



**September 05, 2024**

To,  
**BSE Limited**  
Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai 400001  
**Scrip Code : 507205**

To,  
**National Stock Exchange of India Limited**  
Exchange Plaza, C-1, Block-G,  
Bandra-Kurla Complex, Bandra (East),  
Mumbai-400 051.  
**Symbol : TI**

**Sub: Notice of 89<sup>th</sup> Annual General Meeting along with Annual Report for the financial year 2023-24**

Dear Sir/Madam,

This is to inform you that the 89<sup>th</sup> Annual General Meeting (AGM) of the Members of the Company is scheduled to be held on **Friday, September 27, 2024 at 10.30 a.m. IST** through Video Conferencing ('VC')/ Other Audio Visual Means ('OAVM').

Pursuant to Regulation 30 and 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, we are enclosing herewith the Notice for the 89<sup>th</sup> AGM and the Annual Report for the financial year 2023-24, being sent through electronic mode to the Members of the Company whose email addresses are registered with the Company / Depository Participants.

The Notice of 89<sup>th</sup> AGM of the Company along with Annual Report for the financial year 2023- 24 is also available on the website of the Company at [www.tilind.com](http://www.tilind.com).

Please take the above on your record.

Thanking you,

Yours faithfully,

**For Tilaknagar Industries Ltd.**

**Minuzeer Bamboat**  
**Company Secretary & Compliance Officer**

**Encl: a/a**

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THE SPIRIT OF NEW BHARAT



NATION'S  
PRIDE  
IN EVERY  
POUR

ANNUAL REPORT 2023-24

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Please find our online version at  
<https://tilind.com/investors-financialreporting/>

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# The Spirit of New Bharat

## Nation's Pride in Every Pour

*What makes India special?  
It's the people.*

*Young and bold, old and wise,  
Where tradition meets the tomorrow.*

*A land of colours,  
Where each state sings a different melody,  
And every voice tells a unique story.*

*Bharat, a symphony of diversity  
Rising as the world watches.*

*Our Mansion House Brandy is just like us,  
A blend of rich flavours,  
Classic and Cozy –  
Every sip a celebration of the spirit of new Bharat.*

*It's more than a drink,  
It's a toast to progress, to unity, to innovation.*

*Where every pour is a story,  
Every toast is a memory.*

*This is Bharat.  
Here's to the spirit of new Bharat.  
Here's to us.*

*Tilaknagar Industries Limited,  
Weaving the new spirit of  
Bharat into every bottle.*



# Young India is a 'Vibe' and We Are Embodying It: The TI Spirit

1.25 lacs

STARTUPS  
TILL 2023

*New Bharat pulses with a bold entrepreneurial spirit. Young innovators and entrepreneurs are shaping the future, transforming small ideas into significant enterprises. Beyond business, they drive social and political change, challenging norms and propelling societal transformation. India's growing influence marks its emergence as a global force.*

## New Bharat is



# BOLD

## Bold is Tilaknagar

*TI is defined by boldness, which is showcased in our unique flavours and innovative products. We've made bold strides in marketing and product development, setting trends and leading the industry. Our products reflect this daring approach, consistently demonstrating their robust and daring qualities. TI captures the dynamic spirit of New Bharat, paving a path of excellence.*



*'Naya Bharat' or 'New India' represents a vision that is unfolding and evolving. It aligns perfectly with TI's corporate values, embodying our commitment to growth and innovation in the dynamic landscape of India's future. New Bharat is interconnected with everything and constrained by nothing. TI has a compelling reason for continuity while delving into new depths. Just as New Bharat is expansive and unbound, TI thrives on innovation, pushing boundaries while maintaining its essence through each transition. Embodying the spirit of Young India, TI mirrors the nation's most admired traits as follows:*

*By 2047, India aims to be recognised among the developed nations. This era is marked by a significant push towards reforms with the guiding principle of 'reform, perform, and transform' Such actions push India towards extraordinary growth and elevate its global stature through enhanced efficiency and standards.*

## New Bharat is

# SWIFT



## Swift is Tilaknagar

*TI exemplifies this era's momentum with its swift expansion and market penetration. Our employees exemplify swift adaptability and decisive action, which are crucial for keeping pace with TI's exponential growth. Their stories reflect quick decision-making and remarkable resilience, showcasing their ability to recover swiftly and emerge stronger in the face of challenges, including the pandemic.*



*Bharat has emerged stronger from the pandemic, leading in eco-innovation and resilience. Our youth lead social activism, strengthening community support. Innovations in sustainability are reshaping our industries, ensuring we thrive beyond survival. Our resilience is showcased as we overcome each challenge, with rapid adaptation and community solidarity reflecting our enduring spirit.*

## **New Bharat is**

# **RESILIENT**

## **Resilient is Tilaknagar**

*TI stands resilient, navigating economic shifts and market challenges without faltering. We turn challenges into strengths—reducing debt, bolstering finances, and embracing strategic partnerships for better operational excellence. Each obstacle sees Tilaknagar rising, renewed and determined, inspired by Bharat's unyielding spirit.*





*Connectivity is the backbone of New Bharat, bridging diverse regions and cultures. Our rich diversity fosters unity and pride, while advanced technology and infrastructure ensure seamless interactions. These connections drive economic growth and weave individual aspirations into collective achievements, strengthening our national identity.*

## **New Bharat is**

# **CONNECTED**

## **Connected is Tilaknagar**

*At TI, connections are crucial. We engage deeply with our customers via vibrant social media and participate in cultural events to enhance our community ties. Our team's understanding of diverse audiences helps tailor our strategies, ensuring every interaction enriches our relationships and brand impact.*





# The Noble Yali: Symbolizing Transformation at Tilaknagar Industries



*At Tilaknagar Industries Ltd., our transformation is not just about growth; it's a renaissance of our brand identity that mirrors the vigour and spirit of New Bharat. As we step into a new era, our updated brand symbol, inspired deeply by Indian mythology and the **Noble Yali—a creature with a lion's body and an elephant's head**—embodies the synthesis of strength, wisdom, and leadership. This majestic symbol is not just an emblem; it is a narrative woven into the fabric of our heritage, reflecting our commitment to excellence and innovation.*

*Embracing our roots and projecting our aspirations, the new symbol is a testament to our enduring values while steering us towards future. It is crafted to resonate with our stakeholders—echoing the passions of our workforce, our customers' trust, and our nation's pride. In our journey of evolving and adapting, the brand symbol serves as a platform for action, aligning with our strategic goals and expanding initiatives.*

# Empowering Prosperity: Shareholders' Triumph

FY24 wasn't just good, it was record-breaking for our shareholders. As the Spirit of New Bharat elevates every corner of our operations, we're not just growing—we're soaring, thanks to our shareholders' unwavering faith.

## SHAREHOLDERS GROWTH

From 34,773 in FY23 to 94,167 in FY24

**2.71x**  
Increase  
Shareholders' Base

## SHARE PRICE SURGE

From ₹ 113 in March '23 to ₹ 210 in March '24

**1.86x**  
Increase  
Share Price Surge

## MARKET CAP MILESTONE

Doubled

**₹4,057**  
crores  
Market Cap

## RANKING ON THE BOURSES

Among top 1,000 companies

**706 / 717**  
NSE / BSE

## PROMOTER CONFIDENCE

Fully eliminating pledged shares

**1.92** crores  
Equity Shares Released

## INCLUSIONS

Included in the prestigious

Morgan Stanley Capital International (MSCI) India Domestic Small Cap Index

# Meet TI: Not Your Typical Job Seeker



## Tilaknagar Industries Ltd.

**Nickname:**

(TI) aka Truly Inspirational

**Age:**

91 years of stirring up the market with top-shelf spirits

**Address:**

In the hearts and spirits of millions across India

**Tagline:** Pouring Growth, Not Just Drinks! Fastest in the League, Again in FY24!

**Guiding Influence:**

Shri Bal Gangadhar Tilak and his Swadeshi Ideas

**Language Proficiency:**

Fluent in the universal language of spirits

**Core Skills**

**Blending** - Master Blenders with a dash of tradition and a splash of innovation

**Expanding** - Presence in 17 plants across India, quenching thirst in 13 states

**Family Ties**

**Owners:** 94,000 shareholders and counting

**Family Members:** A diverse portfolio of 15 exquisite brands

**Colleagues:** 330 spirited individuals stirring innovation

**Reports to:** The esteemed Dahanukar Family

**Recent Achievements:**

- Voted 'The Fastest-Growing IMFL' two years running
- No.1 Brandy in India

**Social Contributions:**

Caring for our community and the planet—because we are 'more than just spirits'!

**Fun Fact:**

We're not in the job market, but we craft opportunities and pour dreams into reality!

**References:**

Available upon request (but honestly, our reputation precedes us)



# Brandy Ki Pathshala: Learn, Sip, Celebrate

Welcome to 'Brandy Ki Paathshala,' where we're redefining brandy for New India. Far from just a traditional tipples, we're shaking up perceptions, proving that brandy isn't just for the old or medicinal sips. We are a brandy-first company, pouring passion into every glass, enhancing visibility, and communicating the rich potential of brandy. Let's raise a glass to the future of brandy in India.

## BRANDY HIGH SCHOOL

### Q1: How brandy was born?

The term 'brandy' derives from the Dutch word 'brandewijn,' meaning 'burnt wine', a nod to the heat used in its distillation process. Distilled initially in France around 1313 as a medicinal remedy, brandy evolved when a Dutch shipmaster concentrated wine for easier shipping in the early 16<sup>th</sup> century, intending to rehydrate it upon arrival in the Netherlands. Instead, the robust flavour of the concentrated wine gained immediate popularity, marking the start of brandy as a commercial beverage.

### Q2: How is Brandy Made?

Brandy is crafted from wine or fermented fruit mash and juices. It's aged in oak barrels, a process that enhances its alcohol content and imparts a distinctive colour. As the brandy ages, evaporation gradually reduces the alcohol level, further refining its flavour and character.

### Q3 :Who are the Largest Consumers of Brandy?

The Philippines is one of the largest brandy consumers in Asia, with the USA and China being significant markets. In India, brandy ranks as the second-largest Indian Made Foreign Liquor (IMFL) category after whisky.

### Q4: Distinguish between Cognac' and 'Armagnac'

The primary distinction between Cognac and Armagnac, both French brandies made from white grapes, lies in their distillation processes. Armagnac is distilled once using a continuous copper still, while Cognac undergoes a double distillation process.

### Q5 : Explain the Traditional Age grading system of brandy.

The traditional age grading system for brandy is based on the minimum time the youngest brandy has been aged in a cask. 'V.S.' (Very Special) indicates that the youngest brandy in the blend has been aged for at least two years. 'V.S.O.P.' (Very Superior Old Pale) denotes a minimum ageing of four years, and 'X.O.' (Extra Old) signifies that the youngest brandy has been casked for at least ten years.



# Crafting Excellence: Awards & Recognition in FY24

*In FY24, TI's dedication to quality and innovation brought numerous accolades and media recognition, aligning with the spirit of New Bharat. Our global achievements underscore our leadership in the liquor industry, with each award affirming our commitment to crafting spirits that excel in both flavour and heritage*



## Company of the Year

Domestic: Celebrating our overall excellence and innovation.

## Leader of the Year

Amit Dahanukar, for his visionary guidance and exceptional leadership.



## Most Admired Leader

Our Chief Marketing Officer, Ahmed Rahimtoola, was recognised for his innovative leadership and strategic vision, steering our brands towards greater heights and deeper market penetration.





## Tilaknagar Industries: A Trailblazer in the Spirits Sector

*Tilaknagar Industries Ltd., a leader in India's spirits market, has been recognised at numerous prestigious award ceremonies for its commitment to quality, innovation, and excellence.*

### Global Recognition and Innovations

TI's annual report FY 23 was ranked 59<sup>th</sup> among the top 100 globally, earning praise from the LACP for its creativity and clarity. Additionally, TI's cutting-edge reporting techniques received a Technical Achievement Award, demonstrating its leadership in corporate communications.

### Award-Winning Performance Across Platforms

#### Continued successes

at the Digix Awards 2024 saw Mansion House Flandy's 'Welcome the Now' campaign earning a Digi XX Silver Award for best launch, while the brand's digital marketing efforts further boosted its profile

#### The Ambrosia Awards 2024

named TI the Fastest-Growing Brand, recognising its rapid expansion and popularity with consumers. Mansion House Orange Flavoured Brandy and Blue Lagoon Gin garnered praise for their exceptional taste.

#### SpiritZ Achievers' Awards 2023

TI's campaigns received major accolades at the SpiritZ Achievers' Awards 2023, including a Grand Gold for Mansion House Flandy, highlighting its superior blend. The 'A Warm Welcome' campaign for Mansion House Brandy won for its impact in digital spaces.

# In the Spotlight: Media Milestones FY24



## April 2023

The Morning Context highlighted our turnaround story, emphasizing the resurgence of Mansion House brandy.

## August 2023

Spiritz Magazine acknowledged our strategic vision and innovative approaches in their **'Leadership Spotlight,'** attributing such practices to our significant expansion and growth in the market.



## December 2023

In an engaging segment on CNBC TV18, titled 'Inside Out On The Road with Nigel D'Souza,' our Managing Director, Amit Dahanukar, took the spotlight. Amit shared an in-depth look into our Company's journey towards achieving a net debt-free status during this enlightening discussion. He also shed light on the exciting prospects and opportunities we are exploring, underscoring our commitment to sustainable growth and innovation.

*Tilaknagar Industries Ltd. has been at the forefront of industry conversations and media attention throughout FY23-24, showcasing our leadership and innovative strides. Here's a glance at our notable engagements:*



## June 2023

The Dalal Street Investment Journal recently commemorated the profound emotional connection that our brands have established with consumers, celebrating the deep, meaningful relationships that have been cultivated.

