	3,431.76
Addition on account of transition to Ind AS 116 (Refer footnote iv below)	-	-	192.59	7.88	-	-	-	-	-	-	200.47
Government grant related to asset received (Refer footnote iii below)	-	(6.37)	-	-	-	-	-	-	-	-	(6.37)
Disposals for the year	-	(1.55)	-	(329.80)	(0.22)	(28.36)	(1.18)	(3.33)	(1,922.77)	(14.35)	(2,301.56)
Balance as at 31 December 2020	5,868.74	5,324.73	11,127.26	30,403.43	188.91	1,171.71	231.30	193.73	2,466.52	9,610.77	66,587.10
Accumulated Depreciation											
Balance as at 01 January 2020	-	230.99	1,594.05	6,749.60	99.40	702.30	123.98	111.69	1,747.51	5,503.61	16,863.13
Depreciation charge for the year	-	71.71	460.31	1,821.20	13.26	86.98	30.41	28.22	455.51	1,113.17	4,080.77
Reversal on disposals for the year	-	-	-	(62.08)	(0.17)	(23.02)	(1.00)	(2.62)	(1,315.73)	(13.85)	(1,418.47)
Balance as at 31 December 2020	-	302.70	2,054.36	8,508.72	112.49	766.26	153.39	137.29	887.29	6,602.93	19,525.43
Carrying amount as at 31 December 2020	5,868.74	5,022.03	9,072.90	21,894.71	76.42	405.45	77.91	56.44	1,579.23	3,007.84	47,061.67

[#]The Company had acquired leasehold land at Sonarpur (Kolkata) amounting to ₹ 1.50 million (31 December 2020: ₹ 1.50 million) which is yet to be registered in the name of the Company.



Summary of significant accounting policies and other explanatory information on the Standalone Financial Statements for the year ended 31 December 2021

Property, plant and equipment (contd.)

Footnotes to Note 4A:

- Refer Note 51 for information on property, plant and equipment pledged as security by the Company.
- Pre-operative expenses incurred and capitalised during the year are as under:

(₹ in million)

Net Book Value	31 December 2021	31 December 2020
Balance at the beginning of the year	22.57	2.46
Add: Incurred during the year		
Finance costs	52.88	-
Other expenses	76.90	56.21
Less: Capitalised during the year	(22.57)	(36.10)
Amount carried over	129.78	22.57

- During the year ended on 31 December 2020, the Company had received government grant related to assets under the Punjab Industrial and Business Development Policy, 2017 amounting to ₹ 6.37 million. The grant received has been deducted against the carrying value of the asset.
- Leased assets includes right of use assets as follows, (Refer note 45 for detailed disclosure).

(₹ in million)

	Land leasehold	Leased buildings	Leased plant and equipment	Total
Gross carrying amount				
Balance as at 01 January 2021	5,324.73	192.59	7.88	5,525.20
Additions for the year	106.87	102.87	5.72	215.46
Disposals for the year	-	-	-	-
Balance as at 31 December 2021	5,431.60	295.46	13.60	5,740.66
Accumulated Depreciation				
Balance as at 01 January 2021	302.70	79.84	0.96	383.50
Depreciation charge for the year	71.74	77.09	3.45	152.28
Reversal on disposals for the year	-	-	-	-
Balance as at 31 December 2021	374.44	156.93	4.41	535.78
Carrying amount as at 31 December 2021	5,057.16	138.53	9.19	5,204.88

(₹ in million)

	Land leasehold	Leased buildings	Leased plant and equipment	Total
Gross carrying amount				
Balance as at 01 January 2020	-	-	-	-
Addition on account of transition to Ind AS 116	5,326.08	192.59	7.88	5,526.55
Addition during the year	6.57	-	-	6.57
Government grant related to asset received (Refer footnote iii above)	(6.37)			(6.37)
Disposals during the year	(1.55)	-	-	(1.55)
Balance as at 31 December 2020	5,324.73	192.59	7.88	5,525.20
Accumulated Depreciation				
Balance as at 01 January 2020	-	-	-	-
Addition on account of transition to Ind AS 116	230.99	-	-	230.99
Depreciation charge for the year	71.71	79.84	0.96	152.51
Reversal on disposals for the year	-	-	-	-
Balance as at 31 December 2020	302.70	79.84	0.96	383.50
Carrying amount as at 31 December 2020	5,022.03	112.75	6.92	5,141.70

- The amount of contractual commitments for the acquisitions of property, plant and equipment are disclosed in Note 42.

Summary of significant accounting policies and other explanatory information on the Standalone Financial Statements for the year ended 31 December 2021

4B. Capital work-in-progress: The changes in the carrying value of capital work-in-progress for the year ended 31 December 2021 and 31 December 2020 are as follows:

(₹ in million)

	Amount
Gross carrying amount	
Balance as at 01 January 2021	390.05
Additions for the year*	4,758.12
Transfer to property, plant and equipment	(368.63)
Balance as at 31 December 2021	4,779.54

(₹ in million)

	Amount
Gross carrying amount	
Balance as at 01 January 2020	585.75
Additions for the year	2,483.65
Transfer to property, plant and equipment	(2,679.35)
Balance as at 31 December 2020	390.05

*includes finance cost amounting to ₹ 52.88 million

5A. Goodwill

(₹ in million)

	Amount
Gross carrying amount	
Balance as at 01 January 2021	19.40
Acquired during the year	-
Balance as at 31 December 2021	19.40
Amortisation and impairment	
Balance as at 01 January 2021	-
Amortisation charge for the year	-
Balance as at 31 December 2021	-
Carrying amount as at 31 December 2021	19.40

(₹ in million)

	Amount
Gross carrying amount	
Balance as at 01 January 2020	19.40
Acquired during the year	-
Balance as at 31 December 2020	19.40
Amortisation and impairment	
Balance as at 01 January 2020	-
Amortisation charge for the year	-
Balance as at 31 December 2020	-
Carrying amount as at 31 December 2020	19.40

Summary of significant accounting policies and other explanatory information on the Standalone Financial Statements for the year ended 31 December 2021

5B. Other intangible assets

(₹ in million)

	Franchise rights/ trademarks (Refer note i)	Distribution network	Computer software	Total
Gross carrying amount				
Balance as at 01 January 2021	6,042.96	157.64	276.33	6,476.93
Additions for the year	-	-	39.39	39.39
Disposals for the year	-	-	(2.63)	(2.63)
Balance as at 31 December 2021	6,042.96	157.64	313.09	6,513.69
Amortisation and impairment				
Balance as at 01 January 2021	656.97	40.47	226.46	923.90
Amortisation charge for the year	-	19.70	29.54	49.24
Reversal on disposals/adjustments on assets for the year	-	-	(2.13)	(2.13)
Balance as at 31 December 2021	656.97	60.17	253.87	971.01
Carrying amount as at 31 December 2021	5,385.99	97.47	59.22	5,542.68

(₹ in million)

	Franchise rights/ trademarks (Refer note i)	Distribution network	Computer software	Total
Gross carrying amount				
Balance as at 01 January 2020	6,042.96	157.64	274.37	6,474.97
Additions for the year	-	-	1.96	1.96
Balance as at 31 December 2020	6,042.96	157.64	276.33	6,476.93
Amortisation and impairment				
Balance as at 01 January 2020	656.97	20.77	198.76	876.50
Amortisation charge for the year	-	19.70	27.70	47.40
Balance as at 31 December 2020	656.97	40.47	226.46	923.90
Carrying amount as at 31 December 2020	5,385.99	117.17	49.87	5,553.03

Footnotes to Note 5A and 5B:

- i. The Company has considered the related provisions of Ind AS 38 on 'Intangibles Assets' which permit certain intangible assets to have an indefinite life and accordingly the carrying value of these franchisee rights have been considered to have an indefinite life. These franchisee rights meet the prescribed criteria of renewal at nominal cost, renewal with no specific conditions attached, are sustainable and the same is supported by evidences of being renewed. Management is of the opinion that, based on an analysis of all of the relevant factors, there is no foreseeable limit to the period over which the franchise rights are expected to generate net cash inflows for the Company.

Goodwill and franchise rights with indefinite useful lives are tested for impairment annually, or more frequently if the events and circumstances indicate that the carrying value may be impaired. The useful life of an intangible asset with an indefinite useful life is reviewed annually to determine whether the useful life assessment continues to be supportable.

The assumptions used in this impairment assessment are most sensitive to following:

- a) Weighted average cost of capital "WACC" of 12.04% (Previous year - 13.30%) for the explicit period and 12.45% (Previous year - 13.57%) for the terminal year.

Summary of significant accounting policies and other explanatory information on the Standalone Financial Statements for the year ended 31 December 2021

- b) For arriving at the terminal value, approximate growth rate of 5% (Previous year - 5%) is considered.
- c) Number of years for which cash flows were considered are 5 years.
- d) The approximate rate of growth in sales is estimated at 8%-15% (Previous year - 10%-20%) in the discrete period.

No impairment loss was identified on the above assessment.

- ii. The amount of contractual commitments for the acquisitions of intangible assets are disclosed in Note 42.
- iii. Refer Note 51 for information on other intangible assets pledged as security by the Company.

6. Investments in subsidiaries

(₹ in million)

	As at 31 December 2021	As at 31 December 2020
Investment in subsidiaries (at cost) (unquoted)		
In equity shares		
17,392,760 (31 December 2020: 17,392,760) fully paid equity shares of MAD 50 each in Varun Beverages Morocco SA [#]	6,179.18	6,179.18
643,853,670 (31 December 2020: 643,853,670) fully paid equity shares of LKR 10 each in Varun Beverages Lanka (Private) Limited [#]	3,149.55	3,149.55
1,080,000 (31 December 2020: 1,080,000) fully paid equity shares of NPR 1,000 each in Varun Beverages (Nepal) Private Limited	798.91	798.91
18,710,100 (31 December 2020: 18,710,100) fully paid equity shares of ZMW 10 each in Varun Beverages (Zambia) Limited [#]	3,231.01	3,231.01
935 (31 December 2020: 935) fully paid equity shares of USD 1 each in Varun Beverages (Zimbabwe) (Private) Limited	0.06	0.06
547,645 (31 December 2020: 547,645) fully paid equity shares of ₹ 10 each in Lunarmech Technologies Private Limited [@]	162.93	162.93
999 (31 December 2020: Nil) fully paid equity shares of USD 10 each in Varun Beverages RDC SAS [^]	0.74	-
	13,522.38	13,521.64
Aggregate amount of unquoted investments	13,522.38	13,521.64

[@]The National Company Law Tribunal, through its order dated 22 May 2020 has approved the scheme of amalgamation of the subsidiary of the Company, namely, Angelica Technologies Private Limited (“Angelica”) with Lunarmech Technologies Private Limited (“Lunarmech”) (subsidiary of Angelica Technologies Private Limited). The approved scheme of amalgamation has been filed with the Registrar of Companies on 07 July 2020. Consequently, 98 (Ninety eight) fully paid-up equity shares of Lunarmech of the face value of ₹ 10 each have been allotted for every 10 (Ten) fully paid-up equity shares of the face value of ₹ 10 each of Angelica. This has no impact on the standalone financial statements.

[^]On 31 December 2021, the Company has subscribed the equity investment of Varun Beverages RDC SAS (“VBL RDC”) amounting to ₹ 0.74 million (31 December 2020: Nil).

[#]These investments were tested for impairment in accordance with Ind AS 36 “Impairment of Assets” concluding no impairment to the carrying values.

Refer note 53 for information required under Section 186 (4) of the Companies Act, 2013.



Summary of significant accounting policies and other explanatory information on the Standalone Financial Statements for the year ended 31 December 2021

Information about investments along with proportion of ownership interest held and country of incorporation are as follows:

Name of the company/entity	Country of incorporation and principal place of business	Proportion of ownership interests held by the Company at year end	
		As at 31 December 2021	As at 31 December 2020
Varun Beverages (Nepal) Private Limited ('VBL Nepal')	Nepal	100.00%	100.00%
Varun Beverages Lanka (Private) Limited ('VBL Lanka')	Sri Lanka	100.00%	100.00%
Varun Beverages Morocco SA ('VBL Morocco')	Morocco	100.00%	100.00%
Ole Spring Bottlers (Private) Limited ('Ole')*	Sri Lanka	100.00%	100.00%
Varun Beverages (Zambia) Limited ('VBL Zambia')	Zambia	90.00%	90.00%
Varun Beverages (Zimbabwe) (Private) Limited ('VBL Zimbabwe')	Zimbabwe	85.00%	85.00%
Varun Beverages RDC SAS ⁻	Congo	99.90%	-
Lunarmech Technologies Private Limited	India	55.04%	55.04%

*subsidiary of VBL Lanka

⁻w.e.f. 31 December 2021

7. Investments

(₹ in million)

	As at 31 December 2021	As at 31 December 2020
Fair value through Profit or Loss		
Investment in equity shares (unquoted)		
200 (31 December 2020: 200) shares of ₹ 50 each in The Margao Urban Co-operative Bank Limited	0.01	0.01
250 (31 December 2020: 250) shares of ₹ 10 each in The Goa Urban Co-operative Bank Limited**	0.00	0.00
	0.01	0.01
Aggregate amount of unquoted investments	0.01	0.01

**Rounded off to Nil.

8. Loans

(₹ in million)

	As at 31 December 2021	As at 31 December 2020
Loans carried at amortised cost		
Security deposits	377.74	390.41
Loans to related parties, considered good - Unsecured	2,594.40	2,310.09
	2,972.14	2,700.50
Loans to subsidiaries, in the ordinary course of business		
Varun Beverages (Zimbabwe) (Private) Limited	1,103.39	1,084.85
Varun Beverages (Zambia) Limited [#]	527.55	497.14
Varun Beverages Morocco SA [#]	963.46	728.10

[#]The loans granted were tested for impairment in accordance with Ind AS 109 concluding no impairment to the carrying values. Refer note 53 for information required under Section 186 (4) of the Companies Act, 2013.

Summary of significant accounting policies and other explanatory information on the Standalone Financial Statements for the year ended 31 December 2021

9. Other non-current financial asset

(₹ in million)

	As at 31 December 2021	As at 31 December 2020
Financial asset at amortised cost		
Balance in deposit accounts with more than 12 months maturity [#]	8.04	1.21
	8.04	1.21

[#]Pledged as security with electricity department/banks.

10. Other non-current assets

(₹ in million)

	As at 31 December 2021	As at 31 December 2020
(Unsecured, considered good)		
Capital advances	1,399.00	713.09
Advances other than capital advances		
- Income tax paid (includes amount paid under protest)	9.90	165.68
- Balance with statutory authorities (paid under protest)	136.19	140.54
- Prepaid expenses	30.68	34.17
	1,575.77	1,053.48

11. Inventories

(₹ in million)

	As at 31 December 2021	As at 31 December 2020
(Valued at lower of cost or net realisable value)		
Raw and packing materials (including goods in transit of ₹ 340.57 (31 December 2020: ₹ 74.39))	5,581.90	2,525.43
Work in progress	63.57	81.57
Intermediate goods (including goods in transit of ₹ 41.61 (31 December 2020: ₹ 28.76))	1,784.11	1,643.18
Finished goods (including goods in transit of ₹ 51.87 (31 December 2020: ₹ 10.31))	1,798.97	1,205.16
Stores and spares	1,434.16	1,335.27
	10,662.71	6,790.61

The Company manufactures as well as purchases the same product from market for sale. In the absence of demarcation between manufactured and purchased goods and the value of stock in trade being insignificant, it is not separately ascertainable and disclosed.

The cost of inventories recognised as an expense during the year is disclosed in Note 30, Note 31 and Note 32.

