

**IN THE SECURITIES APPELLATE TRIBUNAL
AT MUMBAI**

DATED THIS THE 09TH DAY OF JANUARY, 2026

**CORAM: Justice P.S. Dinesh Kumar, Presiding Officer
Ms. Meera Swarup, Technical Member
Dr. Dheeraj Bhatnagar, Technical Member**

Appeal No.519 of 2025

Tanzania Bottling Company S.A.
Commerce House,
Wickhams Cay 1 PO Box 3140,
Road Town, Tortola, British Virgin
Islands VG1110.

.....Appellant

(By Mr. Pesi Modi, Senior Advocate with Ms. Kalpana Desai, Mr. Vinay Chouhan, Mr. Ashwin Gowda, Mr. Khush Padmsi, Ms. Vedica Gaggar, Advocates, Mr. Anand Kankani, CS and Mr. Muskan Kadiwar, CS i/b. Supreme Law Partners for the Appellant.)

1. Securities and Exchange Board of India
SEBI Bhavan, C-4A,
G-Block, Bandra Kurla Complex,
Bandra (E), Mumbai – 400051.
2. National Stock Exchange of India Limited
Exchange Plaza, C-1, Block G,
Bandra Kurla Complex,
Bandra (E), Mumbai – 400051.

3. Varun Beverages Limited
F-2/7, Okhla Industrial Area,
Phase 1, New Delhi,
Delhi 110020.

...Respondents

(By Mr. Vishal Kanade, Advocate with Ms. Prapti Kedia and Ms. Sanskriti Sharma, Advocates i/b. Agama Law Associates for the Respondent No.1).

(By Mr. Ishan Agrawal, Advocate with Mr. Kush Khandelwal, Mr. Ashutosh Mishra, Mr. Divakar Dadhich and Mr. Anshal Dhiman, Advocates i/b. Nyaayam Associates for the Respondent No.2).

(By Ms. Rutu Gandhi, Advocate with Mr. Aniruddh Gambhir, Advocates i/b. Cyril Amarchand Mangaldas for the Respondent No.3)

THIS APPEAL IS FILED UNDER SECTION 15T OF SEBI ACT, 1992 TO SET ASIDE THE ORDER DATED JULY 02, 2025 (Ex-A) PASSED BY SEBI.

THIS APPEAL HAVING BEEN HEARD AND RESERVED FOR ORDERS ON, DECEMBER 11, 2025, COMING ON FOR PRONOUNCEMENT OF ORDER THIS DAY, THE TRIBUNAL MADE THE FOLLOWING:

ORDER

Per: Justice P.S. Dinesh Kumar, Presiding Officer

This appeal is filed with a prayer *inter alia* to set aside SEBI's¹ order dated July 2, 2025 dismissing appellant's complaint

¹ Securities and Exchange Board of India

filed on the SCORES platform² and to direct respondent No.3 to make appropriate disclosure under SEBI (LODR) Regulations, 2015³ regarding termination of SPA⁴.

2. We have heard Shri Pesi Modi, learned Senior Advocate for the appellants and Shri Vishal Kanade, learned Advocate for the respondent.

3. Brief facts of the case are, on November 13, 2024, Tanzania Bottling Company S.A. ('TBC' for short) entered into a share purchase agreement where under respondent No.3 (Varun Beverages Limited 'VBL' for short) had agreed to acquire 100% shares in SBC Tanzania Limited, a wholly owned subsidiary of TBC.

4. On December 11, 2024, VBL made disclosures of those transactions and the same was webhosted on exchange websites.

5. On March 27, 2025, TBC wrote to VBL stating that Clause 4.1(b) of the SPA was unlikely to be met before the long stop date and upon such non-compliance, the SPA shall stand terminated in terms of Clause 4.6 of the SPA. On March 31, 2025, the VBL made a disclosure to the stock exchange stating thus:

² Securities and Exchange Board of India Complaint Redress System

³ Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

⁴ Share Purchase Agreement.

"VARUN BEVERAGES LIMITED

Corporate Off: Plot No.31, Institutional Area,
 Sec.-44, Gurgaon, Haryana-122002 (India)
 Ph.: -91-124-4643100-500 Fax: +91-124-4643303/04
 Visit us at: www.varunbeverages.com E-mail: info@rjcorp.in
 CIN No.174899DL 1995PLC069839
 Visit us at: www.varunbeverages.com

March 31, 2025

To

<p>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 Symbol: VBL</p>	<p>BSE Limited Phiroze Jeejeebhoy Towers Dalal Street, Mumbai - 400 001 Email: corp.relations@bseindia.com Security Code: 540180</p>
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Subject: Update on Disclosure under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Reference: Our previous intimations dated November 12, 2024 and February 25, 2025

Dear Sir/Madam,

Reference to above-mentioned intimations regarding the:

(1) Share Purchase Agreement between our Company and Ghana Bottling Company Limited, to acquire 100% Share Capital of SBC Beverages Ghana Limited (a company incorporated in Ghana), subject to regulatory and other approvals (if any) including but not limited to PepsiCo Inc.; and

(ii) Share Purchase Agreement between our Company and Tanzania Bottling Company SA, to acquire 100% Share Capital of SBC Tanzania Limited (a company incorporated in Tanzania), subject to regulatory and other approvals (if any) including but not limited to PepsiCo Inc.

