



CODE OF CONDUCT FOR BOARD OF DIRECTORS AND SENIOR MANAGEMENT

VARUN BEVERAGES LIMITED

Regulation 17 (5) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 requires a listed company to frame a Code of Conduct for all members of the Board of Directors and Senior Management, which shall be hosted on the website of the Company. The Chief Executive Officer (CEO) and the Chief Financial Officer (CFO) or any other officials who hold powers, duties and responsibilities of a CEO/CFO is required to certify every year that there are, to the best of their / his knowledge and belief, no transactions entered into by the listed entity during the year which are fraudulent, illegal or violate of this Code.

1. GOVERNING LAWS

This Code shall be governed by the provisions of the Companies Act, 2013, the SEBI Act, and the Rules and Regulations made thereunder and all other applicable laws for the time being in force.

2. PURPOSE

This Code broadly lays down the general principles to be followed by the Board of Directors and the Senior Management of the Company as a guide for discharging their respective duties and responsibilities as members of the Board or Senior Management of the Company, as the case may be. The purpose of this Code is to promote and enhance transparency in corporate governance and to ensure that the affairs of the Company are conducted in an ethical manner and in compliance with applicable laws and regulations.

3. APPLICABILITY

This Code is applicable to the Board of Directors and the Senior Management Personnel of **VARUN BEVERAGES LIMITED** (herein after referred to as “the Company”). The Board of Directors and Senior Management Personnel are expected to familiarize themselves with this Code, understand, adhere to, comply with and uphold the provisions of this Code in their day-to-day functioning.

4. EFFECTIVE DATE

The Code shall be effective from 28th March, 2016.

5. DEFINITION

5.1 “**Act**” means the Companies Act, 2013 and the Rules made thereunder including any amendment thereof.

5.2 “**Board**” means the Board of Directors of the Company.

5.3 “**Duties of Directors / Independent Directors**” shall mean and include duties as laid down in the Companies Act, 2013 including any amendment thereof and enumerated in Annexure 1.

5.4 “**Key Managerial Personnel**”, in relation to a Company, means—

5.4.1 the Chief Executive Officer or the managing director or the manager;

5.4.2 the Company Secretary;

5.4.3 the Whole-Time Director;

5.4.4 the Chief Financial Officer; and

5.4.5 such other officer as may be prescribed;

5.5 “**Senior Management Personnel**” shall mean personnel of the Company who are members of its core management team excluding Board of Directors and would normally comprise all members of management one level below the Board of Directors, including all functional heads and the Key Managerial Personnel.

Words and expressions used and not defined in this Code but defined in the Act and Rules made thereunder shall have the meanings respectively assigned to them in the Act.

6. COMPLIANCES

The Members of Board and Senior Management Personnel shall confirm that they have received, read and understood the provisions of this Code as per format prescribed in Annexure – 2 and shall

- A. Function and discharge their responsibilities in accordance with all applicable laws, rules and regulations.
- B. Function within the authority conferred upon them by the Company, keeping the best interest of the Company in view.
- C. Act in good faith in order to promote the objects of the Company for the benefit of all the stakeholders of the Company.
- D. Act with due and reasonable care, skill and diligence.
- E. Exercise independent judgment while performing his duties.
- F. Not involve in a situation in which he may have a direct or indirect interest that conflicts, or possibly may conflict, with the interest of the Company.
- G. Not achieve or attempt to achieve any undue gain or advantage either to himself or to his relatives, partners, or associates and if he is found guilty of making any undue gain, he shall be liable to pay an amount equal to that gain to the Company.
- H. Maintain the confidentiality of any information (which is not available in public domain) concerning the Company’s business, its customers, suppliers, etc, and to which they have access except if required under any applicable law.
- I. Protect the Company’s assets including physical assets, information and intellectual rights and shall not use the same for personal gain.
- J. Comply with the Code of Practice and Procedure for Fair Disclosure of Unpublished Price Sensitive Information as well as the code of Conduct for dealing in Company’s Securities framed under the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015.
- K. Shall not engage in Corrupt, Fraudulent, Collusive and Obstructive Practice for the conduct of business of the Company.

7. COMMUNICATION WITH MEDIA

Only the Chairman and other whole time Director(s) with the consent of Chairman can interact with the Media on any matter pertaining to the Company. No Members of the Board and Senior Management Personnel (including employees of the Company reporting directly to the Senior Management Personnel) of the Company can comment in any article/in radio/TV broadcast etc.