12. Trade receivables

(₹ in million)

	As at 31 December 2021	As at 31 December 2020
Trade receivable, considered good - Unsecured	1,279.10	1,643.31
Trade receivable, considered good - Secured	41.63	61.98
Trade receivable - Credit impaired	254.44	223.82
	1,575.17	1,929.11
Less : Allowance for expected credit loss (Refer note 54.2)	(254.44)	(223.82)
	1,320.73	1,705.29



Summary of significant accounting policies and other explanatory information on the Standalone Financial Statements for the year ended 31 December 2021

(₹ in million)

	As at 31 December 2021	As at 31 December 2020
Includes amounts due, in the ordinary course of business, from subsidiaries		
Varun Beverages (Zambia) Limited	57.84	30.77
Varun Beverages (Zimbabwe) (Private) Limited	20.46	28.10
Varun Beverages Morocco SA	-	7.98
Ole Spring Bottlers (Private) Limited	2.13	2.73
Varun Beverages (Nepal) Private Limited	321.55	391.23
Lunarmech Technologies Private Limited	29.41	37.44
Includes amounts due, in the ordinary course of business, from companies in which directors of the Company are also directors:		
Alisha Torrent Closures (India) Private Limited	10.75	9.13
Devyani Airport Services (Mumbai) Private Limited	0.05	0.26

Trade receivables are non-interest bearing and credit period generally falls in the range of 0 to 120 days.

13. Cash and cash equivalents

(also for the purpose of Standalone Cash Flow Statement)

(₹ in million)

	As at 31 December 2021	As at 31 December 2020
Balance with banks in current accounts*	238.89	350.99
Balance in deposits with original maturity of less than three months	-	9.23
Cash on hand	2.58	3.82
	241.47	364.04

*Includes inward remittance not yet cleared amounting to ₹ 38.62 million (31 December 2020: ₹ 100.01 million)

14. Bank balances other than cash and cash equivalents

(₹ in million)

	As at 31 December 2021	As at 31 December 2020
Deposits with original maturity more than 3 months but less than 12 months*	0.14	0.11
Unpaid dividend account**	0.74	0.61
	0.88	0.72

*Pledged as security with statutory authorities/banks

**These balances are not available for use by the Company and corresponding balance is disclosed as unclaimed dividend in note 25.

15. Loans

(₹ in million)

	As at 31 December 2021	As at 31 December 2020
Loans carried at amortised cost		
Loans to related party, considered good - Unsecured*	189.86	-
Security deposits	94.29	99.94
	284.15	99.94
*Loans to a subsidiary, in the ordinary course of business		
Varun Beverages (Zambia) Limited#	189.86	-

#The loan granted was tested for impairment in accordance with Ind AS 109 concluding no impairment to the carrying values.

Refer note 53 for information required under Section 186 (4) of the Companies Act, 2013.

Summary of significant accounting policies and other explanatory information on the Standalone Financial Statements for the year ended 31 December 2021

16. Other financial assets

(₹ in million)

	As at 31 December 2021	As at 31 December 2020
(Unsecured, considered good)		
Interest accrued on:		
- Loan to subsidiaries*	183.44	245.77
- Term deposits	0.05	0.23
- Others	15.95	15.68
Dividend receivable**	288.29	192.19
Guarantee commission receivable#	0.04	10.26
Government grant receivable	1,849.89	1,197.24
Claims receivables	167.70	350.56
Other receivables^	228.28	118.27
	2,733.64	2,130.20
*Amounts due from subsidiaries		
Varun Beverages (Zambia) Limited	11.67	92.40
Varun Beverages (Zimbabwe) (Private) Limited	144.11	94.26
Varun Beverages Morocco SA	27.66	59.11
	183.44	245.77
**Amount due from a subsidiary, namely, Varun Beverages (Nepal) Private Limited	288.29	192.19
#Amounts due from subsidiaries:		
Varun Beverages Morocco SA	0.04	1.42
Varun Beverages (Zimbabwe) (Private) Limited	-	8.84
	0.04	10.26
^Includes amounts due from subsidiaries:		
Varun Beverages Morocco SA	0.60	11.89
Varun Beverages (Zambia) Limited	0.95	6.45
Varun Beverages Lanka (Private) Limited	2.79	2.93
Varun Beverages (Zimbabwe) (Private) Limited	17.53	13.17
Varun Beverages (Nepal) Private Limited	173.16	0.33
	195.03	34.77

17. Other current assets

(₹ in million)

	As at 31 December 2021	As at 31 December 2020
(Unsecured, considered good)		
Security deposits	1.26	1.27
Other advances :		
- Employees	53.80	40.99
- Contractors and suppliers	1,093.21	745.46
- Prepaid expenses	191.88	126.41
- Balance with statutory/government authorities	1,085.82	517.54
- Other advances	12.67	53.48
	2,438.64	1,485.15



Summary of significant accounting policies and other explanatory information on the Standalone Financial Statements for the year ended 31 December 2021

18. Equity share capital

(₹ in million)

	As at 31 December 2021	As at 31 December 2020
Authorised share capital:		
500,000,000 (31 December 2020: 500,000,000) equity shares of ₹ 10 each	5,000.00	5,000.00
	5,000.00	5,000.00
Issued, subscribed and fully paid up:		
433,033,080 (31 December 2020: 288,688,720) equity shares of ₹ 10 each	4,330.33	2,886.89
	4,330.33	2,886.89

a) Reconciliation of share capital

(₹ in million)

Particulars	No. of shares	Amount
Balance as at 01 January 2021	288,688,720	2,886.89
Add: Bonus shares issued during the year (Refer note (d) below)	144,344,360	1,443.44
Balance as at 31 December 2021	433,033,080	4,330.33

(₹ in million)

Particulars	No. of shares	Amount
Balance as at 01 January 2020	288,688,720	2,886.89
Add: Changes during the year	-	-
Balance as at 31 December 2020	288,688,720	2,886.89

b) Terms/rights attached to shares

The Company has only one class of equity shares having a par value of ₹ 10 each. Each holder of equity share is entitled to one vote per share. In the event of liquidation of the Company, holders of equity shares will be entitled to receive any of the remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders. The dividend, if any, proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting.

c) List of shareholders holding more than 5% of the equity share capital of the Company at the beginning and at the end of the year:

Shareholders as at 31 December 2021	No. of shares	%
R J Corp Limited	119,900,275	27.69%
Mr. Ravi Kant Jaipuria*	80,822,707	18.66%
Mr. Varun Jaipuria	69,447,983	16.04%

*on 19 February 2021, a memorandum of family settlement was executed between members of Ravi Kant Jaipuria & Sons (HUF) for partition of all its assets and liabilities. Pursuant to the terms thereof, all equity shares held by Ravi Kant Jaipuria & Sons (HUF) were transferred to Mr. Ravi Kant Jaipuria on 26 February 2021.

Shareholders as at 31 December 2020	No. of shares	%
R J Corp Limited	79,933,517	27.69%
Ravi Kant Jaipuria & Sons (HUF)	53,881,805	18.66%
Mr. Varun Jaipuria	50,663,250	17.55%

As per records of the Company, including its register of shareholders/members and other declaration received from the shareholders regarding beneficial interest, the above shareholding represents both legal and beneficial ownerships of shares.

Summary of significant accounting policies and other explanatory information on the Standalone Financial Statements for the year ended 31 December 2021

d) Aggregate number of equity shares issued as bonus, shares issued for consideration other than cash and shares bought back during the period of five years immediately preceding the reporting date:

During the year ended 31 December 2019, the Company has issued 91,327,613 equity shares of ₹ 10 each as fully paid-up bonus shares in the ratio of 1 (One) equity share for every 2 (Two) equity share outstanding on record date.

During the year ended 31 December 2021, the Company has issued 144,344,360 equity shares of ₹ 10 each as fully paid-up bonus shares in the ratio of 1 (One) equity share for every 2 (Two) equity share outstanding on record date.

e) Shares held by holding and ultimate holding company

(₹ in million)

	As at 31 December 2021	As at 31 December 2020
RJ Corp Limited, Parent* company	1,199.00	799.34
119,900,275 (31 December 2020: 79,933,517) fully paid equity shares of ₹ 10 each		
Ravi Kant Jaipuria & Sons (HUF), Parent* of RJ Corp Limited#	-	538.82
Nil (31 December 2020: 53,881,805) fully paid equity shares of ₹ 10 each		
	1,199.00	1,338.15

*as defined under Ind AS 110 - Consolidated Financial Statements.

#on 19 February 2021, a memorandum of family settlement was executed between members of Ravi Kant Jaipuria & Sons (HUF) for partition of all its assets and liabilities. Pursuant to the terms thereof, all equity shares held by Ravi Kant Jaipuria & Sons (HUF) were transferred to Mr. Ravi Kant Jaipuria on 26 February 2021.

f) Preference share capital

The Company also has authorised preference share capital of 50,000,000 (31 December 2020: 50,000,000) preference shares of ₹ 100 each. The Company does not have any outstanding issued preference shares.

19. Other equity

Refer Standalone Statement of Changes in Equity for detailed movement in Other Equity balance.

(₹ in million)

	As at 31 December 2021	As at 31 December 2020
Capital reserve	533.93	533.93
General reserve	444.26	444.26
Securities premium	24,734.73	26,178.17
Retained earnings	13,942.96	10,074.42
	39,655.88	37,230.78

Description of nature and purpose of each reserve:

Capital reserve - Created on merger of Varun Beverages (International) Limited with the Company pursuant to and in accordance with the Court approved scheme of amalgamation. Includes gain from bargain purchases.

General reserve - Created by way of transfer from debenture redemption reserve on redemption of debentures.

Securities premium - Created to record the premium on issue of shares. The reserve is utilised in accordance with the provisions of the Act.

Retained earnings - Created from the profit of the Company, as adjusted for distributions to owners, transfers to other reserves, etc.

Summary of significant accounting policies and other explanatory information on the Standalone Financial Statements for the year ended 31 December 2021

20. Borrowings

A. Non-current borrowings:

(₹ in million)

	As at 31 December 2021	As at 31 December 2020
Term loans (secured) (Refer note 20D)		
- Foreign currency loans from banks	-	914.08
- Indian rupee loans from banks	16,123.38	17,710.27
- Indian rupee loan from a financial institutions	1,001.03	919.16
	17,124.41	19,543.51

Loans and borrowing above are recognised at amortised cost/fair value taking into account any discount or premium on acquisition and fee or costs that are part of effective interest rate, accordingly the outstanding balances above may not necessarily reconcile with repayment amounts.

B. Current borrowings:

(₹ in million)

	As at 31 December 2021	As at 31 December 2020
Loans repayable on demand		
Working capital facilities from banks (secured) (Refer footnote (a))	3,955.24	5,355.40
Working capital facility from bank (unsecured) (Refer footnote (b))	1,650.00	1,000.00
	5,605.24	6,355.40

(a) Working capital facilities from banks are secured by first charge on entire current assets of the Company ranking pari-passu amongst the banks and second charge on the movable and immovable assets of the Company pertaining to specific manufacturing units and two facilities from banks was secured by subservient charge over entire current assets and movable fixed assets of the Company. During the previous year, one facility from bank was secured by subservient charge over entire current assets and movable fixed assets (both present and future) of the Company and another facility from bank was secured by subservient charge over movable fixed assets of the Company. These facilities carry interest rates ranging between 4.25% to 4.40% (31 December 2020: 4.75% to 5.90%).

(b) Working capital facilities from banks carrying interest rates ranging between 4.40% to 4.65% per annum and one facility is repayable in two equal instalments at the end of ten and eleven month and other facility is repayable within 90 days from the date of disbursement. During the previous year ended on 31 December 2020, working capital facility from a bank carried rate of interest of 5.60% per annum and was repayable in two equal instalments at the end of eight and nine month from the date of disbursement.

There are no defaults in repayment of principal borrowings or interest there on.

C. Other non-current financial liabilities:

(₹ in million)

	As at 31 December 2021	As at 31 December 2020
Lease liabilities (Refer note 45)	87.52	79.50
	87.52	79.50

Summary of significant accounting policies and other explanatory information on the Standalone Financial Statements for the year ended 31 December 2021

20D. Terms and conditions/details of securities for loans:

(₹ in million)

Name of the bank/instrument	Loan outstanding			
	31 December 2021		31 December 2020	
	Non-current	Current	Non-current	Current
Term loans				
i) Foreign currency loan from banks (secured)				
Loan carrying rate of interest of LIBOR+1.60% (31 December 2020: LIBOR+1.60%) and is repayable in May 2022. The Company has executed a cross currency swap to hedge total loan of SGD 33.13 to USD 25.00 and interest rate swap to hedge its exposure.	-	911.78	914.08	914.08
Loan is secured on first pari-passu charge on the entire movable and immovable property, plant and equipment of the Company including the territory/franchisee rights acquired under the acquisition under slump sale basis except vehicles.				
	-	911.78	914.08	914.08
ii) Indian rupee loan from banks (secured)				
Loans carrying weighted average rate of interest 5.44% (31 December 2020: 6.86%) depending upon tenure of the loans. For repayment terms refer note 20E.	16,077.26	7,987.84	17,600.10	3,598.41
These loan are secured on first pari-passu charge on the entire movable and immovable property, plant and equipment of the Company including the territory / franchisee rights acquired under the business acquisition except vehicles.				
iii) Vehicle rupee term loan (secured)				
Loans carrying rate of interest in range of 8.02% to 9.25 % (31 December 2020: 7.90%-9.25%). They are repayable generally over a period of three to five years in equal monthly instalments as per the terms of the respective agreements. Vehicle loans are secured against respective vehicles financed.	46.12	64.05	110.17	59.73
	16,123.38	8,051.89	17,710.27	3,658.14



Summary of significant accounting policies and other explanatory information on the Standalone Financial Statements for the year ended 31 December 2021

(₹ in million)

Name of the bank/instrument	Loan outstanding																							
	31 December 2021		31 December 2020																					
	Non-current	Current	Non-current	Current																				
iv) Indian rupee loan from a financial institutions (secured)																								
<p>Interest free loan from The Pradeshiya Industrial & Investment Corporation of U.P. Limited are repayable in one instalment after expiry of seven years from the date of disbursement. Loan is secured against bank guarantee equivalent to 100% of loan amount valid upto the repayment date of loan plus six months grace period. The loans are recognised at amortised cost basis using weighted average rate of borrowing on date of receipt, i.e., 8.52%-9.72%.</p> <p>The repayments are due as following:</p> <table> <thead> <tr> <th>Date of repayment</th> <th>Amount</th> </tr> </thead> <tbody> <tr> <td>25 December 2023</td> <td>155.79</td> </tr> <tr> <td>30 November 2024</td> <td>177.83</td> </tr> <tr> <td>01 November 2025</td> <td>211.98</td> </tr> </tbody> </table>	Date of repayment	Amount	25 December 2023	155.79	30 November 2024	177.83	01 November 2025	211.98	425.39	-	389.38	-												
Date of repayment	Amount																							
25 December 2023	155.79																							
30 November 2024	177.83																							
01 November 2025	211.98																							
<p>Interest free loan from The Director of Industries and Commerce, Haryana are repayable in one instalment after expiry of five years from the date of disbursement. Loan is secured against bank guarantee equivalent to 100% of loan amount valid upto the repayment date of loan plus six months grace period. The loans are recognised at amortised cost basis using weighted average rate of borrowing on date of receipt, i.e., 8.33%.</p> <p>The repayments are due as following:</p> <table> <thead> <tr> <th>Date of repayment</th> <th>Amount</th> </tr> </thead> <tbody> <tr> <td>16 January 2023</td> <td>94.01</td> </tr> <tr> <td>30 March 2023</td> <td>90.73</td> </tr> <tr> <td>07 June 2023</td> <td>175.00</td> </tr> <tr> <td>25 October 2023</td> <td>73.66</td> </tr> <tr> <td>20 February 2024</td> <td>91.36</td> </tr> <tr> <td>27 May 2024</td> <td>36.85</td> </tr> <tr> <td>29 August 2024</td> <td>39.10</td> </tr> <tr> <td>17 February 2025</td> <td>43.98</td> </tr> <tr> <td>13 October 2025</td> <td>23.96</td> </tr> </tbody> </table>	Date of repayment	Amount	16 January 2023	94.01	30 March 2023	90.73	07 June 2023	175.00	25 October 2023	73.66	20 February 2024	91.36	27 May 2024	36.85	29 August 2024	39.10	17 February 2025	43.98	13 October 2025	23.96	575.64	-	529.78	-
Date of repayment	Amount																							
16 January 2023	94.01																							
30 March 2023	90.73																							
07 June 2023	175.00																							
25 October 2023	73.66																							
20 February 2024	91.36																							
27 May 2024	36.85																							
29 August 2024	39.10																							
17 February 2025	43.98																							
13 October 2025	23.96																							
	1,001.03	-	919.16	-																				
Total	17,124.41	8,963.68	19,543.51	4,572.22																				

Summary of significant accounting policies and other explanatory information on the Standalone Financial Statements for the year ended 31 December 2021

20E. Repayment terms:

(₹ in million)

Sl. No.	Description	31 December 2021		31 December 2020		Repayment terms
		Non-current	Current	Non-current	Current	
1	Term loan - 1	-	-	350.00	175.00	Pre payment was done for two instalments of ₹ 175 each due in May 2022 and June 2022.
2	Term loan - 2	-	299.94	598.59	-	Pre payment was done for one instalment of ₹ 300.00 due in May 2022. One instalment of ₹ 300.00 due in June 2022.
3	Term loan - 3	-	249.90	249.66	125.00	Two instalments of ₹ 125 each due in May 2022 and June 2022.
4	Term loan - 4	-	-	-	150.00	Loan was repaid during the year
5	Term loan - 5	-	589.25	589.25	294.63	Two instalments of ₹ 294.63 each due in May 2022 and June 2022.
6	Term loan - 6	-	321.09	321.09	-	One instalment of ₹ 183.31 due in May 2022 and ₹ 137.78 due in June 2022.
7	Term loan - 7	-	101.60	101.60	-	Two instalment of ₹ 57.95 due in May 2022 and ₹ 43.65 due in June 2022.
8	Term loan - 8	-	-	-	150.00	Loan was repaid during the year
9	Term loan - 9	-	238.30	238.30	297.88	Two instalments of ₹ 119.15 each due in May 2022 and June 2022.
10	Term loan - 10	-	150.00	300.00	-	Pre payment was done for one instalments of ₹ 150 due in May 2022. One installment of ₹ 150 due in June 2022.
11	Term loan - 11	150.00	50.00	250.00	-	Pre payment was done for one instalments of ₹ 50 due in May 2022. One instalments of ₹ 50 due in June 2022 and two instalments of ₹ 75 each due in May 2023 and June 2023.
12	Term loan - 12	250.00	500.00	999.75	250.00	Four instalments of ₹ 125.00 each due in April 2022, May 2022, June 2022 and July 2022 and two instalments of ₹ 125.00 each due in April 2023 and May 2023.

Summary of significant accounting policies and other explanatory information on the Standalone Financial Statements for the year ended 31 December 2021

(₹ in million)

Sl. No.	Description	31 December 2021		31 December 2020		Repayment terms
		Non-current	Current	Non-current	Current	
13	Term loan - 13	240.00	90.00	510.00	160.00	Pre payment was done for two instalments of ₹ 90.00 each due in May 2022, June 2022. One instalments of ₹ 90.00 due in July 2022 and an installment of ₹ 90.00 due in May 2023 and of ₹ 150.00 due in June 2023.
14	Term loan - 14	85.00	160.00	245.00	150.00	Two instalments of ₹ 80.00 each due in June 2022 and July 2022 and one instalment of ₹ 85.00 due in May 2023.
15	Term loan - 15	241.57	193.30	434.91	-	One instalment of ₹ 193.30 due in May 2022 and one instalment of ₹ 241.61 due in May 2023.
16	Term loan - 16	222.40	222.20	444.60	-	Two instalments of ₹ 111.10 each due in May 2022 and June 2022 and instalments of ₹ 111.10 due in May 2023 and ₹ 111.30 June 2023.
17	Term loan - 17	874.69	291.60	1,166.09	145.80	Two instalments of ₹ 145.80 each due in June 2022 and July 2022, two instalments of ₹ 145.80 each due in June 2023 and July 2023, two instalments of ₹ 145.90 each due in June 2024 and July 2024 and two instalments of ₹ 145.90 each due in June 2025 and July 2025.
18	Term loan - 18	748.36	750.00	1,496.79	-	Two instalments of ₹ 375.00 each due in May 2022 and June 2022 and two instalments of ₹ 375.00 each due in May 2023 and June 2023.
19	Term loan - 19	1,497.48	-	1,746.48	-	Pre payment was done for one instalment of ₹ 250.00 due in May 2022. One instalment of ₹ 250.00 due in June 2022, two instalments of ₹ 250.00 each due in May 2023 and June 2023, two instalments of ₹ 250.00 each due in May 2024 and June 2024 and two instalments of ₹ 250.00 each due in May 2025 and June 2025.

Summary of significant accounting policies and other explanatory information on the Standalone Financial Statements for the year ended 31 December 2021

(₹ in million)

Sl. No.	Description	31 December 2021		31 December 2020		Repayment terms
		Non-current	Current	Non-current	Current	
20	Term loan - 20	598.35	600.00	1,196.61	200.00	Two instalments of ₹ 300.00 each due in May 2022 and June 2022 and two instalments of ₹ 300.00 each due in May 2023 and June 2023.
21	Term loan - 21	550.00	150.00	700.00	-	Two instalments of ₹ 75.00 each due in May 2022 and June 2022, two instalments of ₹ 75.00 each due in May 2023 and June 2023, two instalments of ₹ 100.00 each due in May 2024 and June 2024 and two instalments of ₹ 100.00 each due in May 2025 and June 2025.
22	Term loan - 22	597.46	100.00	796.19	-	Pre payment was done for one instalment of ₹ 100.00 due in May 2022. One instalment of ₹ 100.00 due in June 2022, two instalments of ₹ 100.00 each due in May 2023 and June 2023, two instalments of ₹ 100.00 each due in May 2024 and June 2024 and two instalments of ₹ 100.00 each due in May 2025 and June 2025.
23	Term loan - 23	499.75	500.00	750.00	500.00	Two instalments of ₹ 250.00 each due in May 2022 and June 2022 and two instalments of ₹ 250.00 each due in May 2023 and June 2023.
24	Term loan - 24	-	500.00	500.00	500.00	Two instalments of ₹ 250.00 each due in May 2022 and June 2022.
25	Term loan - 25	-	499.90	499.90	500.10	Two instalments of ₹ 166.67 each due in May 2022 and June 2022 and one instalment of ₹ 166.50 due in July 2022.
26	Term loan - 26	1,800.00	-	1,800.00	-	One instalment of ₹ 1800.00 due in June 2024.
27	Term loan - 27	676.47	676.47	1,315.29	-	One instalment of ₹ 676.47 due in June 2022 and one instalment of ₹ 676.47 due in June 2023.

Summary of significant accounting policies and other explanatory information on the Standalone Financial Statements for the year ended 31 December 2021

(₹ in million)

Sl. No.	Description	31 December 2021		31 December 2020		Repayment terms
		Non-current	Current	Non-current	Current	
28	Term loan - 28	1,300.00	-	-	-	One instalment of ₹ 260 due in April 2023 and Two instalments of ₹ 520 each due in May 2023 and June 2023.
29	Term loan - 29	1,357.14	142.86	-	-	Two instalments of ₹ 71.43 each due in May 2022 and June 2022, two instalments of ₹ 71.43 each due in May 2023 and June 2023, two instalments of ₹ 142.86 each due in May 2024 and June 2024, two instalments of ₹ 142.86 each due in May 2025 and June 2025, two instalments of ₹ 142.86 each due in May 2026 and June 2026 and one instalments of ₹ 142.86 due in May 2027 and ₹ 214.29 June 2027.
30	Term loan - 30	2,000.00	-	-	-	Two instalments of ₹ 1000.00 each due in May 2023 and June 2023.
31	Term loan - 31	988.57	11.43	-	-	Two instalments of ₹ 5.71 each due in May 2022 and June 2022, two instalments of ₹ 85.71 each due in May 2023 and June 2023, two instalments of ₹ 108.57 each due in May 2024 and June 2024, two instalments of ₹ 108.57 each due in May 2025 and June 2025, two instalments of ₹ 105.71 each due in May 2026 and June 2026 and two instalments of ₹ 85.71 each due in May 2027 and June 2027.
32	Term loan - 32	1,400.00	600.00	-	-	Two instalments of ₹ 300.00 each due in May 2022 and June 2022, two instalments of ₹ 300.00 each due in May 2023 and June 2023 and two instalments of ₹ 400.00 each due in May 2024 and June 2024.
		16,077.26	7,987.84	17,600.10	3,598.41	

Summary of significant accounting policies and other explanatory information on the Standalone Financial Statements for the year ended 31 December 2021

21. Provisions

(Refer note 38)

(₹ in million)

	As at 31 December 2021	As at 31 December 2020
Non-current		
Defined benefit liability (net)	1,449.15	1,417.54
Other long term employee obligations	545.46	514.06
	1,994.61	1,931.60
Current		
Defined benefit liability (net)	224.50	107.56
Other short term employee obligations	264.85	215.28
	489.35	322.84

22. Deferred tax assets and liabilities

Deferred taxes arising from temporary differences and unused tax losses are summarised as follows:

(₹ in million)

Deferred tax liabilities/ (assets)	As at 01 January 2021	Recognised in other comprehensive income**	Recognised in Statement of Profit and Loss	As at 31 December 2021
Accelerated depreciation for tax purposes	3,518.87	-	180.36	3,699.23
Minimum alternate tax (MAT) credit*	(877.22)	-	709.10	(168.12)
Allowance for doubtful debts	(56.33)	-	(7.71)	(64.04)
Accrued bonus	(22.45)	-	2.72	(19.73)
Fair valuation of financial instruments	(27.19)	-	(8.31)	(35.50)
Provision for retirement benefits	(473.38)	18.92	(76.68)	(531.14)
Borrowings	(1.66)	-	0.42	(1.24)
Benefit accrued on government grants	206.71	-	(70.13)	136.58
Other expenses allowable on payment basis	(57.43)	-	23.21	(34.22)
	2,209.92	18.92	752.98	2,981.82

Summary of significant accounting policies and other explanatory information on the Standalone Financial Statements for the year ended 31 December 2021

(₹ in million)

Deferred tax liabilities/ (assets)	As at 01 January 2020	Recognised in other comprehensive income**	Recognised in Statement of Profit and Loss	As at 31 December 2020
Accelerated depreciation for tax purposes	4,701.04	-	(1,182.17)	3,518.87
Minimum alternate tax (MAT) credit*	(1,168.94)	-	291.72	(877.22)
Allowance for doubtful debts	(75.57)	-	19.24	(56.33)
Accrued bonus	(33.41)	-	10.96	(22.45)
Foreign currency monetary item translation difference account	(2.84)	-	2.84	-
Fair valuation of financial instruments	(230.53)	-	203.34	(27.19)
Provision for retirement benefits	(662.38)	(29.58)	218.58	(473.38)
Borrowings	(0.97)	-	(0.69)	(1.66)
Benefit accrued on government grants	274.03	-	(67.32)	206.71
Other expenses allowable on payment basis	(39.14)	-	(18.29)	(57.43)
	2,761.29	(29.58)	(521.79)	2,209.92

*MAT credit:

(₹ in million)

	Recognised in profit and loss	Utilised from profit and loss
31 December 2021	-	(709.10)
31 December 2020	-	(291.72)

MAT credit recognised in a year is adjustable against income taxes payable under normal tax provisions over a period of 15 years.

MAT credit recognised on balance sheet date is accumulation of credit recognised (net of utilisation) as per below table:

(₹ in million)

Financial year	Credit available for carry forward (net of utilisation)	Expiry date
2019-20	168.12	31 March 2035
Total	168.12	

**The amounts recognised in other comprehensive income relate to the re-measurement of net defined retirement benefit liability. Refer note 37 for the amount of the income tax relating to these components of other comprehensive income.

Summary of significant accounting policies and other explanatory information on the Standalone Financial Statements for the year ended 31 December 2021

All significant deferred tax assets (including tax losses and other tax credits) have been recognised in the balance sheet.

On 20 September 2019, vide the Taxation Laws (Amendment) Ordinance 2019, the Government of India inserted Section 115BAA in the Income Tax Act, 1961 which provides domestic companies a non-reversible option to pay corporate tax at reduced rates effective 01 April 2019 subject to certain conditions.

During the year ended 31 December 2020, the Company made an assessment of the impact of the Ordinance and decided to continue with the existing tax structure until utilisation of accumulated minimum alternative tax (MAT) credit and expiry of other tax benefits/holidays available. The Company continues with that assessment/conclusion for the year ended 31 December 2021. In accordance with the Ind AS 12 "Income Taxes", the Company is also required to remeasure its deferred tax balances, for amounts that are expected to reverse in future when the Company would migrate to the new tax regime. The Company during the previous year has remeasured its outstanding deferred tax balances and written back an amount of ₹ 731.85 million to the Statement of Profit and Loss.

23. Other non-current liabilities

(₹ in million)

	As at 31 December 2021	As at 31 December 2020
Deferred revenue on government grant	6.73	7.34
	6.73	7.34

24. Trade payables

(₹ in million)

	As at 31 December 2021	As at 31 December 2020
Total outstanding dues of-		
Micro enterprises and small enterprises (Refer note 47)	321.56	90.61
Creditors other than micro enterprises and small enterprises	4,313.08	2,630.07
	4,634.64	2,720.68

25. Other current financial liabilities

(₹ in million)

	As at 31 December 2021	As at 31 December 2020
Current maturities of long-term debts (Refer note 20D)	8,963.68	4,572.22
Current maturities of lease liabilities (Refer note 45)	74.94	44.29
Interest accrued but not due on borrowings	57.04	78.11
Interest payable	9.73	4.58
Payable for capital expenditure	1,090.55	680.29
Employee related payables	449.98	440.05
Unclaimed dividends [#]	0.74	0.61
Security deposits	1,655.52	1,575.12
Liability for foreign currency derivative contract	25.58	20.71
	12,327.76	7,415.98

[#]Not due for deposit to the Investor Education and Protection Fund.



Summary of significant accounting policies and other explanatory information on the Standalone Financial Statements for the year ended 31 December 2021

26. Other current liabilities

(₹ in million)

	As at 31 December 2021	As at 31 December 2020
Advance from customers	613.86	460.14
Advance received for capital assets	-	1,074.43
Statutory dues payable	711.79	703.12
Deferred revenue	14.06	23.61
	1,339.71	2,261.30

27. Current tax liabilities/(Current tax assets) (net)

(₹ in million)

	As at 31 December 2021	As at 31 December 2020
Provision for tax (Net)	78.17	(88.80)
	78.17	(88.80)

The key components of income tax expense for the year ended 31 December 2021 and 31 December 2020 are:

A. Statement of Profit and Loss:

(₹ in million)

	As at 31 December 2021	As at 31 December 2020
(i) Profit and Loss section		
(a) Current tax	1,168.10	269.80
(b) Adjustment of tax relating to earlier periods	(0.73)	14.50
(c) Deferred tax	752.98	(521.79)
Income tax expense reported in the Statement of Profit and Loss	1,920.35	(237.49)
(ii) OCI section		
Deferred tax related to items recognised in OCI during the year:		
(a) Net (loss)/gain on remeasurements of defined benefit plans	(18.92)	29.58
Income tax charged to OCI	(18.92)	29.58

B. Reconciliation of tax expense between accounting profit at applicable tax rate and effective tax rate:

(₹ in million)

	As at 31 December 2021	As at 31 December 2020
Accounting profit before tax	6,815.22	2,026.80
Tax expense at statutory income tax rate of 34.944% (31 December 2020: 34.944%)	2,381.51	708.24
Adjustments in respect of current income tax of previous years	(0.73)	14.50
Non deductible expenses	63.60	37.62
Deduction claimed u/s Chapter-VI A of Income-tax Act, 1961	(431.17)	(196.42)
Deferred tax on capital gain on asset sold	-	(4.29)
Income chargeable at lower tax rate	-	(35.35)
Income not chargeable to tax	-	(27.37)
Impact due to change in tax rate	(103.36)	(731.85)
Others	10.50	(2.57)
Income tax expense at effective tax rate reported in the Statement of Profit and Loss	1,920.35	(237.49)

Summary of significant accounting policies and other explanatory information on the Standalone Financial Statements for the year ended 31 December 2021

28. Revenue from operations

(₹ in million)

	Year ended 31 December 2021	Year ended 31 December 2020
Sale of products	63,817.68	47,601.02
Rendering of services to a subsidiary (Refer note 44B)	383.46	298.36
Other operating revenue	1,756.28	865.13
	65,957.42	48,764.51

Disclosure on revenue pursuant to Ind AS 115- Revenue from contract with customers:

A. Reconciliation of revenue recognised with the contracted price:

(₹ in million)

Particulars	Year ended 31 December 2021	Year ended 31 December 2020
Gross revenue/Contracted price	66,411.10	57,552.48
Less: Discounts and rebates*	(2,209.96)	(9,653.10)
Revenue from contracts with customers	64,201.14	47,899.38

*Includes discounts and rebates given on invoice to customers.