## August 2023

Within the vibrant business world, Amit Dahanukar offered profound insights on the art of creating iconic brands that resonate globally. His expertise was showcased in the influential publication. Everything Experiential, where he meticulously outlined the strategies for branding success, emphasising the power of crafting experiences that connect deeply with consumers worldwide.



## December 2023

'Most Turnaround Stocks of 2023' is celebrated at the prestigious ZEE Stocks Awards, with the event being hosted by the renowned Anil Singvi.



# Mein MHB hu, naam to suna hoga

## MHB in numbers

In just four years, I've doubled my swagger from 44 lacs cases to whopping 85 lacs.

**Talk about levelling up!**

**85** lacs  
Cases Sold

**9%**  
Y-o-Y Growth



# A LEGACY OF DISTINCTION



*I'm Mansion House Brandy, aka MHB, born in 1983. I quickly became the toast of the town, born in the fiery stills of Shrirampur, where select grapes meet French finesse. By 2022, I embraced sustainability, ditching monocartons for a greener profile, proving style and sustainability can coexist. As **India's top-selling brandy** and a global contender, I'm driven by the promise that— **a commitment in every pour.***

*Just so you know, I'm not any ordinary brandy—I'm India's favourite, topping charts and turning heads globally! I even made it to the **Drinks International's 2024 'Millionaires' Club.** Guess you could say I'm the toast of the town with a dash of class!*



## Racing to the Top: My Journey

*In 2023, I raced to become the fourth fastest-growing brandy worldwide, blending speed with style. I'm the spirit of choice here in India, ranking as the eighth largest-selling across all categories. Not just locally admired, I proudly stand as the top-selling brandy in India and hold the second-largest spot on the global stage. Cheers to being a true leader, both at home and around the world!*

Yours Truly,

MHB.



# Courrier Napoleon: Blending Tradition and Growth

*Courrier Napoleon Brandy, a standout in the TI portfolio, aligns with the aspirations of a new era. Marking a 56% growth Y-o-Y, CNB has emerged as a formidable player in the prestige brandy segment. Plans are in place to escalate CNB's presence across India and introduce innovative brand extensions, reinforcing its trajectory towards market leadership. This strategy underscores our commitment to capturing the essence of innovation and excellence as we cater to the discerning tastes of a dynamic, youthful market.*

## According to Drinks International's 'The Millionaires' Club' report

The world's  
**2<sup>nd</sup> fastest**  
growing brandy

The **7<sup>th</sup> largest**  
selling brand  
globally  
among brandies

The **3<sup>rd</sup> fastest**  
growing spirits  
brand across all  
alco-bev categories  
across the globe

**3<sup>rd</sup> largest** selling  
brandy in India

**17.5** lacs  
Cases Sold

**56%**  
Y-o-Y Growth

## Aged to Perfection

Courrier Napoleon's Four-Year  
Growth Journey

Financial Year	Volumes (Cases in Lacs)	% Growth
2020-2021	<b>6.18</b>	
2021-2022	<b>7.73</b>	<b>25%</b>
2022-2023	<b>11.26</b>	<b>45%</b>
2023-2024	<b>17.55</b>	<b>56%</b>



# Flandy: A Toast to Diversity in Every Sip

*TI launched India's first premium-flavoured brandy in June 2022. Available in various flavours, Flandy represents a modern, inclusive and powerful India at every celebration.*



## The story behind Flandy

### Crafting a new chapter in brandy

On a warm afternoon during the COVID-19, Amit Dahanukar, Chairman and Managing Director of Tilaknagar Industries, enjoyed a plate of fruits, sparking the idea for Flandy, a brandy designed to attract younger drinkers. Energised by the flavours, he immediately shared his vision with TI's master blender, C R Ramesh. Together, they experimented with a range of flavours from peach to paan to biryani, culminating in three distinctive choices: peach, cherry, orange and apple.

The need for a youthful, appealing brand name led Executive Director Shivani Dahanukar to coin 'Flandy,' merging 'flavoured' and 'brandy.' This name perfectly embodies the innovation behind the new product.

## Flandy in FY24

**5%**  
Share of MHB  
Sales

**3** lacs  
Cases Sold

Available in  
**4**  
States

## Other Brands

### MANSION HOUSE CHAMBERS A PREMIUM EXPERIENCE

Introducing Mansion House Chambers Brandy, the sophisticated choice for those who appreciate the finer things. This premium version of our beloved Mansion House brandy delights with its complex fruity aromas and subtle hints of oak. Each sip delivers a smooth, velvety texture, capturing the essence of luxury. Presented in an elegantly sculpted cut-glass bottle, Mansion House Chambers is not just a drink—it's a statement of exclusivity and prestige. Enjoy a brandy experience that's as luxurious as it is unforgettable.



### MADIRAA XXX RUM SAVOUR THE SPIRIT OF MADEIRA

Get ready to experience the wonderful tradition of Madeira, Portugal, with a special twist in Madiraa XXX Rum. This rum is made from high-quality sugarcane juice and has a rich caramel flavour with hints of sweetness, capturing the essence of Madeira's history. The name 'Madiraa' pays homage to the blending of Madeira's history and the Sanskrit word 'Madira,' which reflects its lively essence. Enjoy the delicious and vibrant flavours of Madiraa XXX Rum with every sip.

## BLUE LAGOON GIN JUST DIVE IN

Infused with a spirit of merriment and crafted to enhance mood, Blue Lagoon Gin is more than just a beverage it's an experience. Each bottle celebrates life's lighter moments, from its eye-catching design featuring characters donned in sunglasses to its bold, flavour-packed contents. With refreshing flavours that burst with every sip, Blue Lagoon Gin, available in Orange, Lime and Plain invites you to dive fearlessly into a world of fun and excitement. 'Just Dive In' isn't just a tagline; it's a call to adventure, urging you to explore, engage, and enjoy life with gusto.



## MANSION HOUSE GOLD WHISKY

Experience the epitome of refinement with Mansion House Gold Whisky. A harmonious blend of rare malts and handpicked Indian grains, aged in oak casks, offers a full-bodied texture and a deep, rich flavour. Its golden blend delivers a smooth palate with subtle fruitiness and smoky undertones, making it a favourite among connoisseurs.

# Digital Synergy: Embracing the Marketing in New Bharat

*India has undergone a seismic shift in just two decades, transforming from a land with limited phone access to a thriving mobile-first society. This digital connectivity revolution has brought about widespread financial inclusion and fundamentally reshaped daily life for a billion Indians. Inspired by this narrative of transformation and connectivity, TI has embraced a forward-thinking marketing approach that intertwines digital and physical realms. Our campaigns harness the power of brand propositions, event marketing, and influencer engagements to tap into the vibrant pulse of New Bharat, reflecting a nation in transformation and a brand in sync with its aspirations.*

## A Warm Welcome Crafting Connections Beyond Boundaries

'A Warm Welcome' is more than just a campaign; it's a call to experience the extraordinary. This campaign represents a bold, heartfelt portrayal that invites audiences to re-evaluate their perceptions and embrace genuine connections. It sparks conversations about the transformative power of warm welcomes, going beyond superficial boundaries to forge lasting bonds.



### Brand Film

The campaign's brand film, narrated in multiple Indian languages, showcases universal themes of acceptance, inclusivity, and human connection. It tells heart-warming stories that resonate across diverse audiences, reinforcing the brand's commitment to inclusivity.



### Key Visuals and Digital Short Films

From friends gathered around a bonfire to embarking on new ventures together or a soldier's reunion with his family, each image and short film radiates the warmth of acceptance, the joy of companionship, and the comfort of belonging.



## Performance Marketing Achievements:

### Round 1

- Impressions: 136 million
- Reach: 48.9 million
- Views: 41.5 million

### Round 2

- Impressions: 156 million
- Reach: 92 million
- Views: 30 million

## Influencer Marketing Campaigns:

### Round 1

- Reach: 4.2 million
- Views: 3.7 million
- Engagement: 39,000

### Round 2

- Reach: 5.3 million
- Views: 12 million
- Engagement: 316,000

## Overall Impact

'A Warm Welcome' campaign has achieved significant digital milestones and deepened the brand's engagement with its audience. Each strategic initiative, from visual storytelling to digital marketing, has been crafted to resonate with consumers, enhancing brand perception and reinforcing market presence.

### Flandy's Vibrant Journey in 'Welcome the Now'

The 'Welcome the Now' campaign for Mansion House Flandy offers a vibrant and youthful approach to embracing every moment. It encourages everyone to live in the present and seize opportunities. This campaign is not just a promotional tactic but a reflection of Flandy's ethos, aimed at a younger, dynamic audience who values spontaneity and excitement.

The campaign has been activated across various digital platforms, achieving substantial reach and engagement. Notable achievements include:

- Over 174 million views on the campaign's music videos.
- 357 million+ impressions, showing significant brand visibility.
- 13 million+ engagements, indicating strong audience interaction.
- Extensive reach across leading digital music platforms like Spotify, Amazon Prime Music, and YouTube Music ensures the campaign's anthem resonates with diverse audience segments.



### Showstopper Moments: Mansion House Lights Up 'Unstoppable'

Mansion House Brandy amplifies its vibrant appeal by partnering with the acclaimed Aha celebrity talk show 'Unstoppable', hosted by the charismatic **Nandamuri Balakrishna**. This partnership aligns strategically with the brand's ethos of offering unique and exhilarating experiences, much like the show's promise to deliver one-of-a-kind, thrilling engagements with celebrity guests.

- Became the most-watched show on Aha with record-breaking viewership.
- A limited edition run featured exclusive episodes, including a special appearance by the blockbuster movie Animal cast in November 2023. This further boosted viewership and broadened the shows' and the brand's appeal.
- The third season featured three episodes, amassing a total viewership of 8.45 million, averaging 2.81 million per episode. This vast audience reflects the show's and the brand's compelling draw.
- The sponsorship extended its reach through potent social media campaigns, generating 76.4 million impressions and 9.06 million views, creating a robust digital footprint.





# Chairman's Speech

***Dear Shareholders,***

*This is my 19<sup>th</sup> Annual Report  
Chairman's Message which I write to  
you'll, and never have I felt as proud as  
I feel today of our achievements in the  
year gone by.*

*As I reflect on the past year, I am filled  
with gratitude and pride in what we  
have accomplished together.*



It is with great pleasure that I share the highlights of a remarkable year for Tilaknagar Industries Limited, a year that underscores our commitment to excellence and our shared vision for the future.

- TI was **the fastest growing IMFL company** of scale for the second year in a row
- We closed out the year as **the third largest IMFL P&A player** in Karnataka and Telangana and the largest IMFL player in Puducherry
- Mansion House Brandy continues to be **largest selling brandy in India** and **the second largest selling brandy globally**
- Courrier Napoleon Brandy was the second fastest growing brandy and the third fastest growing spirits brand globally in CY23
- Mansion House Flandy, our flavoured brandy range already enjoys a 5% share of Mansion House Brandy sales in the relevant states
- Mansion House Reserve Brandy grew over 2x in Tamil Nadu

Our achievements this year are a testament to the hard work and dedication of our entire team. Thanks to their relentless pursuit of innovation and excellence, and your unwavering support, we have met our key objectives, setting new benchmarks for growth and performance.

Our growth is especially impressive, given it has been in conjunction with expansion in profitability and margins, despite a very volatile year from a raw material prices perspective.

## INDUSTRY THOUGHTS

At an industry level, while overall IMFL industry grew at low single digits, the Prestige & Above segment witnessed a strong mid-single digit growth. This growth in P&A was especially stark in white spirits and brandy. Some interesting trends being witnessed in the alcoholic beverages industry are:

- Growing prevalence of women consumers
- Cocktail culture taking off
- Increase in 'at home' consumption
- Social drinking on the rise
- Drink less, but better
- Experimental attitude towards consumption by consumers
- Experience-focused retail evolution
- Growth of flavoured spirits

Each of the above indicates a clear move towards premiumisation in the industry.

We are also seeing a remarkable shift in consumer preference for home-grown brands, especially in the luxury and premium end of the industry. We believe that this shift in consumer preference will extend to categories beyond Gin and Whisky. I see these as very exciting and encouraging signs for the evolution and growth of the industry, which further align with our strategic goals.

## OPERATIONAL PERFORMANCE

In FY24, our volumes have grown by 16% YoY as compared to industry growth of around 2-3%. Our Prestige & Above (P&A) portfolio contributed 84% of total volumes in FY24. Not only did we gain market share in overall IMFL industry, but also across the P&A segment. While brandy P&A continues to be one of the fastest growing categories, we still see significant headroom to grow, in line with overall IMFL P&A.

I am also happy to share that we continued to grow faster than industry in almost all our key states.

- **Telangana:**  
Growth at 20% YoY vs. IMFL industry growth of 3%
- **Karnataka:**  
Despite being a predominantly whisky consuming state, your Company has a ca. 20% share of entire IMFL P&A industry; TI registering a mid-single digit growth vs. low single digit degrowth for overall IMFL P&A industry
- **Puducherry:**  
25%+ share of overall IMFL industry in the state

## FINANCIAL PERFORMANCE

In FY24, our net revenue grew by 20% to ₹ 1,394 crores, on the back of volume growth as well as premiumisation trend within the portfolio. Our NSR per case grew by 7.1% in FY24 to ₹ 1,282.

Our EBITDA grew 35%, from ₹ 137 crores to ₹ 185 crores. I am especially proud that we expanded our EBITDA margins by 152 basis points to 13.3% in FY24 in a very volatile inflationary scenario. This has been on account of premiumisation, price increases received in key states, cost optimisation, and operating leverage.

Our debt reduction efforts have led to a significant reduction in finance costs, with our Profit After Tax (PAT) excluding exceptional items growing 95% to ₹ 141 crores in FY24.

Gross debt came down by ₹ 130 crores in FY24, from ₹ 250 crores to ₹ 119 crores as on March 31, 2024. Our net debt as on 31<sup>st</sup> March 2024 stood at ₹ 74 crore. We are confident of achieving net debt-free status in FY25. In January 2024, CRISIL assigned A-/Stable rating, leading to reduction in interest rate on Kotak loan from 13% to 9.95%, effective mid-Q1 FY25.

I am also happy to share that the Board of Directors of the Company has recommended a dividend of ₹ 0.50 per share for FY24.

### BRAND BUILDING AND RECOGNITION

FY24 was a year of taking small yet significant steps in giving brandy the 'share of voice' commensurate to its 'share of market'. We launched 2 large marketing campaigns; the first being our largest digital initiative, in the form of 'A Warm Welcome' – Mansion House Brandy's brand proposition. This initiative was coupled with viral influencer marketing campaigns, which garnered great engagement, organically as well as inorganically.

Our second large scale campaign was 'The Flandy Song', Flandy's brand anthem which synced with 'Welcome The Now' – Mansion House Flandy's brand proposition, giving brandy a more aspirational, fun, inclusive and versatile positioning.

As our launch and innovation pipeline keeps progressing, we expect to invest more on marketing and brand building. We see these as investments which will bear fruit over a long period of time.

FY24 was a year of recognition as well. TI won the 'Company of the Year' award at the coveted Spiritz Conclave & Achievers' Awards, which was held in December 2023.

### STRATEGY GOING FORWARD

While the industry we work in is very complex, our strategy going forward is straight-forward.

#### Continue the Growth Trajectory:

- Strengthening our leadership position in the brandy category, with new innovative launches as well as filling of price need gaps in brandy
- Exploring opportunistic launches in other categories for regional diversification
- Playing a key role in the craft spirits space through organic and inorganic participation
- Ensuring all new initiatives in the Prestige & Above segment, to drive profitability

#### Focus on Brand Building:

- Promoting brandy as a youthful, fun, and aspirational category
- Increasing marketing investments for long-term benefits
- Continuing to grow market share in the brandy segment

### Stronger Balance Sheet:

- Focus on profitability and cash flows
- Debt reduction with the aim to be net debt-free by FY25
- Continued focus on efficient levels of working capital
- Improvement in Return on Capital Employed (ROCE)
- Continue an asset-light model approach

### BUSINESS OUTLOOK

In FY24, our market share within brandy expanded 177 basis points to 12%. Whilst being the second largest category in IMFL, brandy is still a very fragmented category. We foresee TI playing a key role in significantly consolidating demand within the category with innovations and launches across premium price points.

While short term disruptions may persist, especially on account of elections in early FY25, on a long- term basis, we see tremendous potential in the Indian consumer space as well as the alcoholic beverages industry. Complemented by our innovation and launch pipeline, we are confident of making significant strides to become one of India's most valuable consumer businesses.

On the cost front as well, while short-term inflationary pressures persist, especially on the raw materials side, our business unit economics are very strong. And with our premiumisation drive bearing fruit, we expect to expand our profitability and margins in the mid and long-term.

As we look ahead, we remain optimistic about the opportunities that lie before us. Our strategy is designed to capitalise on emerging trends and continue delivering exceptional value to our stakeholders. We are excited about the possibilities and confident in our ability to build on this year's successes.

Thank you for your continued trust and investment in Tilaknagar Industries Limited. Your support is invaluable, and we are honoured to have you as part of our journey. Together, we look forward to achieving even greater milestones in the coming year.

With sincere appreciation,

**Amit Dahanukar**

**Chairman & Managing Director**  
Tilaknagar Industries Limited

# Management Speak

## Abhinav Gupta,

Chief Financial Officer

The Company has continued to make great progress in its endeavour to be among the best alcohols companies in the world. The Net Revenue for FY23-24 increased by ~20% to ₹ 1,394 crores, an industry beating growth %. Further, CRISIL Ratings assigned CRISIL A-/Stable rating to the Company's banking facilities, which is a testament to its healthy business and financial profile. We hope to carry forward the momentum on the back of our existing strong brands and new product launches.

## Ahmed Rahimtoola,

Chief Marketing Officer

In the past year, we have been laser-focused on consolidating our dominance in the brandy market while driving a compelling brand story through innovative marketing. Mansion House Flandy's impressive growth drew in consumers across different segments, furthering our goal of category expansion. The accolades and awards we earned clearly indicate our successful path and the impactful strategies we continue to implement.