8. ANNUAL COMPLIANCE REPORTING

All members of the Board of Directors and Senior Management personnel are required to affirm compliance with this Code on an annual basis within 30 days of the close of the financial year as per format prescribed in Annexure 3. The Annual Report shall contain a declaration signed by the Chief Financial Officer and the Chief Executive Officer, if any, or any other official who holds the powers, duties and responsibilities of a CEO/CFO stating that the members of Board of Directors and Senior Management Personnel have affirmed compliance with this Code under the Management Discussion Analysis of the Corporate Governance Report the Company.

9. NON COMPLIANCE WITH THIS CODE

If a Member of the Board of Directors or Senior Management Personnel of the Company contravenes the provisions of this Code then such contravention shall be reported to the Board of Directors and the concerned person shall be punishable with such fine as the Board may deem fit.

10. REVIEW / AMENDMENT

The Board of Directors may review and amend this Code, as and when deemed fit. In case of any amendment(s), clarification(s), circular(s) etc. issued by the relevant authorities, not being consistent with the provisions laid down under this Code, then such amendment(s), clarification(s), circular(s) etc. shall prevail upon the provisions hereunder and this Code shall stand amended accordingly from the effective date as laid down under such amendment(s), clarification(s), circular(s) etc.

Annexure - 1

DUTIES OF A DIRECTOR

Section 166 of the Act provides for the duties of a director and runs as follows:

1. Subject to the provisions of the Act, a director of a company shall act in accordance with the articles of the company.
2. A director of a company shall act in good faith in order to promote the objects of the company for the benefit of its members as a whole, and in the best interests of the company, its employees, the shareholders, the community and for the protection of environment.
3. A director of a company shall exercise his duties with due and reasonable care, skill and diligence and shall exercise independent judgment.
4. A director of a company shall not involve in a situation in which he may have a direct or indirect interest that conflicts, or possibly may conflict, with the interest of the company.
5. A director of a company shall not achieve or attempt to achieve any undue gain or advantage either to himself or to his relatives, partners, or associates and if such director is found guilty of making any undue gain, he shall be liable to pay an amount equal to that gain to the company.
6. A director of a company shall not assign his office and any assignment so made shall be void.

DUTIES OF INDEPENDENT DIRECTORS

As per Schedule IV [section 149(8)] of the Act, the independent directors shall—

1. undertake appropriate induction and regularly update and refresh their skills, knowledge and familiarity with the company;

2. seek appropriate clarification or amplification of information and, where necessary, take and follow appropriate professional advice and opinion of outside experts at the expense of the company;
3. strive to attend all meetings of the Board of Directors and of the Board committees of which he is a member;
4. participate constructively and actively in the committees of the Board in which they are chairpersons or members;
5. strive to attend the general meetings of the company;
6. where they have concerns about the running of the company or a proposed action, ensure that these are addressed by the Board and, to the extent that they are not resolved, insist that their concerns are recorded in the minutes of the Board meeting;
7. keep themselves well informed about the company and the external environment in which it operates;
8. not to unfairly obstruct the functioning of an otherwise proper Board or committee of the Board;
9. pay sufficient attention and ensure that adequate deliberations are held before approving related party transactions and assure themselves that the same are in the interest of the company;
10. ascertain and ensure that the company has an adequate and functional vigil mechanism and to ensure that the interests of a person who uses such mechanism are not prejudicially affected on account of such use;
11. report concerns about unethical behaviour, actual or suspected fraud or violation of the company's code of conduct or ethics policy;
12. acting within his authority, assist in protecting the legitimate interests of the company, shareholders and its employees;
13. not disclose confidential information, including commercial secrets, technologies, advertising and sales promotion plans, unpublished price sensitive information, unless such disclosure is expressly approved by the Board or required by law.

Annexure - 2

ACKNOWLEDGEMENT FORM

I, _____, have received and read the Code of Conduct for Board of Directors and Senior Management Personnel of Varun Beverages Limited ("the Code"). I have understood the provisions of the Code and agree to comply with the same.

Signature :

Name :

Designation :

Address :

.....

Date:

Place:

ANNUAL COMPLIANCE REPORT

I, _____, do hereby solemnly affirm that to the best of my knowledge and belief, I have fully complied with the provisions of the Code of Conduct for Board of Directors and Senior Management Personnel of Varun Beverages Limited (“the Code”) during the financial year ended December 31, ____.

Signature :

Name :

Designation :

Address :

.....

Date:

Place: