



**Ravi Batra**  
*Chief Risk Officer and Group Company Secretary*  
*Varun Beverages Limited*

## **1. Is it important to connect with Directors between meetings? If so, how do you do it?**

Yes, it is important to connect with the Directors between meetings. We connect with the Board Members through virtual / personal meetings for update on the various actions emerging from previous board meeting, key developments in the company and update on the regulatory changes, to enable them to be updated, and in helping to take well informed decisions in the upcoming board meetings. More importantly, we don't forget to recognize their contribution through chairman of the company.

## **2. How does your company ensure engagement with stakeholders?**

VBL has established & posted vigil mechanism / whistle blower policy on its website, constituted a Stakeholders Relationship Committee, and relevant information is also provided to the Board of Directors. Presently, VBL is ranked at 44th position amongst the best listed companies of India having market cap of approx. 2.25 Lac Crore with approx.. 7 Lac shareholders strength, without any single pending complaint with SEBI, NSE, BSE or any other regulatory forum for their grievance as VBL follows highest standards of corporate governance, including equitable treatment, transparency, timely and accurate disclosure on all material matters, including the financial situation, performance, ownership & governance, and regular interaction with the stakeholders. All the Stakeholders are motivated to interact with the Compliance Officer (CRO & Group Company Secretary of VBL) through dedicated email-id / mobile no. / visit to the corporate office / visit to the plants / meeting & discussion with the management team for their feedback/queries, dedicated team of registrar & share transfer agent, feedback on communication related to various shareholders resolutions, discussion on tax related issues on payment of dividend, including mode of payment, immediate resolution of any grievance related to corporate actions, including stock split, bonus etc.

### **3. What do you do to ensure that tabled items are minimum?**

VBL believes in following the highest standards of corporate governance, including following code of conduct for board members and senior management personnel of the company. Further, training to the Board Members and senior management team is also given on various governance related matters. We have established a robust control through checklist i.e. circulated to various departments of the Company, so that the important matters are not missed out to table during the meeting. Further, we also ensure the same through personal interactions with various departments & confirmation certificates are received before the meeting.

### **4. What steps have you taken to ensure effective corporate governance practices within your company?**

Following are the best Corporate Governance practices started by myself and my dedicated team members who are passionate, dedicated & great learners to lead this function. In last 8 years, since the date of listing, we have taken various initiatives to uplift corporate governance standards and are proud to say that VBL has moved from business driven organization, to governance/compliance driven organization. The key steps taken to uplift & ensure effectiveness of corporate governance practices within my Company are as follows:

- Advising management and Promoters for Corporate Governance Roadmap
- Effectiveness & constitution of Board/Committees, including statutory & non-statutory ones, to ensure corporate governance standards are followed in true spirit
- Effective website of the company, including review & modification from time to time
- Drafting / updation / approvals of various policies of the company
- Training of various policies to the employees / board members of the Company
- Timely dissemination & filing of documents with the Stock Exchanges
- Immediate resolution of any query/concern from the Stock Exchanges/ SEBI
- Automation of various processes, including successful implementation SDD Software under Insider Trading Regulations & ESOP Software
- Regular interaction of stakeholders with management & promoters
- Zero Tolerance for any violation of compliance
- Involvement of our team beyond corporate law and leading other important activities, such as those relating to Merger / amalgamations, FEMA regulations, Interaction / discussion with RBI officials, Training to employees on sensitive issues like POSH, Insider Trading, Vigil Mechanism etc., Automation of business

related compliances, Corporate Social Responsibility, Overseas acquisitions, Stock Option Plan / other compensation matters, and Advisory on various important corporate governance matters.

## **5. What are the ways to create a balanced and effective collaboration with senior management and Board members?**

It is very important to create a balanced and effective collaboration with the Senior Management and Board members, and in our Company we have done by adopting the following:

- Introduction of senior management team with the board members
- One on one interaction of board member with senior management for their expert advice / opinions
- Effective question-answer session between the senior management team and Board members
- Inviting the senior management team as special invitee in board / committee meetings for discussion on relevant agenda items
- Promoting to present in a meaningful manner through presentation in the board meeting

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