



# VARUN BEVERAGES LIMITED



Corporate Off : Plot No.31, Institutional Area, Sec.-44, Gurgaon, Haryana-122002 (India)  
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CIN No. : L74899DL1995PLC069839

July 7, 2020

To,

BSE Limited Phiroze Jeejeebhoy Towers , Dalal Street, Mumbai – 400 001 Email: corp.relations@bseindia.com <b>Security Code: 540180</b>	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 <b>Symbol: VBL</b>
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**Sub: Disclosure under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

Dear Sir / Madam,

To comply with the provisions of Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we wish to inform you that Angelica Technologies Private Limited ("Angelica") has been merged with Lunarmech Technologies Private Limited ("Lunarmech") pursuant to the approval of Hon'ble National Company Law Tribunal, Special Bench, New Delhi, accordingly our Company is now directly holding 55.04% of the Equity Share Capital of Lunarmech. Lunarmech, is now a direct subsidiary of the Company instead of Angelica, which stands dissolved without winding up.

The detailed disclosure as required under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. CIR/CFD/CMD/4/2015 dated September 9, 2015 is enclosed as Annexure - A.

You are requested to take the above on record.

Thanking you,

Yours faithfully,  
**For Varun Beverages Limited**

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



**Encl.:** As above

**Annexure - A**

**Disclosure under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

<b>S. No.</b>	<b>Particulars</b>	<b>Disclosure</b>									
1.	Name of the entity(ies) forming part of the amalgamation / merger, details in brief such as, size, turnover etc.	<p><u>Transferor Entity</u> Angelica Technologies Private Limited ("Angelica")</p> <p><u>Transferee Entity</u> Lunarmech Technologies Private Limited ("Lunarmech")</p> <p>Brief details are as below:</p> <table border="1"> <thead> <tr> <th>Entity</th> <th>Net Worth (as on 31.03.2019)</th> <th>Turnover* (as on 31.03.2019)</th> </tr> </thead> <tbody> <tr> <td>Transferor Company</td> <td align="right">13,37,915</td> <td align="center">NIL</td> </tr> <tr> <td>Transferee Company</td> <td align="right">34,60,21,577</td> <td align="right">77,54,69,070</td> </tr> </tbody> </table> <p>*Excluding other income</p>	Entity	Net Worth (as on 31.03.2019)	Turnover* (as on 31.03.2019)	Transferor Company	13,37,915	NIL	Transferee Company	34,60,21,577	77,54,69,070
Entity	Net Worth (as on 31.03.2019)	Turnover* (as on 31.03.2019)									
Transferor Company	13,37,915	NIL									
Transferee Company	34,60,21,577	77,54,69,070									
2.	Whether the transaction would fall within related party transactions? If yes, whether the same is done at "arms length"	This is not a related party transaction of our Company because as per the scheme of amalgamation (Scheme) approved by Hon'ble National Company Law Tribunal, Special Bench, New Delhi, Angelica is merged with Lunarmech and our Company i.e. VBL is not a party to the scheme.									
3.	Area of business of the entity(ies)	Transferor Company: Investment Business  Transferee Company: all kinds of pet bottle caps and crown caps.									
4.	Rationale for amalgamation / merger	<p>Merger of the Transferor Company with the Transferee Company would result, <i>inter-alia</i>, in the following benefits:</p> <p>a. Plans of direct operations through Angelica did not materialize and it operated only through a subsidiary. To simplify operations, Angelica is merged into its Subsidiary company.</p>									

*(Signature)*



		<p>b. Consolidation and standardization/simplification of business processes.</p> <p>c. Achieve business and administrative synergies.</p>
5.	In case of cash consideration – amount or otherwise share exchange ratio	<p>There is no cash consideration involved in the approved Scheme. Pursuant to the terms of the approved scheme, a share swap ratio is as follows:</p> <p><i>"98 (Ninety Eight) fully paid up Equity Shares of Lunarmech Technologies Private Limited of the face value of Rs. 10/- (Rupees Ten) for every 10 (Ten) fully paid up Equity Shares of the face value of Rs.10/- (Rupees Ten) of Angelica Technologies Private Limited."</i></p> <p>Further, the Equity Shares held by the Transferor Company in the share capital of the Transferee Company shall stand cancelled/extinguished as on the effective date.</p>
6.	Brief details of change in shareholding pattern (if any) of listed entity	There will be no change in the Shareholding pattern of the Company.