B. Contract balances:

The following table provides information about receivables and contract liabilities from contract with customers:

Receivables

(₹ in million)

Particulars	As at 31 December 2021	As at 31 December 2020
Trade receivables	1,575.17	1,929.11
Less: Allowances for expected credit loss	(254.44)	(223.82)
Net receivables	1,320.73	1,705.29

Contract liabilities

(₹ in million)

Particulars	As at 31 December 2021	As at 31 December 2020
Advance from customers	613.86	460.14
	613.86	460.14

- C. Contract asset is the right to consideration in exchange for goods or services transferred to the customer. Contract liabilities are on account of the advance payment received from customer for which performance obligation has not yet been completed.

The performance obligation is satisfied when control of the goods or services are transferred to the customers based on the contractual terms. The Company does not have any remaining performance obligation as contracts entered for sale of goods are for a shorter duration. Further, there are no contracts for sale of services wherein, performance obligation is unsatisfied to which transaction price has been allocated.

Payment terms with customers vary depending upon the contractual terms of each contract and generally falls in the range of 0 to 120 days from the completion of performance obligation.

There is no significant financing component in any transaction with the customers.



Summary of significant accounting policies and other explanatory information on the Standalone Financial Statements for the year ended 31 December 2021

D. Changes in the contract liabilities balances during the year are as follows:

(₹ in million)

Particulars	As at	As at
	31 December 2021	31 December 2020
Balance at the beginning of the year	460.14	1,033.08
Addition during the year	613.86	460.14
Revenue recognised during the year	(460.14)	(1,033.08)
Balance at the closing of the year	613.86	460.14

29. Other income

(₹ in million)

	Year ended	Year ended
	31 December 2021	31 December 2020
Interest income on items at amortised cost:		
- term deposits	4.99	4.59
- loan to subsidiaries	97.21	223.38
- others	57.80	23.80
Net gain on foreign currency transactions and translations	5.49	165.16
Gain on sale of current investments	0.70	-
Excess provisions written back	12.38	-
Guarantee commission/commission income from subsidiaries	17.64	36.13
Dividend income from non-current investment in subsidiary	303.46	202.31
Gain on sale of property, plant and equipment (net)	-	5.35
Miscellaneous	73.35	59.20
	573.02	719.92

30. Cost of materials consumed

(₹ in million)

	Year ended	Year ended
	31 December 2021	31 December 2020
Raw material and packing material consumed		
Inventories at beginning of the year	2,525.43	2,651.70
Purchases during the year (net)	36,956.43	22,779.19
	39,481.86	25,430.89
Sold during the year	3,041.84	1,592.15
Inventories at end of the year	5,581.90	2,525.43
	30,858.12	21,313.31

31. Purchases of stock-in-trade

(₹ in million)

	Year ended	Year ended
	31 December 2021	31 December 2020
Beverages	779.07	565.14
Others	415.23	309.69
	1,194.30	874.83

Summary of significant accounting policies and other explanatory information on the Standalone Financial Statements for the year ended 31 December 2021

32. Changes in inventories of finished goods, work-in-progress and traded goods

(₹ in million)

	Year ended 31 December 2021	Year ended 31 December 2020
As at the beginning of the year		
- Finished goods	1,205.16	1,095.62
- Intermediate goods	1,643.18	1,836.56
- Work in progress	81.57	61.18
	2,929.91	2,993.36
As at the closing of the year		
- Finished goods	1,798.97	1,205.16
- Intermediate goods	1,784.11	1,643.18
- Work in progress	63.57	81.57
	3,646.65	2,929.91
Finished goods used as fixed assets*	(43.92)	(94.82)
	(760.66)	(31.37)

*The Company manufactures plastic shells at one of its manufacturing facilities at Alwar. The shells manufactured are used for beverages operations of the Company as property, plant and equipment (under the head "Containers"). These containers are also sold to third parties. The cost of manufacturing of plastic shells is being shown here separately with a corresponding debit to property, plant and equipment.

33. Employee benefits expense

(₹ in million)

	Year ended 31 December 2021	Year ended 31 December 2020
Salaries, wages and bonus	6,784.51	6,399.53
Contribution to provident fund and other funds	354.88	336.66
Staff welfare expenses	271.76	214.45
	7,411.15	6,950.64

34. Finance costs

(₹ in million)

	Year ended 31 December 2021	Year ended 31 December 2020
Interest on items at amortised cost:		
- Term loans	1,213.42	1,893.82
- Working capital facilities	214.51	333.87
- Financial liabilities	94.42	87.57
- Others	16.28	87.93
Exchange differences regarded as an adjustment to borrowings	(3.37)	68.25
Other ancillary borrowing costs	16.17	18.71
	1,551.43	2,490.15

35. Depreciation and amortisation expense

(₹ in million)

	Year ended 31 December 2021	Year ended 31 December 2020
Depreciation on property, plant and equipment	3,949.10	4,080.77
Amortisation of intangible assets	49.24	47.40
	3,998.34	4,128.17



Summary of significant accounting policies and other explanatory information on the Standalone Financial Statements for the year ended 31 December 2021

36. Other expenses

(₹ in million)

	Year ended 31 December 2021	Year ended 31 December 2020
Power and fuel	2,583.86	2,030.74
Repairs to plant and equipment	1,181.03	859.87
Repairs to buildings	88.29	54.67
Other repairs	621.88	483.83
Consumption of stores and spares	632.79	460.50
Rent (Refer note 45)	340.25	378.83
Rates and taxes	515.16	61.98
Insurance	96.58	87.06
Printing and stationery	33.94	29.68
Communication	50.38	45.84
Travelling and conveyance	553.39	436.68
Sitting fee/commission paid to non-executive director (Refer note 44A)	77.26	3.60
Payment to auditors*	13.89	13.55
Vehicle running and maintenance	92.92	78.45
Lease and hire (Refer note 45)	193.65	175.56
Security and service charges	276.33	260.35
Legal, professional and consultancy	189.31	152.43
Bank charges	12.07	9.34
Advertisement and sales promotion	595.06	575.11
Meetings and conferences	11.79	15.28
Royalty	123.29	87.70
Freight, octroi and insurance paid (net)	4,497.47	3,489.91
Delivery vehicle running and maintenance	441.25	284.97
Distribution expenses	1,325.10	422.73
Loading and unloading charges	366.38	271.84
Donations	0.19	2.35
Loss on disposal of property, plant and equipment (net)	212.60	-
Bad debts and advances written off	7.12	6.59
Allowance for expected credit loss	30.62	7.56
Corporate Social Responsibility expenditure (Refer note 48)	67.54	75.04
General office and other miscellaneous	231.15	204.57
	15,462.54	11,066.61

*Payment to auditors

(₹ in million)

	Year ended 31 December 2021	Year ended 31 December 2020
Services rendered for:		
- Audit and reviews	12.08	11.50
- taxation matters	-	1.05
- other matters	1.07	0.48
- reimbursement of expenses	0.74	0.52
	13.89	13.55

Summary of significant accounting policies and other explanatory information on the Standalone Financial Statements for the year ended 31 December 2021

37. Other comprehensive income (OCI)

The disaggregation of changes to OCI by each type of reserves in equity is shown below:

(₹ in million)

	Year ended 31 December 2021	Year ended 31 December 2020
Retained earnings		
Re-measurement losses on defined benefit plans	75.17	(117.51)
Tax impact on re-measurement losses on defined benefit plans (Refer note 22)	(18.92)	29.58
	56.25	(87.93)

38. Gratuity and other post-employment benefit plans

Gratuity:

The Company has a defined benefit gratuity plan governed by the Payments of Gratuity Act, 1972. Every employee who has completed five years or more of services is eligible for gratuity on separation at 15 days salary (last drawn salary) for each completed year of service. The Company has formed a Gratuity Trust to which contribution is made and an insurance policy is taken by the trust, which is a year-on-year cash accumulation plan in which the interest rate is declared on yearly basis and is guaranteed for a period of one year. The insurance company, as part of the policy rules, makes payment of all gratuity outflow during the year (subject to sufficiency of funds under the policy). The policy, thus, mitigates the liquidity risk. However, being a cash accumulation plan, the duration of assets is shorter compared to the duration of liabilities. Thus, the Company is exposed to movement in interest rate (particularly, the significant fall in interest rates, which should result in a increase in liability without corresponding increase in the asset. The Company makes a provision of unfunded liability based on actuarial valuation in the Balance Sheet as part of employee cost.

Compensated absences:

The Company recognises the compensated absences expenses in the Statement of Profit and Loss based on actuarial valuation.

The following tables summaries the components of net benefit expense recognised in the Statement of Profit and Loss and the funded status and amounts recognised in the balance sheet:

(₹ in million)

	Gratuity		Compensated Absences	
	31 December 2021	31 December 2020	31 December 2021	31 December 2020
Changes in present value are as follows:				
Balance at the beginning of the year	1,588.86	1,332.58	729.34	592.87
Current service cost	178.22	166.12	138.52	151.22
Interest cost	96.97	88.67	45.10	40.44
Benefits settled	(49.78)	(116.78)	(42.53)	(53.02)
Actuarial (gain)/loss	(75.01)	118.27	(60.12)	(2.17)
Balance at the end of the year	1,739.26	1,588.86	810.31	729.34

Summary of significant accounting policies and other explanatory information on the Standalone Financial Statements for the year ended 31 December 2021

(₹ in million)

	Gratuity		Compensated Absences	
	31 December 2021	31 December 2020	31 December 2021	31 December 2020
Change in fair value of plan assets are as follows:				
Plan assets at the beginning of the year, at fair value	63.76	29.93	-	-
Expected income on plan assets	3.93	3.67	-	-
Actuarial gain	0.16	0.76	-	-
Contributions by employer	2.14	50.00	-	-
Benefits settled	(4.38)	(20.60)	-	-
Plan assets at the end of the year, at fair value	65.61	63.76	-	-

The Company has taken an insurance policy against its liability towards gratuity, the same has been disclosed as plan assets above.

(₹ in million)

	Gratuity		Compensated Absences	
	31 December 2021	31 December 2020	31 December 2021	31 December 2020
Reconciliation of present value of the obligation and the fair value of the plan assets:				
Present value of obligation	1,739.26	1,588.86	810.31	729.34
Fair value of plan assets	(65.61)	(63.76)	-	-
Net liability recognised in the Balance Sheet	1,673.65	1,525.10	810.31	729.34

(₹ in million)

	Gratuity		Compensated Absences	
	31 December 2021	31 December 2020	31 December 2021	31 December 2020
Amount recognised in Statement of Profit and Loss:				
Current service cost	178.22	166.12	138.52	151.22
Interest expense	96.97	88.67	45.10	40.44
Expected return on plan assets	(3.93)	(3.67)	-	-
Actuarial gain	-	-	(60.12)	(2.17)
Net cost recognised	271.26	251.12	123.50	189.49

Summary of significant accounting policies and other explanatory information on the Standalone Financial Statements for the year ended 31 December 2021

(₹ in million)

	Gratuity		Compensated Absences	
	31 December 2021	31 December 2020	31 December 2021	31 December 2020
Amount recognised in Other Comprehensive Income:				
Actuarial changes arising from changes in financial assumptions	(65.90)	118.10	-	-
Actuarial changes arising from changes in demographic assumptions	(35.38)	-	-	-
Experience adjustments	26.27	0.17	-	-
Return on plan assets	(0.16)	(0.76)	-	-
Amount recognised	(75.17)	117.51	-	-

	Gratuity		Compensated Absences	
	31 December 2021	31 December 2020	31 December 2021	31 December 2020
Assumptions used:				
Mortality	IALM 2012-2014	IALM 2012-2014	IALM 2012-2014	IALM 2012-2014
Discount rate	6.40%	5.85%	6.40%	5.85%
Withdrawal rate	12.00%	11.00%	12.00%	11.00%
Salary increase	12.00%	12.00%	12.00%	12.00%
Rate of leave availment	-	-	20.00%	20.00%
Retirement age (Years)	58-70	58-70	58-70	58-70
Rate of return on plan assets	6.76-6.84%	6.76-7.27%	-	-

A quantitative sensitivity analysis for significant assumption is shown below:

(₹ in million)

	Sensitivity level		Gratuity		Compensated Absences	
	31 December 2021	31 December 2020	31 December 2021	31 December 2020	31 December 2021	31 December 2020
Discount rate	+1%	+1%	(111.39)	(114.17)	(25.14)	(23.84)
	-1%	-1%	125.96	130.52	26.80	25.48
Salary increase	+1%	+1%	118.16	121.72	25.19	23.82
	-1%	-1%	(107.03)	(109.19)	(24.13)	(22.77)
Withdrawal rate	+1%	+1%	(31.81)	(37.00)	(8.93)	(9.15)
	-1%	-1%	35.38	41.52	9.42	9.67

The sensitivity analysis above has been determined based on reasonably possible changes of the assumptions occurring at the end of the reporting period, while holding all other assumptions constant.

Risk associated:	
Investment risk	The present value of the defined benefit plan liability is calculated using a discount rate determined by reference to Government Bonds Yield. If plan liability is funded and return on plan assets is below this rate, it will create a plan deficit.
Interest risk (discount rate risk)	A decrease in the bond interest rate (discount rate) will increase the plan liability.
Mortality risk	The present value of the defined benefit plan liability is calculated by reference to the best estimate of the mortality of plan participants. For this report we have used Indian Assured Lives Mortality (2012-2014) (31 December 2020: (2012-14)). A change in mortality rate will have a bearing on the plan's liability.
Salary risk	The present value of the defined benefit plan liability is calculated with the assumption of salary increase rate of plan participants in future. Deviation in the rate of increase of salary in future for plan participants from the rate of increase in salary used to determine the present value of obligation will have a bearing on the plan's liability.

Summary of significant accounting policies and other explanatory information on the Standalone Financial Statements for the year ended 31 December 2021

Effect of the defined benefit plan on the Company's future cash flows:

Funding arrangements and funding policy:

The Company has purchased an insurance policy to provide for payment of gratuity to the employees. Every year, the insurance company carries out a funding valuation based on the latest employee data provided by the Company. Any deficit in the assets arising as a result of such valuation is funded by the Company.

Expected contribution during the next annual reporting period:

The Company's best estimate of contribution during the next financial year approximates to ₹ 1847.68 million (31 December 2020: ₹ 1,698.56 million).

The following are maturity profile of Defined Benefit Obligations in future years (before adjusting fair value of plan assets):

(₹ in million)

	Gratuity		Compensated Absences	
	31 December 2021	31 December 2020	31 December 2021	31 December 2020
(i) Weighted average duration of the defined benefit obligation	7 years	8 years	3 years	3 years
(ii) Expected cash flows over the years (valued on undiscounted basis):				
Duration (years)				
1	290.12	171.32	264.85	215.28
2 to 5	679.21	623.22	498.63	453.15
Above 5	1,967.26	1,921.11	252.41	238.72
	2,936.59	2,715.65	1,015.89	907.15

Defined contribution plan:

Contribution to defined contribution plans, recognised as expense for the year is as under:

Employer's contribution to provident and other funds ₹ 354.88 million (31 December 2020 ₹ 336.66 million) (Refer note 33)

39. Earnings per share (EPS)

(₹ in million, unless otherwise stated)

	31 December 2021	31 December 2020
Profit attributable to the equity shareholders	4,894.87	2,264.29
Weighted average number of equity shares outstanding during the year for calculating basic earning per share (nos.)*	433,033,080	433,033,080
Weighted average number of equity shares outstanding during the year for calculating diluted earnings per share (nos.)*	433,033,080	433,033,080
Nominal value per equity shares (₹)	10.00	10.00
Basic earnings per share (₹)	11.30	5.23
Diluted earnings per share (₹)	11.30	5.23

*Previous year numbers are adjusted for bonus shares issued during the current year.

Summary of significant accounting policies and other explanatory information on the Standalone Financial Statements for the year ended 31 December 2021

40. Dividend:

(₹ in million)

	31 December 2021	31 December 2020
Interim dividend ₹ 2.50 per share (31 December 2020: ₹ 2.50 per share)	1,082.58	721.72

With effect from 01 April 2020, a domestic company is not required to pay Dividend Distribution Tax (“DDT”) on any amount declared, distributed or paid by such company by way of dividend.

41. Contingent liabilities and commitments

(₹ in million)

	As at 31 December 2021	As at 31 December 2020
(a) Guarantees issued on behalf of subsidiaries for business purposes	1,083.46	2,918.22
(b) Claims against the Company not acknowledged as debts (being contested):-		
(i) Goods and Service Tax	6.78	4.23
(ii) For excise and service tax	70.86	69.98
(iii) For Customs	90.75	90.75
(iv) For sales tax / entry tax	626.22	594.81
(v) For income tax	145.92	110.00
(vi) Others*	375.31	339.61

*excludes pending matters where amount of liability is not ascertainable.

42. Capital commitments

(₹ in million)

	As at 31 December 2021	As at 31 December 2020
Estimated amount of contracts remaining to be executed on capital account and not provided for (net of advances of ₹ 1,399.00 (31 December 2020: ₹ 713.09)).	4,605.37	1,224.52

43. Pursuant to transfer pricing legislations under the Income-tax Act, 1961, the Company is required to use specified methods for computing arm’s length price in relation to specified international and domestic transactions with its associated enterprises. Further, the Company is required to maintain prescribed information and documents in relation to such transactions. The appropriate method to be adopted will depend on the nature of transactions/class of transactions, class of associated persons, functions performed and other factors, which have been prescribed. The Company is in the process of updating its transfer pricing documentation for the current financial year. Based on the preliminary assessment, the management is of the view that the update would not have a material impact on the tax expense recorded in these financial statements. Accordingly, these financial statements do not include any adjustments for the transfer pricing implications, if any.

Summary of significant accounting policies and other explanatory information on the Standalone Financial Statements for the year ended 31 December 2021

44. Related party disclosures (as per Ind AS-24)

Following are the related parties and transactions entered with related parties for the relevant financial year:

(i) List of related parties and relationships:-

I. Key managerial personnel (KMPs)

Mr. Ravi Kant Jaipuria	Non-executive chairman and Karta of Ravi Kant Jaipuria & Sons (HUF), till 19 February 2021
Mr. Varun Jaipuria	Whole Time Director
Mr. Raj Pal Gandhi	Whole Time Director
Mr. Rajinder Jeet Singh Bagga	Whole Time Director
Mr. Kapil Agarwal	Chief Executive Officer and Whole Time Director
Mr. Vikas Bhatia (till 02 August 2021)	Chief Financial Officer
Mr. Pradeep Khushalchand Sardana	Non-executive independent director
Mr. Naresh Kumar Trehan	Non-executive independent director
Mrs. Sita Khosla	Non-executive independent director
Dr. Ravi Gupta	Non-executive independent director
Mrs. Rashmi Dhariwal	Non-executive independent director
Mr. Ravi Batra	Company secretary
Mr. Rajesh Chawla (w.e.f. 02 August 2021)	Chief Financial Officer
Mr. Mahavir Prasad Garg	Company secretary of the parent, namely RJ Corp Limited

II. Parent and ultimate parent

RJ Corp Limited	Parent
Ravi Kant Jaipuria & Sons (HUF) (till 19 February 2021)	Ultimate parent

III. Subsidiaries/step down subsidiaries

Varun Beverages Morocco SA	Subsidiary
Varun Beverages (Nepal) Private Limited	Subsidiary
Varun Beverages Lanka (Private) Limited	Subsidiary
Varun Beverages (Zambia) Limited	Subsidiary
Varun Beverages (Zimbabwe) (Private) Limited	Subsidiary
Lunarmech Technologies Private Limited	Subsidiary
Angelica Technologies Private Limited (amalgamated with Lunarmech Technologies Private Limited by NCLT order dated 22 May 2020)	Subsidiary
Varun Beverages (Botswana) (Proprietary) Limited (w.e.f. 21 February 2019 to 11 March 2020)	Step down subsidiary
Ole Spring Bottlers (Private) Limited	Step down subsidiary
Varun Beverages DRC SAS (w.e.f. 31 December 2021)	Subsidiary

IV. Fellow subsidiaries and entities controlled by parent/ultimate parent*

Devyani International Limited
Devyani Food Industries Limited
Alisha Retail Private Limited (till 19 February 2020)
Varun Food and Beverages Zambia Limited
Wellness Holdings Limited
SVS India Private Limited

Summary of significant accounting policies and other explanatory information on the Standalone Financial Statements for the year ended 31 December 2021

Devyani Airport Services (Mumbai) Private Limited
Devyani Food Industries (Kenya) Limited

V. Relatives of KMPs*

Mrs. Dhara Jaipuria
Mrs. Devyani Jaipuria
Mrs. Aastha Agarwal
Mr. Ravindra Dhariwal
Mr. Kaustubh Agarwal

VI. Entities in which a director or his/her relative is a member/director/trustee*

Champa Devi Jaipuria Charitable Trust
Mala Jaipuria Foundation (Trust)
SMV Beverages Private Limited
Alisha Torrent Closures (India) Private Limited
Jai Beverages Private Limited
Lineage Healthcare Limited
Diagno Labs Private Limited
Medanta Institute of Education and Research
RJ Foundation (Trust)

VII. Entities which are post employment benefits plans

VBL Employees' Gratuity Trust

*With whom the Company had transactions during the current year and previous year.

(ii) Terms and conditions of transactions with related parties

The transactions with related parties are made in the ordinary course of business and on terms equivalent to those that prevail in arm's length transactions. Outstanding balances at the year-end are unsecured and settlement occurs in cash. This assessment is undertaken each financial year through examining the financial position of the related party and the market in which the related party operates.

(iii) Transactions with KMPs (Refer note 44A)

(iv) Transactions with related parties (Refer note 44B)

44A. Transactions with KMPs

(₹ in million)

		For year ended 2021	For year ended 2020
I.	Remuneration paid		
	Mr. Varun Jaipuria	48.39	43.65
	Mr. Raj Pal Gandhi	63.47	41.56
	Mr. Kapil Agarwal	78.35	68.31
	Mr. Rajesh Chawla	3.40	-
	Mr. Ravi Batra	10.99	9.13
	Mr. Rajinder Jeet Singh Bagga [^]	38.80	31.55
	Mr. Mahavir Prasad Garg [^]	2.21	3.09
	Mr. Vikas Bhatia	18.49	22.53

[^]Net of reimbursement

Summary of significant accounting policies and other explanatory information on the Standalone Financial Statements for the year ended 31 December 2021

(₹ in million)

	For year ended 2021	For year ended 2020
II. Director sitting fees paid		
Mr. Pradeep Khushalchand Sardana	0.40	0.40
Mrs. Sita Khosla	0.90	0.90
Dr. Ravi Gupta	1.30	1.00
Mrs. Rashmi Dhariwal	1.20	1.30
III. Dividend paid		
Mr. Varun Jaipuria	183.66	126.66
Mr. Raj Pal Gandhi	2.29	1.53
Mr. Kapil Agarwal	1.54	1.03
Mr. Ravi Kant Jaipuria	202.06	-
Mr. Rajinder Jeet Singh Bagga	0.49	0.32
Mr. Vikas Bhatia	-	0.02
Mr. Pradeep Khushalchand Sardana	0.00*	-
IV. Commission paid to non-executive director		
Mr. Ravi Kant Jaipuria	73.46	-
V. Defined benefit obligation (Cumulative) for KMP		
i. Gratuity		
Mr. Varun Jaipuria	42.82	43.73
Mr. Raj Pal Gandhi	46.10	47.13
Mr. Kapil Agarwal	66.68	61.97
Mr. Ravi Batra	2.07	1.26
Mr. Mahavir Prasad Garg	0.51	0.32
Mr. Rajinder Jeet Singh Bagga	33.66	23.43
Mr. Vikas Bhatia	-	0.02
Mr. Rajesh Chawla	0.17	-
ii. Compensated absences		
Mr. Varun Jaipuria	17.32	14.82
Mr. Raj Pal Gandhi	13.97	14.58
Mr. Kapil Agarwal	17.83	18.53
Mr. Ravi Batra	1.89	1.56
Mr. Rajesh Chawla	0.38	-
Mr. Vikas Bhatia	-	1.42
Mr. Mahavir Prasad Garg	0.66	0.61
Mr. Rajinder Jeet Singh Bagga	10.39	7.52
VI. Bonus share issued (Face value of ₹ 10 each)		
Mr. Varun Jaipuria	244.87	-
Mr. Raj Pal Gandhi	3.06	-
Mr. Kapil Agarwal	2.05	-
Mr. Ravi Kant Jaipuria	269.41	-
Mr. Pradeep Khushalchand Sardana	0.01	-
Mr. Vikas Bhatia	0.04	-
Mr. Rajinder Jeet Singh Bagga	0.65	-
VII. Balances (payable)/receivable outstanding at the end of the year, net		
Mr. Varun Jaipuria	(2.02)	(2.15)
Mr. Raj Pal Gandhi	(1.26)	(1.48)
Mr. Kapil Agarwal	(2.92)	(2.63)
Mr. Rajinder Jeet Singh Bagga	(1.99)	(1.31)
Mr. Ravi Batra	(0.49)	(0.50)
Mr. Mahavir Prasad Garg	(0.29)	(0.22)
Mr. Rajesh Chawla	(0.41)	-
Mr. Vikas Bhatia	-	(0.66)

*Rounded off to Nil.

Summary of significant accounting policies and other explanatory information on the Standalone Financial Statements for the year ended 31 December 2021

44B. Transactions with related parties

(₹ in million)

Description	Parent and ultimate parent		Subsidiaries/ step down subsidiaries		Fellow subsidiaries and entities controlled by parent and ultimate parent		Relatives of KMPs		Entities in which a director or his/her relative is a member/director/trustee		Entities which are post employment benefits plans		Total	
	For year ended		For year ended		For year ended		For year ended		For year ended		For year ended		For year ended	
	2021	2020	2021	2020	2021	2020	2021	2020	2021	2020	2021	2020	2021	2020
Sale of goods														
- Varun Beverages (Nepal) Private Limited	-	-	84.05	42.03	-	-	-	-	-	-	-	-	84.05	42.03
- Ole Spring Bottlers (Private) Limited	-	-	9.81	12.35	-	-	-	-	-	-	-	-	9.81	12.35
- Varun Beverages Morocco SA	-	-	16.36	6.08	-	-	-	-	-	-	-	-	16.36	6.08
- Varun Beverages Lanka (Private) Limited	-	-	-	2.91	-	-	-	-	-	-	-	-	-	2.91
- Varun Beverages (Zambia) Limited	-	-	110.84	73.07	-	-	-	-	-	-	-	-	110.84	73.07
- Varun Beverages (Zimbabwe) (Private) Limited	-	-	54.85	164.23	-	-	-	-	-	-	-	-	54.85	164.23
- SMV Beverages Private Limited	-	-	-	-	-	-	-	-	141.84	98.27	-	-	141.84	98.27
- Lunarmech Technologies Private Limited	-	-	125.03	55.19	-	-	-	-	-	-	-	-	125.03	55.19
- Alisha Torrent Closures (India) Private Limited	-	-	-	-	-	-	-	-	26.43	20.51	-	-	26.43	20.51
- Jai Beverages Private Limited	-	-	-	-	-	-	-	-	160.58	548.63	-	-	160.58	548.63
- Devyani International Limited	-	-	-	-	40.59	32.49	-	-	-	-	-	-	40.59	32.49
- Devyani Food Industries Limited	-	-	-	-	17.66	8.44	-	-	-	-	-	-	17.66	8.44
- Devyani Airport Services (Mumbai) Private Limited	-	-	-	-	2.21	1.58	-	-	-	-	-	-	2.21	1.58
- Lineage Healthcare Limited	-	-	-	-	-	-	-	-	0.07	0.05	-	-	0.07	0.05
- Devyani Food Industries (Kenya) Limited	-	-	-	-	3.13	7.27	-	-	-	-	-	-	3.13	7.27
Sale of raw materials and stores														
- Varun Beverages (Nepal) Private Limited	-	-	6.96	5.13	-	-	-	-	-	-	-	-	6.96	5.13
- Varun Beverages Lanka (Private) Limited	-	-	1.65	5.62	-	-	-	-	-	-	-	-	1.65	5.62
- Varun Beverages (Zimbabwe) (Private) Limited	-	-	31.82	179.50	-	-	-	-	-	-	-	-	31.82	179.50
- Varun Beverages (Zambia) Limited	-	-	21.00	13.34	-	-	-	-	-	-	-	-	21.00	13.34
- Varun Beverages Morocco SA	-	-	-	5.71	-	-	-	-	-	-	-	-	-	5.71
- Lunarmech Technologies Private Limited	-	-	0.90	0.01	-	-	-	-	-	-	-	-	0.90	0.01
- Jai Beverages Private Limited	-	-	-	-	-	-	-	-	3.38	0.00*	-	-	3.38	0.00*
- Devyani Food Industries Limited	-	-	-	-	40.49	32.76	-	-	-	-	-	-	40.49	32.76

*Rounded off to Nil.



Summary of significant accounting policies and other explanatory information on the Standalone Financial Statements for the year ended 31 December 2021

(₹ in million)

Description	Parent and ultimate parent		Subsidiaries/ step down subsidiaries		Fellow subsidiaries and entities controlled by parent and ultimate parent		Relatives of KMPs		Entities in which a director or his/her relative is a member/ director/trustee		Entities which are post employment benefits plans		Total	
	For year ended		For year ended		For year ended		For year ended		For year ended		For year ended		For year ended	
	2021	2020	2021	2020	2021	2020	2021	2020	2021	2020	2021	2020	2021	2020
- SMV Beverages Private Limited	-	-	-	-	-	-	-	-	149.22	58.23	-	-	149.22	58.23
- RJ Foundation (Trust)	-	-	-	-	-	-	-	1.53	-	-	-	-	1.53	-
- Devyani Food Industries (Kenya) Limited	-	-	-	4.74	-	-	-	-	-	-	-	-	-	4.74
Purchase of goods														
- SMV Beverages Private Limited	-	-	-	-	-	-	-	-	488.79	263.65	-	-	488.79	263.65
- Devyani Food Industries Limited	-	-	-	-	279.02	251.62	-	-	-	-	-	-	279.02	251.62
Purchase of raw materials and stores														
- Lunarmech Technologies Private Limited	-	-	1,091.33	616.01	-	-	-	-	-	-	-	-	1,091.33	616.01
- Devyani Food Industries Limited	-	-	-	-	35.69	-	-	-	-	-	-	-	35.69	-
- SMV Beverages Private Limited	-	-	-	-	-	-	-	27.76	-	-	-	-	27.76	-
- Varun Beverages Lanka (Private) Limited	-	-	9.72	-	-	-	-	-	-	-	-	-	9.72	-
Loan given														
- Varun Beverages Morocco SA	-	-	218.63	-	-	-	-	-	-	-	-	-	218.63	-
- Varun Beverages (Zambia) Limited	-	-	212.35	-	-	-	-	-	-	-	-	-	212.35	-
- Varun Beverages (Zimbabwe) (Private) Limited	-	-	-	435.39	-	-	-	-	-	-	-	-	-	435.39
Interest received/(paid)														
- Varun Beverages Morocco SA	-	-	32.92	66.52	-	-	-	-	-	-	-	-	32.92	66.52
- Varun Beverages (Zimbabwe) (Private) Limited	-	-	48.00	43.85	-	-	-	-	-	-	-	-	48.00	43.85
- Varun Beverages (Zambia) Limited	-	-	16.30	34.68	-	-	-	-	-	-	-	-	16.30	34.68
- Varun Beverages Lanka (Private) Limited	-	-	-	78.33	-	-	-	-	-	-	-	-	-	78.33
- SMV Beverages Private Limited	-	-	-	-	-	-	-	(4.00)	(4.00)	-	-	-	(4.00)	(4.00)
Contribution to corporate social responsibility activities														
- Mala Jaipuria Foundation	-	-	-	-	-	-	-	-	-	10.80	-	-	-	10.80
- Champa Devi Jaipuria Charitable Trust	-	-	-	-	-	-	-	-	-	20.00	-	-	-	20.00
- Medanta Institute of Education and Research	-	-	-	-	-	-	-	-	-	10.00	-	-	-	10.00
- RJ Foundation	-	-	-	-	-	-	-	67.54	33.59	-	-	-	67.54	33.59

