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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

July 12, 2019

BSE LimitedNational Stock Exchange of India Ltd.Phiroze Jeejeebhoy Towers ,Exchange Plaza, Block G, C/1, Bandra KurlaDalal Street, Mumbai – 400 001Complex, Bandra (E), Mumbai – 400 051Email: corp.relations@bseindia.comEmail :cmlist@nse.co.inSecurity Code: 540180Symbol : VBL

Subject: Certificate pursuant to Regulation 40 (9) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the half year ended June 30, 2019.

Dear Sir / Madam,

In accordance with the provisions of Regulation 40 (9) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed the certificate issued by Practicing Company Secretary for the half year ended June 30, 2019.

You are requested to kindly take the same on record.

Thanking You,

Yours Truly, For Varun Beverages Limited

Ravi Batra Chief Risk Officer & Group Company Secretary Membership no.- F5746

Encl. As above



JASVINDER KAUR & CO.

(Practicing Company Secretary) KF-83, New Kavi Nagar, Ghaziabad- 201 002, Mob. 9891290253, Email: jasvin75@gmail.com

CERTIFICATE UNDER REGULATION 40(9) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

FOR THE HALF YEAR ENDED 30TH JUNE, 2019

I have examined all Securities Transfer Forms, Memorandum of Transfers, Registers, files and other documents relating to Varun Beverages Limited (the Company), having its Registered Office at F-2/7, Okhla Industrial Area, Phase-I, New Delhi-110 020, INDIA, maintained by KARVY FINTECH PRIVATE LIMITED, having Office at Karvy Selenium, Tower B, Plot 31 and 32, Gachibowli Financial District, Nanakramguda, Hyderabad-500032, INDIA- Registrar and Share Transfer Agent; pertaining to transfer, transmission or transposition and issuance of duplicate securities of the Company during the period from 01.01.2019 to 30.06.2019 for the purpose of issuing the Half Yearly Certificate as per Regulation 40(9) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and based on the information provided by the Company, I hereby certify that:

- a) The Company has issued share certificate(s) relating to the transfer, transmission or transposition, consolidation, issuance of duplicates thereof in respect of requests received during half year period from 01.01.2019 to 30.06.2019 within the stipulated time period from the date of lodgement of requests for transfer, transmission or transposition, consolidation, issuance of duplicates thereof excepting those rejected on technical grounds;
- b) Share Certificates in respect of registers for exchange of duplicate and split certificates have been issued within one month of lodgement.

For Jasvinder Kaur & Co.

Jakvinder Kaur Practicing Company Secretary M.No.: F7244 CP No.: 7700 Date:12.07.2019 Place: Ghaziabad