

October 30, 2017

To,

The BSE Limited Corporate Relationship Department, 1 <sup>st</sup> Floor, New Trading Ring, Rotunda Building, P J Towers, Dalal Street, Fort, Mumbai - 400 001 022-2272 3121, 2037, 2061 corp.relations@bseindia.com	The National Stock Exchange of India Ltd. Exchange Plaza, 5 <sup>th</sup> floor, Plot No. C/1, G Block, Bandra Kurla Complex, Bandra (E), Mumbai - 400 051 # 022-2659 8237, 8238, 8347, 8348 <a href="mailto:cm1ist@nse.co.in">cm1ist@nse.co.in</a>
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**Subject: Disclosure pursuant to Regulation 29(2) of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011**

Dear Sir / Madam,

Pursuant to the order of Hon'ble National Company Law Tribunal, Special Bench, New Delhi dated September 1, 2017 the below-mentioned entities falling in the category of Promoter Group Companies of Varun Beverages Limited have been merged with RJ Corp Limited, Promoter Company of Varun Beverages Limited:-

1. Devyani Enterprises Private Limited;
2. Devyani Overseas Private Limited;
3. Devyani Hotels & Resorts Private Limited;
4. Universal Dairy Products Private Limited; and
5. Farm2plate Dairy Produce Private Limited.

Pursuant to the aforesaid order, Equity Shares of Varun Beverages Limited held by Devyani Enterprises Private Limited, Devyani Overseas Private Limited, Devyani Hotels & Resorts Private Limited and Universal Dairy Products Private Limited (Transferors) have been transferred to RJ Corp Limited on October 27, 2017. Consequently, the shareholding of RJ Corp Limited in Varun Beverages Limited has been increased from 27.46% to 30.58% keeping the overall shareholding of Promoter and Promoter Group same i.e. 73.59% of the total paid up equity share capital of Varun Beverages Limited. The disclosure in prescribed format, in respect of the aforesaid change, is enclosed.

You are requested to kindly take the same on record.

Thanking You,

Yours Truly,  
**For RJ Corp Limited**

  
**Raj P. Gandhi**  
Director



CC :

Varun Beverages Ltd.  
Plot no. 31, Sector - 44,  
Gurgaon - 122001,  
Haryana

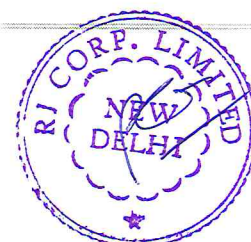
Encl. As Above

**Disclosures under Regulation 29(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011**

Name of the Target Company (TC)	Varun Beverages Limited		
Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer	Transferee : RJ Corp Limited		
Whether the acquirer belongs to Promoter/Promoter group	Yes		
Name(s) of the Stock Exchange(s) where the shares of TC are Listed	The National Stock Exchange of India Limited The BSE Limited		
Details of the acquisition / disposal as follows	Number	% w.r.t. total share/voting capital wherever applicable(*)	% w.r.t. total diluted share/voting capital of the TC (**)
<b>Before the acquisition under consideration, holding of :</b>			
a) Shares carrying voting rights	5,01,30,692	27.46%	27.46%
b) Shares in the nature of encumbrance (pledge/ lien/ non-disposal undertaking/ others)			
c) Voting rights (VR) otherwise than by shares			
d) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the T C (specify holding in each category)			
<b>e) Total (a+b+c+d)</b>	<b>5,01,30,692</b>	<b>27.46%</b>	<b>27.46%</b>



<b>Details of acquisition/sale</b>			
a) Shares carrying voting rights acquired/sold	56,91,653	3.12%	3.12%
b) VRs acquired /sold otherwise than by shares			
c) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) acquired/sold			
d) Shares encumbered / invoked/released by the acquirer			
e) Total (a+b+c+/-d)	<b>56,91,653</b>	<b>3.12%</b>	<b>3.12%</b>
<b>After the acquisition/sale, holding of:</b>			
a) Shares carrying voting rights	5,58,22,345	30.58%	30.58%
b) Shares encumbered with the acquirer			
c) VRs otherwise than by shares			
d) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) after acquisition			
e) Total (a+b+c+d)	<b>5,58,22,345</b>	<b>30.58%</b>	<b>30.58%</b>
Mode of acquisition / sale (e.g. open market / off-market / public issue / rights issue / preferential allotment / inter-se transfer etc).	Inter se transfer pursuant to Hon'ble National Company Law Tribunal Order dated September 1, 2017 approving amalgamation of Transferors with Transferee.		
Date of acquisition / sale of shares / VR or date of receipt of intimation of allotment of shares, whichever is applicable	October 27, 2017		
Equity share capital / total voting capital of the TC before the said acquisition / sale	INR 182,58,39,400/-		
Equity share capital/ total voting capital of the TC after the said acquisition / sale	INR 182,58,39,400/-		



Total diluted share/voting capital of the TC after  
the said acquisition

INR 182,58,39,400/-

(\* ) Total share capital/ voting capital to be taken as per the latest filing done by the company to the Stock Exchange under Clause 35 of the listing Agreement.

(\*\* ) Diluted share/voting capital means the total number of shares in the TC assuming full conversion of the outstanding convertible securities/warrants into equity shares of the TC.

**For RJ Corp Limited**

  
**Raj P. Gandhi**  
**Director**

**Place : Gurugram**

**Date : October 30, 2017**



CC :

Varun Beverages Ltd.  
Plot no. 31, Sector - 44,  
Gurgaon - 122001,  
Haryana