Summary of significant accounting policies and other explanatory information on the Standalone Financial Statements for the year ended 31 December 2021



(₹ in million)

Description	Parent and ultimate parent		Subsidiaries/ step down subsidiaries		Fellow subsidiaries and entities controlled by parent and ultimate parent		Relatives of KMPs		Entities in which a director or his/her relative is a member/ director/trustee		Entities which are post employment benefits plans		Total	
	For year ended		For year ended		For year ended		For year ended		For year ended		For year ended		For year ended	
	2021	2020	2021	2020	2021	2020	2021	2020	2021	2020	2021	2020	2021	2020
Guarantee commission income														
- Varun Beverages (Zimbabwe) (Private) Limited	-	-	17.64	34.73	-	-	-	-	-	-	-	-	17.64	34.73
- Varun Beverages (Nepal) Private Limited	-	-	-	1.40	-	-	-	-	-	-	-	-	-	1.40
Amount receivable written off														
- Varun Beverages (Nepal) Private Limited	-	-	5.66	7.63	-	-	-	-	-	-	-	-	5.66	7.63
Dividend income														
- Varun Beverages (Nepal) Private Limited	-	-	303.46	202.31	-	-	-	-	-	-	-	-	303.46	202.31
Equity investment														
- Varun Beverages RDC SAS	-	-	0.74	-	-	-	-	-	-	-	-	-	0.74	-
Conversion of loan into investment														
- Varun Beverages Morocco SA	-	-	-	1,256.62	-	-	-	-	-	-	-	-	-	1,256.62
- Varun Beverages (Zambia) Limited	-	-	-	560.62	-	-	-	-	-	-	-	-	-	560.62
Conversion of preference shares (classified as loan given to subsidiary) to investment														
- Varun Beverages Lanka (Private) Limited	-	-	-	2,626.58	-	-	-	-	-	-	-	-	-	2,626.58
Professional charges paid														
- Mr. Ravindra Dhariwal	-	-	-	-	-	-	4.94	4.40	-	-	-	-	4.94	4.40
Service rendered: management fees														
- Varun Beverages (Nepal) Private Limited	-	-	170.43	132.61	-	-	-	-	-	-	-	-	170.43	132.61
Travelling expenses paid														
- Wellness Holdings Limited	-	-	-	-	109.20	38.30	-	-	-	-	-	-	109.20	38.30
Licence fee paid														
- Devyani Food Industries Limited	-	-	-	-	1.24	1.20	-	-	-	-	-	-	1.24	1.20



Summary of significant accounting policies and other explanatory information on the Standalone Financial Statements for the year ended 31 December 2021

(₹ in million)

Description	Parent and ultimate parent		Subsidiaries/ step down subsidiaries		Fellow subsidiaries and entities controlled by parent and ultimate parent		Relatives of KMPs		Entities in which a director or his/her relative is a member/ director/trustee		Entities which are post employment benefits plans		Total	
	For year ended		For year ended		For year ended		For year ended		For year ended		For year ended		For year ended	
	2021	2020	2021	2020	2021	2020	2021	2020	2021	2020	2021	2020	2021	2020
Dividend paid														
- RJ Corp Limited	299.75	199.83	-	-	-	-	-	-	-	-	-	-	299.75	199.83
- Ravi Kant Jaipuria & Sons (HUF)	-	134.70	-	-	-	-	-	-	-	-	-	-	-	134.70
- Mrs. Aastha Agarwal	-	-	-	-	-	0.25	-	0.38	0.25	-	-	-	0.38	0.25
- Mr. Kaustubh Agarwal	-	-	-	-	-	0.25	-	0.38	0.25	-	-	-	0.38	0.25
- Mrs. Dhara Jaipuria	-	-	-	-	-	-	0.01	0.01	0.01	-	-	-	0.01	0.01
- Mrs. Devyani Jaipuria	-	-	-	-	-	-	17.51	26.26	17.51	-	-	-	26.26	17.51
Service rendered: Technical know-how fees														
- Varun Beverages (Nepal) Private Limited	-	-	213.04	165.75	-	-	-	-	-	-	-	-	213.04	165.75
(Recovery of Expenses incurred by the Company on behalf of others)/ expenses incurred by others on behalf of the Company														
- Devyani International Limited	-	-	-	-	(3.13)	8.17	-	-	-	-	-	-	(3.13)	8.17
- Lunarmech Technologies Private Limited	-	-	-	0.05	-	-	-	-	-	-	-	-	-	0.05
- Alisha Torrent Closures (India) Private Limited	-	-	-	-	-	-	-	-	(0.20)	-	-	-	-	(0.20)
- RJ Corp Limited	(2.24)	(1.03)	-	-	-	-	-	-	-	-	-	-	(2.24)	(1.03)
- Devyani Food Industries Limited	-	-	-	-	(14.95)	1.27	-	-	-	-	-	-	(14.95)	1.27
- Devyani Food Industries (Kenya) Limited	-	-	-	-	(0.47)	(1.94)	-	-	-	-	-	-	(0.47)	(1.94)
- Jai Beverages Private Limited	-	-	-	-	-	-	-	-	0.07	-	-	-	0.07	-
- SMV Beverages Private Limited	-	-	-	-	-	-	-	-	0.02	0.00*	-	-	0.02	0.00*
Amount paid by Company on behalf of others/(amount paid by others on behalf of the Company)														
- SMV Beverages Private Limited	-	-	-	-	-	-	-	-	0.02	2.49	-	-	0.02	2.49
Rent/ lease charges paid/(received)														
- RJ Corp Limited	112.69	112.35	-	-	-	-	-	-	-	-	-	-	112.69	112.35
- Ravi Kant Jaipuria & Sons (HUF)	1.28	7.57	-	-	-	-	-	-	-	-	-	-	1.28	7.57

*Rounded off to Nil.

Summary of significant accounting policies and other explanatory information on the Standalone Financial Statements for the year ended 31 December 2021

(₹ in million)

Description	Parent and ultimate parent		Subsidiaries/ step down subsidiaries		Fellow subsidiaries and entities controlled by parent and ultimate parent		Relatives of KMPs		Entities in which a director or his/her relative is a member/ director/trustee		Entities which are post employment benefits plans		Total	
	For year ended		For year ended		For year ended		For year ended		For year ended		For year ended		For year ended	
	2021	2020	2021	2020	2021	2020	2021	2020	2021	2020	2021	2020	2021	2020
- SVS India Private Limited	-	-	-	-	1.20	1.20	-	-	-	-	-	-	1.20	1.20
- SMV Beverages Private Limited	-	-	-	-	-	-	-	-	27.00	27.00	-	-	27.00	27.00
- Mrs. Dhara Jaipuria	-	-	-	-	-	-	0.72	2.83	-	-	-	-	0.72	2.83
- Devyani Food Industries Limited	-	-	-	-	(3.97)	(1.33)	-	-	-	-	-	-	(3.97)	(1.33)
- Alisha Torrent Closures (India) Private Limited	-	-	-	-	-	-	-	-	(1.36)	(0.86)	-	-	(1.36)	(0.86)
Financial guarantees given														
- Varun Beverages (Zimbabwe) (Private) Limited	-	-	294.40	710.34	-	-	-	-	-	-	-	-	294.40	710.34
Financial guarantees closed														
- Varun Beverages (Zimbabwe) (Private) Limited	-	-	2,184.78	430.15	-	-	-	-	-	-	-	-	2,184.78	430.15
Purchase of fixed assets														
- SMV Beverages Private Limited	-	-	-	-	-	-	-	-	-	15.00	-	-	-	15.00
Sale of fixed assets														
- Varun Beverages (Nepal) Private Limited	-	-	12.80	8.31	-	-	-	-	-	-	-	-	12.80	8.31
- Varun Beverages (Zimbabwe) (Private) Limited	-	-	49.78	101.27	-	-	-	-	-	-	-	-	49.78	101.27
- Varun Beverages Lanka (Private) Limited	-	-	-	0.44	-	-	-	-	-	-	-	-	-	0.44
- Lunarmech Technologies Private Limited	-	-	0.22	-	-	-	-	-	-	-	-	-	0.22	-
Contribution to gratuity trust														
- VBL Employees' Gratuity Trust	-	-	-	-	-	-	-	-	-	-	2.14	50.00	2.14	50.00
IT infrastructure support fee received														
- Varun Beverages (Nepal) Private Limited	-	-	1.53	1.86	-	-	-	-	-	-	-	-	1.53	1.86
- Varun Beverages Lanka (Private) Limited	-	-	3.72	4.36	-	-	-	-	-	-	-	-	3.72	4.36
- Varun Beverages (Zimbabwe) (Private) Limited	-	-	4.10	3.62	-	-	-	-	-	-	-	-	4.10	3.62



Summary of significant accounting policies and other explanatory information on the Standalone Financial Statements for the year ended 31 December 2021

(₹ in million)

Description	Parent and ultimate parent		Subsidiaries/ step down subsidiaries		Fellow subsidiaries and entities controlled by parent and ultimate parent		Relatives of KMPs		Entities in which a director or his/her relative is a member/ director/trustee		Entities which are post employment benefits plans		Total	
	For year ended		For year ended		For year ended		For year ended		For year ended		For year ended		For year ended	
	2021	2020	2021	2020	2021	2020	2021	2020	2021	2020	2021	2020	2021	2020
- Devyani International Limited	-	-	-	-	1.40	1.70	-	-	-	-	-	-	1.40	1.70
- Varun Food and Beverages Zambia Limited	-	-	-	-	-	0.34	-	-	-	-	-	-	-	0.34
- Varun Beverages (Zambia) Limited	-	-	4.06	3.08	-	-	-	-	-	-	-	-	4.06	3.08
- Varun Beverages Morocco SA	-	-	3.54	4.37	-	-	-	-	-	-	-	-	3.54	4.37
- RJ Corp Limited	0.03	-	-	-	-	-	-	-	-	-	-	-	0.03	-
- Diagno Labs Private Limited	-	-	-	-	-	-	-	0.43	-	-	-	-	0.43	-
- Devyani Food Industries (Kenya) Limited	-	-	-	-	1.20	-	-	-	-	-	-	-	1.20	-
- Devyani Food Industries Limited	-	-	-	-	5.57	4.98	-	-	-	-	-	-	5.57	4.98
Advance paid for acquisition of assets														
- SMV Beverages Private Limited	-	-	-	-	-	-	-	50.40	30.00	-	-	-	50.40	30.00
Capital commitments														
- SMV Beverages Private Limited	-	-	-	-	-	-	-	201.60	252.00	-	-	-	201.60	252.00
Bonus share issued (Face value of ₹ 10 each)														
- RJ Corp Limited	399.67	-	-	-	-	-	-	-	-	-	-	-	399.67	-
- Mrs. Aastha Agarwal	-	-	-	-	-	-	0.50	-	-	-	-	-	0.50	-
- Mr. Kautubh Agarwal	-	-	-	-	-	-	0.50	-	-	-	-	-	0.50	-
- Mrs. Dhara Jaipuria	-	-	-	-	-	-	0.02	-	-	-	-	-	0.02	-
- Mrs. Devyani Jaipuria	-	-	-	-	-	-	35.01	-	-	-	-	-	35.01	-
Balances outstanding at the end of the year, net including loan outstanding														
A. Receivable/(payable), net														
- Varun Beverages Morocco SA	-	-	991.75	808.50	-	-	-	-	-	-	-	-	991.75	808.50
- Varun Beverages (Nepal) Private Limited	-	-	783.01	583.75	-	-	-	-	-	-	-	-	783.01	583.75
- Ole Spring Bottlers (Private) Limited	-	-	2.13	2.73	-	-	-	-	-	-	-	-	2.13	2.73
- Varun Beverages Lanka (Private) Limited	-	-	2.79	2.93	-	-	-	-	-	-	-	-	2.79	2.93
- Varun Beverages (Zambia) Limited	-	-	787.87	626.76	-	-	-	-	-	-	-	-	787.87	626.76
- Varun Beverages (Zimbabwe) (Private) Limited	-	-	1,285.54	1,229.22	-	-	-	-	-	-	-	-	1,285.54	1,229.22
- Devyani International Limited	-	-	-	-	5.03	10.35	-	-	-	-	-	-	5.03	10.35

Summary of significant accounting policies and other explanatory information on the Standalone Financial Statements for the year ended 31 December 2021

(₹ in million)

Description	Parent and ultimate parent		Subsidiaries/ step down subsidiaries		Fellow subsidiaries and entities controlled by parent and ultimate parent		Relatives of KMPs		Entities in which a director or his/her relative is a member/ director/trustee		Entities which are post employment benefits plans		Total	
	For year ended		For year ended		For year ended		For year ended		For year ended		For year ended		For year ended	
	2021	2020	2021	2020	2021	2020	2021	2020	2021	2020	2021	2020	2021	2020
- RJ Corp Limited	35.82	35.49	-	-	-	-	-	-	-	-	-	-	35.82	35.49
- Mrs. Dhara Jaipuria	-	-	-	-	-	1.27	-	-	-	-	-	-	-	1.27
- Wellness Holdings Limited	-	-	-	-	(12.22)	(9.77)	-	-	-	-	-	-	(12.22)	(9.77)
- Lunarmech Technologies Private Limited	-	-	(118.97)	(104.24)	-	-	-	-	-	-	-	-	(118.97)	(104.24)
- SMV Beverages Private Limited	-	-	-	-	-	-	-	56.93	47.53	-	-	-	56.93	47.53
- Varun Food and Beverages Zambia Limited	-	-	-	-	-	0.00*	-	-	-	-	-	-	-	0.00*
- Alisha Torrent Closures (India) Private Limited	-	-	-	-	-	-	-	10.64	9.02	-	-	-	10.64	9.02
- Jai Beverages Private Limited	-	-	-	-	-	-	-	0.01	1.22	-	-	-	0.01	1.22
- Devyani Airport Services (Mumbai) Private Limited	-	-	-	-	0.05	0.26	-	-	-	-	-	-	0.05	0.26
- Devyani Food Industries Limited	-	-	-	-	(32.38)	(21.83)	-	-	-	-	-	-	(32.38)	(21.83)
- Lineage Healthcare Limited	-	-	-	-	-	-	-	0.02	-	-	-	-	0.02	-
- Devyani Food Industries (Kenya) Limited	-	-	-	-	-	13.95	-	-	-	-	-	-	-	13.95
- Diagno Labs Private Limited	-	-	-	-	-	-	-	0.50	-	-	-	-	0.50	-
B. Financial guarantees														
- Varun Beverages (Zimbabwe) (Private) Limited	-	-	802.47	2,637.23	-	-	-	-	-	-	-	-	802.47	2,637.23
- Varun Beverages (Nepal) Private Limited	-	-	280.99	280.99	-	-	-	-	-	-	-	-	280.99	280.99

*Rounded off to Nil.

Summary of significant accounting policies and other explanatory information on the Standalone Financial Statements for the year ended 31 December 2021

45. Disclosure on lease transactions pursuant to Ind AS 116 - Leases

The Company's lease asset class primarily consists of leases for land, buildings and plant and equipment. With the exception of short-term leases, leases of low-value and cancellable long-term leases underlying assets, each lease is reflected on the balance sheet as a right of use asset and a lease liability.

Lease liabilities are measured at the present value of the remaining lease payments, discounted using the weighted average borrowing rate 5.44-8.22% (31 December 2020: 8.22%).

Each lease generally imposes a restriction that, unless there is a contractual right for the Company to sublet the asset to another party, the right of use asset can only be used by the Company. Leases are either non-cancellable or may only be cancelled by incurring a substantive termination fee. Some leases contain an option to extend the lease for a further term. The Company is prohibited from selling or pledging the underlying leased assets as security against the Company's other debts and liabilities.

- i. Lease liabilities are presented in the balance sheet is as follows-

(₹ in million)

Particulars	As at 31 December 2021	As at 31 December 2020
Current maturities of lease liabilities (Refer note 25)	74.94	44.29
Non-current lease liabilities (Refer note 20C)	87.52	79.50
Total	162.46	123.79

- ii. The recognised right of use assets relate to land, buildings and plant and equipments as at 31 December 2021 and 31 December 2020:

(₹ in million)

Particulars	As at 31 December 2021	As at 31 December 2020
Right of use assets - land, buildings and plant and equipments		
Balance at the beginning of the year	5,141.70	-
Additions for the year	215.46	6.57
Additions on account of transition to Ind AS 116	-	5,295.56
Government grant related to asset received	-	(6.37)
Disposals for the year	-	(1.55)
Depreciation charge for the year	(152.28)	(152.51)
Balance at the end of the year	5,204.88	5,141.70

- iii. The following are amounts recognised in Standalone Statement of Profit and Loss:

(₹ in million)

Particulars	For the year ended 31 December 2021	For the year ended 31 December 2020
Depreciation charge on right of use assets	152.28	152.51
Interest expense on lease liabilities	12.54	13.57
Total	164.82	166.08

Summary of significant accounting policies and other explanatory information on the Standalone Financial Statements for the year ended 31 December 2021

iv. Lease payments not recognised as a liability

The Company has elected not to recognise a lease liability for short-term leases (leases with an expected term of 12 months or less), cancellable long-term leases and for leases of low value assets. Payments made under such leases are expensed on a straight-line basis. The expense relating to payments not included in the measurement of the lease liability for short term leases is ₹ 533.90 million (31 December 2020 ₹ 554.39 millions).

v. Refer Standalone Cash Flow Statement for total cash outflow for leases.

vi. Maturity of lease liabilities

Future minimum lease payments were as follows for 31 December 2021:

(₹ in million)

	Lease payments	Interest expense	Net Present value
Not later than 1 year	83.58	8.65	74.93
Later than 1 year not later than 5 years	48.30	20.08	28.22
Later than 5 years	459.81	400.50	59.31
Total	591.69	429.23	162.46

Future minimum lease payments were as follows for 31 December 2020:

(₹ in million)

	Lease payments	Interest expense	Net Present value
Not later than 1 year	52.39	8.10	44.29
Later than 1 year not later than 5 years	49.71	17.91	31.80
Later than 5 years	280.62	232.92	47.70
Total	382.72	258.93	123.79

46. The business activities of the Company predominantly fall within a single reportable business segment, i.e., manufacturing and sale of beverages within India. There are no separately reportable business or geographical segments that meet the criteria prescribed in Ind AS 108 on Operating Segments. The aforesaid is in line with review of operating results by the chief operating decision maker. The sale of products of the Company is seasonal.

47. Dues to Micro and Small Enterprises

The dues to Micro and Small Enterprises as required under the Micro, Small and Medium Enterprises Development (“MSMED”) Act, 2006 to the extent information available with the Company is given below:

(₹ in million)

Particulars	31 December 2021	31 December 2020
The principal amount and the interest due thereon remaining unpaid to any supplier as at the end of each accounting year		
Principal amount due to micro and small enterprises	321.56	90.61
Interest due on above	1.32	0.28
The amount of interest paid by the buyer in terms of section 16 of the MSMED Act, 2006 along with the amounts of the payment made to the supplier beyond the appointed day during each accounting year*	299.00	670.87
The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under the MSMED Act 2006.	3.83	2.62

Summary of significant accounting policies and other explanatory information on the Standalone Financial Statements for the year ended 31 December 2021

(₹ in million)

Particulars	31 December 2021	31 December 2020
The amount of interest accrued and remaining unpaid at the end of each accounting year	9.73	4.58
The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise for the purpose of disallowance as a deductible expenditure under section 23 of the MSMED Act 2006	9.73	4.58

*includes principal amounting to ₹ 299.00 million (31 December 2020: ₹ 670.87 million).

48. Details of Corporate Social Responsibility (CSR) expenditure

In accordance with the provisions of section 135 of the Companies Act, 2013, the Board of Directors of the Company had constituted CSR Committee. The details for CSR activities is as follows.

(₹ in million)

Particulars	For the year ended 31 December 2021	For the year ended 31 December 2020
(a) Gross amount required to be spent by the Company during the year	67.54	75.04
(b) Amount spent during the year on the following		
1. Construction / Acquisition of any asset	-	-
2. On purpose other than 1 above	67.54	75.04

- Refer note 44B for amounts paid to Champa Devi Jaipuria Charitable Trust towards contribution for "Shiksha Kendra" for the education of underprivileged, to Mala Jaipuria Foundation for the vocational training to underprivileged and destitute to enhance their skills and talents to secure livelihood, to RJ Foundation being CSR implementing agency registered with Office of the Registrar of Companies, New Delhi having objects to carry on CSR activities as per requirements laid down under Section 135 of the Companies Act, 2013 and to Medanta Institute of Education and Research for promoting health care.
- The Company does not carry any provisions for Corporate social responsibility expenses for current year and previous year.

49. Share-based payments

Employee Stock Option Plan 2016 ("ESOS 2016")

The ESOS 2016 ("the Scheme") was approved by the Board of Directors and the shareholders on 27 April 2016. The Scheme entitles key managerial personnel and employees of the Company and its subsidiaries to purchase shares in the Company at the stipulated exercise price, subject to compliance with vesting conditions. Stock options can be settled by issue of equity shares. No options under this Scheme have been granted in the current or previous years.

50. Capital management

For the purpose of the Company's capital management, capital includes issued equity share capital, securities premium and all other equity reserves attributable to the equity shareholders of the Company.

The Company's capital management objectives are:

- to ensure the Company's ability to continue as a going concern
- to provide an adequate return to shareholders by pricing products and services commensurately with the level of risk.

Summary of significant accounting policies and other explanatory information on the Standalone Financial Statements for the year ended 31 December 2021

The Company manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants. To maintain or adjust the capital structure, the Company may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. The Company monitors capital using a gearing ratio, which is net debt divided by total capital plus net debt. The Company includes within net debt, non-current and current borrowings, deferred payment liabilities, current maturity of long-term debts and lease liabilities, less cash and cash equivalents, excluding discontinued operations, if any.

The amounts managed as capital by the Company for the reporting periods are summarised as follows:

Particulars	(₹ in million)	
	As at 31 December 2021	As at 31 December 2020
Non-current borrowings (Refer note 20A)	17,124.41	19,543.51
Current borrowings (Refer note 20B)	5,605.24	6,355.40
Lease liabilities (Refer note 20C)	87.52	79.50
Current maturities of lease liabilities (Refer note 25)	74.94	44.29
Current maturities of long-term debts (Refer note 20D)	8,963.68	4,572.22
	31,855.79	30,594.92
Less: Cash and cash equivalents (Refer note 13)	(241.47)	(364.04)
Net debt (A)	31,614.32	30,230.88
Equity share capital (Refer note 18)	4,330.33	2,886.89
Other equity (Refer note 19)	39,655.88	37,230.78
Total capital (B)	43,986.21	40,117.67
Capital and net debt (C = A+B)	75,600.53	70,348.55
Gearing ratio (A/C)	41.82%	42.97%

In order to achieve this overall objective, the Company's capital management, amongst other things, aims to ensure that it meets financial covenants attached to the interest-bearing loans and borrowings that define capital structure requirements.

No changes were made in the objectives, policies or processes for managing capital during the years ended 31 December 2021 and 31 December 2020.

There's no breaches in the financial covenants of the borrowing that would permit the banks to immediately call loans and borrowings in the reporting periods.

51. Assets pledged as security

The carrying amount of assets pledged as security are:

Particulars	(₹ in million)	
	As at 31 December 2021	As at 31 December 2020
Inventories and trade receivable (Refer note 11 and 12)	11,983.44	8,495.90
Other bank deposits (Refer note 14)	0.88	0.72
Current loans (Refer note 15)	284.15	99.94
Other current financial assets (Refer note 16)	2,733.64	2,130.20
Other current assets (Refer note 17)	2,438.64	1,485.15
Other intangible assets (Refer note 5B)	5,542.68	5,553.03
Property, plant and equipment (Refer note 4A)	44,553.99	47,061.67
Capital work-in-progress (Refer note 4B)	4,779.54	390.05

Summary of significant accounting policies and other explanatory information on the Standalone Financial Statements for the year ended 31 December 2021

52. Recent accounting pronouncements (Ind AS issued but not yet effective)

On 24 March 2021, the Ministry of Corporate Affairs (“MCA”) through a notification, amended Schedule III of the Companies Act, 2013. The amendments revised Division I, II and III of Schedule III and are applicable to the Company from accounting periods beginning on or after 01 January 2022.

The amendments are extensive and the Company is evaluating the requirements of the amendments to give effect to them as required by law. Since these amendments relates to disclosures in financials statements, it will not impact the financial position and results of the Company.

53. Information under Section 186 (4) of the Companies Act, 2013 and Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements), 2015

(₹ in million)

(i) Name of the Loanee	Rate of Interest	Secured/Unsecured	Maximum balance outstanding during the year 2021	As at 31 December 2021	Maximum balance outstanding during the year 2020	As at 31 December 2020
Varun Beverages Morocco SA	3.50% + Libor	Unsecured	964.02	963.46	1,776.82	728.10
Varun Beverages Lanka (Private) Limited*	Zero to 2% + Libor	Unsecured	-	-	2,626.57	-
Varun Beverages (Zambia) Limited	4% + Libor	Unsecured	-	-	234.53	-
Varun Beverages (Zambia) Limited	2.25% + Libor	Unsecured	717.82	717.41	857.23	497.14
Varun Beverages (Zimbabwe) (Private) Limited	4% + Libor	Unsecured	1,104.03	1,103.39	1,121.58	1,084.85

The above loans are given for business purposes.

*Represents debt component of investments in redeemable preference shares.

(₹ in million)

(ii) Name of the Investee	As at 31 December 2021	As at 31 December 2020
Varun Beverages Morocco SA	6,179.18	6,179.18
Varun Beverages (Nepal) Private Limited	798.91	798.91
Varun Beverages Lanka (Private) Limited	3,149.55	3,149.55
Varun Beverages (Zambia) Limited	3,231.01	3,231.01
Varun Beverages (Zimbabwe) (Private) Limited	0.06	0.06
Lunarmech Technologies Private Limited	162.93	162.93
Varun Beverages RDC SAS	0.74	-

The above investments are made for business purposes.

(₹ in million)

(iii) Guarantees outstanding, given on behalf of	As at 31 December 2021	As at 31 December 2020
Varun Beverages (Nepal) Private Limited	280.99	280.99
Varun Beverages (Zimbabwe) (Private) Limited	802.47	2,637.23

The above financial guarantees are given on behalf of subsidiaries for business purposes.

The above transactions are in the ordinary course of business.

Summary of significant accounting policies and other explanatory information on the Standalone Financial Statements for the year ended 31 December 2021

54. Financial instruments risk

Financials risk management objectives and policies

The Company is exposed to various risks in relation to financial instruments. The main types of financial risks are market risk, credit risk and liquidity risk.

The management of the Company monitors and manages the financial risks relating to the operations of the Company on a continuous basis. The Company's risk management is coordinated at its head office, in close cooperation with the management, and focuses on actively securing the Company's short to medium-term cash flows and simultaneously minimising the exposure to volatile financial markets. Long-term financial investments are managed to generate lasting returns.

The Company does not engage in the trading of financial assets for speculative purposes. The most significant financial risks to which the Company is exposed are described below.

54.1 Market risk analysis

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. The Company is exposed to market risk through its use of financial instruments and specifically to foreign currency risk, interest rate risk and commodity price risk which result from its operating, investing and financing activities. Contracts to hedge exposures in foreign currencies, interest rates etc. are entered into wherever considered necessary by the management.

Foreign currency risk

Foreign currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate because of changes in foreign exchange rates. The functional currency of the Company is Indian Rupees ('INR' or '₹'). Most of the Company's transactions are carried out in Indian Rupees. Exposures to currency exchange rates mainly arise from the Company's overseas sales and purchases, lending to overseas subsidiary companies, external commercial borrowings etc. which are primarily denominated in US Dollars ('USD'), Lankan Rupee (LKR), Pound Sterling ('GBP'), Singapore Dollars ('SGD') and Euro.

The Company has limited exposure to foreign currency risk and thereby it mainly relies on natural hedge. To further mitigate the Company's exposure to foreign currency risk, non-INR cash flows are continuously monitored and derivative contracts are entered into wherever considered necessary.

The carrying amounts of the Company's foreign currency denominated monetary items are restated at the end of each reporting period. Foreign currency denominated financial assets and liabilities which expose the Company to currency risk are as follows:

	(₹ in million)				
	USD	LKR	GBP	SGD	Euro
31 December 2021					
Financial assets					
(i) Loans (non-current and current)					
(a) Loans to related parties	37.47	-	-	-	-
(ii) Trade receivables (current)	1.16	-	-	-	-
(iii) Other financial assets (current)					
(a) Interest accrued on loan to related parties	2.47	-	-	-	-
(b) Guarantee commission receivable	0.00*	-	-	-	-
(c) Other receivables	0.45	-	-	-	-
Total financial assets	41.56	-	-	-	-

*Rounded off to Nil.

Summary of significant accounting policies and other explanatory information on the Standalone Financial Statements for the year ended 31 December 2021

(₹ in million)

	USD	LKR	GBP	SGD	Euro
Financial liabilities					
(i) Trade payables	5.88	-	0.00*	-	0.02
(ii) Other current financial liabilities					
(a) Current maturity of long-term debts	-	-	-	16.56	-
(b) Interest accrued but not due on borrowings	-	-	-	0.03	-
(c) Payable for capital expenditure	2.08	-	0.00*	-	0.70
Total financial liabilities	7.96	-	-	16.59	0.72
31 December 2020					
Financial assets					
(i) Loans (non-current and current)					
(a) Loans to related parties	31.62	-	-	-	-
(ii) Trade receivables (current)	1.21	-	-	-	-
(iii) Other financial assets (current)					
(a) Interest accrued on loan to related parties	3.36	-	-	-	-
(b) Guarantee commission receivable	0.14	-	-	-	-
(c) Other receivables	0.47	-	-	-	-
(iv) Other assets (non-current and current)	0.31	-	0.01	-	1.55
Total financial assets	37.11	-	0.01	-	1.55
Financial liabilities					
(i) Borrowings (non-current)					
(a) Foreign currency loans from banks	-	-	-	33.13	-
(ii) Trade payables	2.99	-	0.00*	-	0.06
(iii) Other current financial liabilities					
(a) Interest accrued but not due on borrowings	-	-	-	0.06	-
(b) Payable for capital expenditure	0.64	-	-	-	1.15
Total financial liabilities	3.63	-	0.00*	33.19	1.21

*Rounded off to Nil.

The following table illustrates the foreign currency sensitivity of profit and equity with regards to the Company's financial assets and financial liabilities considering 'all other things being equal' and ignoring the impact of taxation. It assumes a +/- 1% change of the INR/USD, INR/LKR, INR/GBP, INR/SGD and INR/Euro exchange rate for the year ended at 31 December 2021 (31 December 2020: 1%). These are the sensitivity rates used when reporting foreign currency exposures internally to the key management personnel and represents management's assessment of the reasonably possible changes in the foreign exchange rates. The sensitivity analysis includes only outstanding foreign currency denominated monetary items at end of each period reported upon. A positive number indicates an increase in profit or equity and vice-versa.

If the INR had strengthened against the USD by 1% (31 December 2020: 1%), LKR by 1% (31 December 2020: 1%), GBP by 1% (31 December 2020: 1%), SGD by 1% (31 December 2020: 1%) and Euro by 1% (31 December 2020: 1%), the following would have been the impact:

Summary of significant accounting policies and other explanatory information on the Standalone Financial Statements for the year ended 31 December 2021

(₹ in million)

	Profit for the year		Equity	
	31 December 2021	31 December 2020	31 December 2021	31 December 2020
USD	(24.98)	(24.46)	(24.98)	(24.46)
GBP	0.00*	(0.00)*	0.00*	(0.00)*
SGD	9.14	18.32	9.14	18.32
Euro	0.01	(0.31)	0.01	(0.31)

*Rounded off to Nil.

If the INR had weakened against the USD by 1% (31 December 2020 1%), LKR by 1% (31 December 2020: 1%), GBP by 1% (31 December 2020: 1%), SGD by 1% (31 December 2020: 1%) and Euro by 1% (31 December 2020: 1%), the following would have been the impact:

(₹ in million)

	Loss for the year		Equity	
	31 December 2021	31 December 2020	31 December 2021	31 December 2020
USD	24.98	24.46	24.98	24.46
GBP	(0.00)*	0.00*	(0.00)*	0.00*
SGD	(9.14)	(18.32)	(9.14)	(18.32)
Euro	(0.01)	0.31	(0.01)	0.31

*Rounded off to Nil.