This is to inform, that the long stop date as per above-mentioned agreements has approached while certain conditions precedent are yet to be completed and no extension of long stop date has also been signed yet.

We will inform you immediately once any further development as and when happens.

You are requested to take the above on record.

Yours faithfully,

For Varun Beverages Limited

Ravi Batra

Chief Risk Officer & Group Company Secretary”

6. Subsequently, TBC sent a letter to VBL stating that the SPA was terminated.

7. Shri Pesi Modi, learned Senior Advocate for TBC submitted that based on misleading disclosure by VBL, which was on the website of stock exchanges, the Tanzania Revenue Authority contended that TBC was liable to pay capital gains tax and initiated enforcement action including freezing of TBC's accounts and TBC was compelled to pay USD 4.26 Million to

Tanzania Revenue Authority. He submitted that TBC wrote to VBL requesting VBL to issue a formal letter confirming the termination of SPA, so that it could take up the matter with Tanzania Revenue Authority and it is not issued. On April 30, 2025, VBL has made a disclosure to the stock exchanges stating that VBL's board had approved 'unaudited financial results of VBL for the quarter ended 31.3.2025.' In note No.9 appended to the financial results, VBL has admitted termination of the SPA. Despite such admission, VBL has failed to disclose the termination as 'material and price sensitive event' as required under the LODR Regulations.

8. He further submitted that TBC had lodged a complaint on SEBI-SCORES⁵ platform complaining that TBC had not made disclosure under LODR Regulations. In its action taken report, VBL taken a stand that the disclosures made on March 31, 2025 and April 30, 2025 was adequate compliances. TBC filed review applications on June 18, 2025 and July 2, 2025 and no action has been taken on those review applications. However, NSE intimated to TBC that TBC's complaint was in the nature of market intelligence and TBC should file a complaint on SEBI's 'Market Intelligence' portal. Accordingly, TBC has filed a complaint on Market Intelligence portal also. But no action has been taken by the SEBI. TBC has also written to the Chairman, SEBI in this behalf. He further submitted that as per Regulation 30(1) of LODR Regulations, every listed entity is duty bound to make disclosure of material information. VBL's failure to make

⁵ Securities and Exchange Board of India Complaint Redress System

proper disclosure and SEBI's inaction has caused hardship to TBC. He prayed for a direction against SEBI to consider appellant's complaint and decide the same expeditiously.

9. Opposing the appeal, Shri Kanade for the SEBI submitted that the disclosures made by VBL on March 31 and April 30, 2025 are sufficient disclosures, and this appeal is devoid of merits and liable to be dismissed. Learned Advocate for private respondent VBL also argued on similar lines.

10. We have carefully considered the rival contentions and perused the records.

11. Undisputed facts of the case are, TBC and VBL entered into an SPA. TBC has informed VBL that the condition under Clause 4.1(b) was unlikely to be met before the long stop date and in such a contingency the SPA shall stand terminated and the SPA would stand terminated. It is also not in dispute that TBC had called upon the VBL to return or destroy the confidential information in view of the termination and VBL confirmed deletion of all confidential information. According to VBL the disclosure made on March 31 and April 30, 2025 are sufficient. It is not denied by the respondents that TBC was compelled to pay USD 4.26 Million to Tanzanian Revenue Authority.

12. Shri Modi is right in his submission that under the LODR Regulations, an entity is required to make disclosure of a material event or information. It is relevant to note that it is

admitted⁶ by SEBI that on November 12, 2024, VBL had made disclosure under Regulation 30 of LODR Regulations with reference to the outcome of the board meeting approving the SPA between TBC and VBL. The said disclosure is also filed by the appellant as Exhibit-D to the memorandum of appeal. We have perused the same and it reads as follows:

“VARUN BEVERAGES LIMITED
 Corporate Off: Plot No.31, Institutional Area,
 Sec.-44, Gurgaon, Haryana-122002 (India)
 Ph.: -91-124-4643100-500 Fax: +91-124-4643303/04
 Visit us at: www.varunbeverages.com E-mail: info@rjcorp.in
 CIN No.174899DL 1995PLC069839
 Visit us at: www.varunbeverages.com

November 12, 2024

To

<p>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 Symbol: VBL</p>	<p>BSE Limited Phiroze Jeejeebhoy Towers Dalal Street, Mumbai - 400 001 Email: corp.relations@bseindia.com Security Code: 540180</p>
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Subject: Disclosure under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 Outcome of the Board Meeting

Dear Sir/Madam,

The Board of Directors of Varun Beverages Limited ("Company") at their meeting held today (started at 4:45 P.M. and concluded at 5:20 P.M.) inter-alia considered and approved the following:

⁶ in the list of dates and events filed on 11.12.2025

(1) Share Purchase Agreement between our Company and Tanzania Bottling Company SA, to acquire 100% Share Capital of SBC Tanzania Limited (a company incorporated in Tanzania) at an Equity value of US\$154.50 Million (INR 13,040 Million), subject to regulatory and other approvals (if any) including but not limited to PepsiCo Inc.

(ii) Share Purchase Agreement between our Company and Ghana Bottling Company Limited, to acquire 100% Share Capital of SBC Beverages Ghana Limited (a company incorporated in Ghana) at an Equity value of US\$ 15.06 Million (INR 1,271 Million), subject to regulatory and other approvals (if any) including but not limited to PepsiCo Inc.

SBC Tanzania Limited and SBC Beverages Ghana Limited are engaged in the business of manufacturing and distribution of licensed (PepsiCo Inc.)/own-branded non-alcoholic beverages in Tanzania and Ghana respectively.

(iii) Share Purchase Agreement between our Company and sellers to acquire the balance 39.93% of the issued and paid-up Equity Share Capital of Lunarmech Technologies Private Limited (a subsidiary of the Company) for INR 2,000 Million. Post-acquisition, it will become wholly-owned subsidiary of the Company.

The detailed disclosures as required under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023 are enclosed herewith.

The above information is being uploaded on website of the Company at www.varunbeverages.com.

You are requested to take the above on record.

Yours faithfully,
 For Varun Beverages Limited
Ravi Batra
Chief Risk Officer & Group Company Secretary
Encl.: As above"

13. So far as the termination of the agreement is concerned, it is mentioned in note No.9 appended to the disclosure made on April 30, 2025. The disclosure letter is produced as Annexure-J and it reads as follows:

"VARUN BEVERAGES LIMITED
 Corporate Off: Plot No.31, Institutional Area,
 Sec.-44, Gurgaon, Haryana-122002 (India)
 Ph.: -91-124-4643100-500 Fax: +91-124-4643303/04
 Visit us at: www.varunbeverages.com E-mail: info@rjcorp.in
 CIN No.L74899DL1995PLC069839

April 30, 2025

To

<p>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 Symbol: VBL</p>	<p>BSE Limited Phiroze Jeejeebhoy Towers Dalal Street, Mumbai - 400 001 Email: corp.relations@bseindia.com Security Code: 540180</p>
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Subject: **Outcome of the Board Meeting & Disclosure under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

Dear Sir/Madam,

The Board of Directors at their meeting held today (started at 11:00 A.M. and concluded a 11:45 A.M.) inter-alia considered and approved the following:

(1) The Unaudited Financial Results of the Company (Standalone and Consolidated) for the Quarter ended March 31, 2025 (Copy of the same along-with Limited Review Report issued by M/s. O P Bagla & Co. LLP and M/s. J C Bhalla & Co., Chartered Accountants, Joint Statutory Auditors of the Company, with unmodified opinion are attached and the same are being uploaded on website of the Company).

(ii) The payment of interim dividend of ₹0.50 (Fifty Paise only) per Equity Share for the Financial Year 2025 on the total issued, subscribed and paid-up 338,18,65,692 Equity Shares of the nominal value of ₹2/- each.

(iii) Pursuant to Regulation 42 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, fixed Wednesday, May 7, 2025 as the "Record Date" for the purpose of determining entitlement of Equity Shareholders for receipt of interim dividend.

The interim dividend will be paid on and from Friday, May 9, 2025 to those shareholders whose name appears in the Register of Members of the Company or in the list of beneficial owners maintained by the Depositories as on Wednesday, May 7, 2025.

Further, please note that our Company is following 1 January to 31 December as its financial year in terms of Section 2 (41) of the Companies Act, 2013 as approved by Company Law Board.

You are requested to take the above on record,

Yours faithfully,
For Varun Beverages Limited

Ravi Batra
Chief Risk Officer & Group Company Secretary
Encl.: As above"

14. A careful reading of disclosure Exhibit-D shows that VBL has disclosed about SPA in a conspicuous manner whereas, Annexure J resolution regarding unaudited financial results. Termination of SPA does not find place in the main minutes of the meeting. It is camouflaged in paragraph 9 of the notes appended to Exhibit J that too in small prints. In our view, this is no disclosure at all.

15. Share prices depend largely upon investors' assessment of Company's prospects and such assessment depends upon information disclosed by the listed entities about Company's financials, proposed ventures, collaborations etc. The TBC has made a complaint on SCORES which has not been considered in the right perspective. Similar is the fate of complaint made on the Market Intelligence platform. The stand taken by both SEBI and VBL are wholly untenable and this appeal eminently merits consideration.

16. In the result, the following:

ORDER

- i. Appeal is ***allowed***.
- ii. The communication at Exhibit A dated July 2, 2025 is set aside.

- iii. Respondent Nos.1 and 2 are directed to re-examine the 'subject matter' of mandatory disclosure under LODR Regulations and pass appropriate orders within an outer limit of four weeks from the date of this order.
- iv. Pending interlocutory application(s), if any, stand disposed of.
- v. No costs.

Justice P.S. Dinesh Kumar
Presiding Officer

Ms. Meera Swarup
Technical Member

Dr. Dheeraj Bhatnagar
Technical Member

09.01.2026

RHN