Exposures to foreign exchange rates vary during the year depending on the volume of the overseas transactions. Nonetheless, the analysis above is considered to be representative of the Company's exposure to currency risk.

Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company's policy is to minimise interest rate cash flow risk exposures on long-term financing. The Company is exposed to changes in market interest rates as some of the bank and other borrowings are at variable interest rates and also loans have been advanced to subsidiary companies at variable interest rates. All the Company's term deposits are at fixed interest rates.

The following table illustrates the sensitivity of profit and equity to a reasonably possible change in interest rates of +/- 1% (31 December 2020: +/- 1%). These changes are considered to be reasonably possible based on management's assessment. The calculations are based on a change in the average market interest rate for each period, and the financial instruments held at each reporting date that are sensitive to changes in interest rates. All other variables are held constant.

(₹ in million)

	Profit/(loss) for the year		Equity	
	+1%	-1%	+1%	-1%
31 December 2021	(212.90)	212.90	(212.90)	212.90
31 December 2020	(189.05)	189.05	(189.05)	189.05

Summary of significant accounting policies and other explanatory information on the Standalone Financial Statements for the year ended 31 December 2021

Commodity price risk

The Company is affected by the price volatility of certain commodities. Its operating activities require the ongoing purchase of pet chips and sugar and therefore require a continuous supply. In view of volatility of pet chips and sugar prices, the Company also executes into various advance purchase contracts.

Commodity price sensitivity

The following tables shows the effect of price change in sugar and pet chips

(₹ in million)

Particulars	Change in yearly average price		Effect on profit before tax		Effect on equity	
31 December 2021						
Sugar	+1%	-1%	(74.20)	74.20	(74.20)	74.20
Pet chips	+1%	-1%	(38.26)	38.26	(38.26)	38.26

(₹ in million)

Particulars	Change in yearly average price		Effect on profit before tax		Effect on equity	
31 December 2020						
Sugar	+1%	-1%	(55.96)	55.96	(55.96)	55.96
Pet chips	+1%	-1%	(27.55)	27.55	(27.55)	27.55

Other price sensitivity

The Company is not exposed to any listed equity or listed debt price risk as it does not hold any investments in listed entities.

54.2 Credit risk analysis

Credit risk is the risk that a counterparty fails to discharge an obligation to the Company. The Company is operating through a network of distributors and other distribution partners based at different locations. The Company is exposed to this risk for various financial instruments, for example loans granted, receivables from customers, deposits placed etc. The Company's maximum exposure to credit risk is limited to the carrying amount of financial assets recognised at end of each reporting period, as summarised below:

(₹ in million)

	As at 31 December 2021	As at 31 December 2020
Classes of financial assets-carrying amounts:		
Investments (current)	0.01	0.01
Loans (current and non-current)	3,256.29	2,800.44
Trade receivables	1,320.73	1,705.29
Cash and cash equivalents	241.47	364.04
Bank balances other than mention above	0.88	0.72
Other financial assets (current and non-current)	2,741.68	2,131.41
	7,561.06	7,001.91

The Company continuously monitors receivables and defaults of customers and other counterparties, and incorporates this information into its credit risk controls. Appropriate security deposits are kept against the supplies to customers and balances are reconciled at regular intervals. The Company's policy is to deal only with creditworthy counterparties.

Summary of significant accounting policies and other explanatory information on the Standalone Financial Statements for the year ended 31 December 2021

In respect of trade and other receivables, the Company is not exposed to any significant credit risk exposure to any single counterparty. Trade receivables consist of a large number of customers of various scales and in different geographical areas. Based on historical information about customer default rates, management considers the credit quality of trade receivables. In case the receivables are not recovered even after regular follow up, measures are taken to stop further supplies to the concerned customer. The expected credit loss is based on the five years historically observed default rates over the expected life of the trade receivables and is adjusted for forward looking estimates.

Movement in expected credit loss allowance on trade receivables

(₹ in million)

	As at 31 December 2021	As at 31 December 2020
Balance at the beginning of the year	223.82	216.26
Loss allowance measured at lifetime expected credit loss	30.62	7.56
Balance at the end of the year	254.44	223.82

The credit risk for cash and cash equivalents, bank deposits including interest accrued thereon and Government grant receivables is considered negligible, since the counterparties are reputable banks with high quality external credit ratings and State Government bodies. The credit risk for loans advanced to subsidiary companies including interest accrued thereon is also considered negligible since operations of these entities are regularly monitored by the Company and these companies have shown considerable growth.

In respect of financial guarantees provided by the Company, the maximum exposure which the Company is exposed to is the maximum amount which the Company would have to pay if the guarantee is called upon. Based on the expectation at the end of each reporting period, the Company considers that it is more likely than not that such an amount will not be payable under the guarantees provided.

54.3 Liquidity risk analysis

Liquidity risk is that the Company might be unable to meet its obligations. The Company manages its liquidity needs by monitoring scheduled debt servicing payments for long-term financial liabilities and considering the maturity profiles of financial assets and other financial liabilities as well as forecast of operational cash inflows and outflows. Liquidity needs are monitored in various time bands, on a day-to-day basis, a week-to-week basis and a month-to-month basis. Long-term liquidity needs for a 180-day and a 360-day lookout period are identified monthly. Net cash requirements are compared to available borrowing facilities in order to determine headroom or any shortfalls.

Funding for long-term liquidity needs is additionally secured by an adequate amount of committed credit facilities and the Company's ability to avail further credit facilities subject to creation of requisite charge on its assets. The Company assessed the concentration of risk with respect to refinancing its debt and concluded it to be low.

As at 31 December 2021, the Company's non-derivative financial liabilities have contractual maturities as summarised below:

(₹ in million)

31 December 2021	1 to 12 months	1 to 5 years	Later than 5 years
Borrowings (current and non-current)	13,657.29	16,818.05	528.57
Trade payables	4,634.64	-	-
Other financial liabilities (current and non-current)	3,372.72	48.30	459.81
Total	21,664.65	16,866.35	988.38

Summary of significant accounting policies and other explanatory information on the Standalone Financial Statements for the year ended 31 December 2021

This compares to the maturity of the Company's non-derivative financial liabilities in the previous reporting periods as follows:

(₹ in million)

31 December 2020	1 to 12 months	1 to 5 years	Later than 5 years
Borrowings (current and non-current)	10,013.54	18,941.16	-
Trade payables	2,720.68	-	-
Other financial liabilities (current)	2,871.60	49.71	280.62
Total	15,605.82	18,990.87	280.62

As at 31 December 2021, the contractual cash flows (excluding interest thereon) of the Company's derivative financial instruments are as follows:

(₹ in million)

31 December 2021	1 to 12 months	1 to 5 years
Cross currency interest rate swap	911.78	-

This compares to the contractual cash flows (excluding interest thereon) of the Company's derivative financial instruments in the previous year as follows:

(₹ in million)

31 December 2020	1 to 12 months	1 to 5 years
Cross currency interest rate swap	914.08	914.08

54.4 Risk due to outbreak of COVID-19 pandemic

The outbreak of Coronavirus disease (COVID-19) pandemic in India has caused significant disturbances and slowdown of economic activity. The nationwide lockdowns ordered by the Governments in the first half of the year has resulted in operating constraints leading to significant reduction in economic activities and also the business operation of the Company in terms of sales. However, the recent phased nationwide unlocking ordered by the Governments has resulted in signs of improvement in economic activities consequent to which our business operations have also shown uptick during the second half of the year. The management has considered the possible effects that may result from the pandemic on the carrying amount of receivables including contract assets, goodwill, intangibles, inventories and investments. Based on the current indicators of future economic conditions, the management expects to recover the carrying amount of these assets. However, the management will continue to closely monitor any material changes to future economic conditions depending upon how the situation evolve henceforth.

55. Fair value measurements

Financial instruments by categories

The carrying values and fair values of financial instruments by categories are as follows:

(₹ in million)

Particulars	Notes	Carrying value		Fair value/amortised cost	
		31 December 2021	31 December 2020	31 December 2021	31 December 2020
Financial assets					
Fair value through profit and loss ('FVTPL')					
(i) Non-current financial assets					
(a) Investment (non-current)	7	0.01	0.01	0.01	0.01
Amortised cost					
(i) Non-current financial assets					
(a) Loans	8	2,972.14	2,700.50	2,972.14	2,700.50
(b) Other	9	8.04	1.21	8.04	1.21

Summary of significant accounting policies and other explanatory information on the Standalone Financial Statements for the year ended 31 December 2021

(₹ in million)

Particulars	Notes	Carrying value		Fair value/amortised cost	
		31 December 2021	31 December 2020	31 December 2021	31 December 2020
(ii) Current financial assets					
(a) Trade receivables	12	1,320.73	1,705.29	1,320.73	1,705.29
(b) Cash and cash equivalents	13	241.47	364.04	241.47	364.04
(c) Bank balances other than (b) above	14	0.88	0.72	0.88	0.72
(d) Loans	15	284.15	99.94	284.15	99.94
(e) Other	16	2,733.64	2,130.20	2,733.64	2,130.20
Total		7,561.06	7,001.91	7,561.06	7,001.91
Financial liabilities					
FVTPL					
(i) Current financial liability					
(a) Liability for foreign currency derivative contract	25	25.58	20.71	25.58	20.71
Amortised cost					
(i) Non-current borrowings (excluding those disclosed under FVTPL category above)	20A	17,124.41	19,543.51	17,124.41	19,543.51
(ii) Other non-current financial liabilities	20C	87.52	79.50	87.52	79.50
(iii) Current financial liabilities					
(a) Borrowings	20B	5,605.24	6,355.40	5,605.24	6,355.40
(b) Trade payables	24	4,634.64	2,720.68	4,634.64	2,720.68
(c) Other	25	12,302.18	7,395.27	12,302.18	7,395.27
Total		39,779.57	36,115.07	39,779.57	36,115.07

Valuation technique to determine fair value

Cash and cash equivalents, other bank balances, trade receivables, loans, other current financial assets, trade payables, current borrowings and other current financial liabilities approximate their carrying amounts largely due to the short-term maturities of these instruments. The fair value of the financial assets and liabilities is the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale.

The following methods and assumptions were used to estimate the fair values:

- The fair values of the long term borrowings, loans and other deferred payments are determined by using discounted cash flow method using the appropriate discount rate. The discount rate is determined using other similar instruments incorporating the risk associated.
- The Company executed derivative financial instruments such as cross currency interest rate swap being valued using valuation techniques, which employs use of market observable inputs. The Company uses mark to market valuation provided by bank for its valuation.

Fair value hierarchy

The financial assets measured at fair value are grouped into the fair value hierarchy as on 31 December 2021 and 31 December 2020 as follows: (also refer note 3.1)

Summary of significant accounting policies and other explanatory information on the Standalone Financial Statements for the year ended 31 December 2021

(₹ in million)

31 December 2021	Date of valuation	Total	Fair value measurement using		
			Quoted prices in active markets (Level 1)	Significant observable inputs (Level 2)	Significant unobservable inputs (Level 3)
Assets measured at fair value:					
Investment (non-current)	31 December 2021	0.01	-	-	0.01

(₹ in million)

31 December 2021	Date of valuation	Total	Fair value measurement using		
			Quoted prices in active markets (Level 1)	Significant observable inputs (Level 2)	Significant unobservable inputs (Level 3)
Liabilities measured at fair value:					
(a) Liability for foreign currency derivative contract	31 December 2021	25.58	-	25.58	-

There have been no transfers of financial assets and financial liabilities between the levels during the year 2021

(₹ in million)

31 December 2020	Date of valuation	Total	Fair value measurement using		
			Quoted prices in active markets (Level 1)	Significant observable inputs (Level 2)	Significant unobservable inputs (Level 3)
Assets measured at fair value:					
Investment (non-current)	31 December 2020	0.01	-	-	0.01

(₹ in million)

31 December 2020	Date of valuation	Total	Fair value measurement using		
			Quoted prices in active markets (Level 1)	Significant observable inputs (Level 2)	Significant unobservable inputs (Level 3)
Liabilities measured at fair value:					
(a) Liability for foreign currency derivative contract	31 December 2020	20.71	-	20.71	-

56. Details of hedged and unhedged exposure in foreign currency denominated monetary items

A. Exposure in foreign currency - hedged

The Company executed derivative financial instruments such as cross currency interest rate swap contracts to hedge against its foreign currency exposures relating to the underlying transactions and firm commitments. The Company does not enter into any derivative instruments for trading or speculative purposes.

Summary of significant accounting policies and other explanatory information on the Standalone Financial Statements for the year ended 31 December 2021

Outstanding foreign currency exposure hedged (excluding interest thereon):

(in million)

Particulars	Period	Foreign currency		Hedged currency	
ECB Loan	31 December 2021	SGD	16.56	USD	12.50
	31 December 2020	SGD	33.13	USD	25.00

B. Exposure in foreign currency - unhedged

Outstanding foreign currency exposure not being hedged against adverse currency fluctuation:

(in million)

Particulars	Period	Foreign currency		Local currency	
Trade receivable	31 December 2021	USD	1.16	INR	86.02
	31 December 2020	USD	1.21	INR	88.14
Loan given	31 December 2021	USD	37.47	INR	2,784.26
	31 December 2020	USD	31.62	INR	2,310.09
Loan taken (ECB loan)	31 December 2021	USD	12.50	INR	911.78
	31 December 2020	USD	25.00	INR	1,828.15
Other receivables	31 December 2021	USD	2.78	INR	206.24
	31 December 2020	USD	3.98	INR	290.48
Other payables	31 December 2021	SGD	0.03	INR	1.86
	31 December 2020	SGD	0.06	INR	3.53
Trade payables	31 December 2021	USD	5.88	INR	436.98
	31 December 2020	USD	2.99	INR	218.16
	31 December 2021	GBP	0.00*	INR	0.16
	31 December 2020	GBP	0.00*	INR	0.35
	31 December 2021	EURO	0.02	INR	1.28
	31 December 2020	EURO	0.06	INR	5.18
Payable for capital expenditure	31 December 2021	USD	2.08	INR	154.24
	31 December 2020	USD	0.64	INR	47.50
	31 December 2021	GBP	0.00*	INR	0.24
	31 December 2020	GBP	-	INR	-
	31 December 2021	EURO	0.70	INR	59.26
	31 December 2020	EURO	1.15	INR	103.52

*Rounded off to Nil.

Summary of significant accounting policies and other explanatory information on the Standalone Financial Statements for the year ended 31 December 2021

57. The exceptional items for the year ended 31 December 2020 amounting to ₹ 665.29 million, represents write off of certain plant and equipment, glass bottles and plastic shells which were not in use.

58. Subsequent to 31 December 2021-

- a) The Company has incorporated a new wholly-owned subsidiary company i.e. "Varun Beverages International DMCC" in Dubai, United Arab Emirates by subscription of its 100% equity share capital for a consideration of ₹ 2.05 million to render business related management and technical services to the Company and its subsidiaries.
- b) The Company has granted 94,650 and 3,000 stock options to eligible employees of the Company under the ESOS 2016 of face value of ₹ 10 each at exercise price of ₹ 907.00 and ₹ 897 per stock option respectively.

The accompanying notes are an integral part of the standalone financial statements.
As per our report of even date attached.

**For and on behalf of the Board of Directors of
Varun Beverages Limited**

For **Walker Chandiook & Co LLP**
Chartered Accountants
Firm's Registration No.: 001076N/N500013

For **APAS & Co LLP**
Chartered Accountants
Firm's Registration No.:
000340C/C400308

Varun Jaipuria
Whole Time Director
DIN 02465412

Raj Pal Gandhi
Whole Time Director
DIN 00003649

Ashish Gupta
Partner
Membership No.: 504662

Sumit Kathuria
Partner
Membership No.: 520078

Rajesh Chawla
Chief Financial Officer

Kapil Agarwal
Chief Executive Officer
and Whole Time Director
DIN 02079161

Place : Gurugram
Dated : 03 February 2022

Ravi Batra
Chief Risk Officer and
Group Company Secretary
Membership No. F-5746



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