## Ameya Deshpande,

President – Strategy & Corporate Development

Our continued leadership growth in brandy has helped us increase our market share, not only across overall brandy and P&A brandy, but also across overall IMFL and P&A IMFL. Aligned with our premiumisation strategy, we will be looking to plug all price need-gaps in the brandy category, thereby reinforcing brandy's second largest IMFL category position. The premiumisation strategy will further extend to our play in the craft and luxury spirits category, through both, inorganic and organic routes.



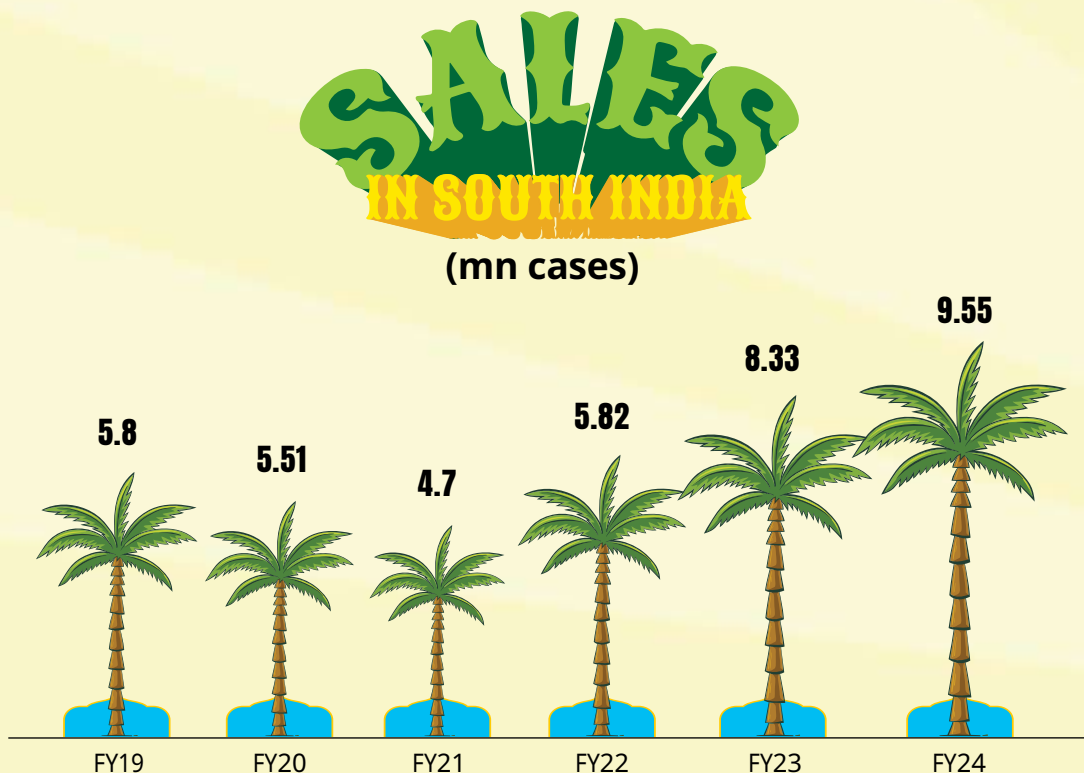
# Barrels of Success: TI's Crafted Legacy in Southern India

*Tilaknagar Industries is the leading brandy manufacturer in India, prominently established in Southern India. We began with a passion for brandy and have since expanded our portfolio to include whisky, rum, gin and vodka, serving a diverse range of tastes.*

*We enjoy a commanding presence in South India, a region famed for its strong brandy market, making it India's top choice for this spirit. Leveraging advanced production facilities, we craft liquors that meet world-class quality standards. Our capacity for market insight and innovation allows us to adapt to the changing preferences of consumers, securing a competitive advantage in the industry. Across South India, our products enjoy substantial popularity, with significant consumption noted in states such as **Karnataka, Andhra Pradesh, Telangana, Puducherry, Kerala and Tamil Nadu.***

## Southern Stronghold: The Core of TI's Market Dominance

**Regional Powerhouses:** The combined force of southern states contributes our **85% volumes**, making up **50% of India's IMFL** consumption.



State*	TI Growth in FY24	Industry Growth in FY24	Depots	Retail Outlets
Telangana	20.2%	3.1%	19	3,866
Andhra Pradesh	34.3%	3.7%	29	5,140
Karnataka	4.7%	-0.2%	71	12,873
Kerala	-2.5%	-0.2%	26	1,126
Pondy	25.1%	-1.1%	-	450

\* Secondary Volumes



# Global Footprints: New Bharat's Spirit on the World Stage

*Tilaknagar Industries (TI) taps into India's youthful energy, driving expansion that aligns with New Bharat's aspirations. As the nation eyes global stature, TI exports products and the essence of innovative, spirited India. Our strategy extends our reach and showcases Indian craftsmanship on the world stage.*



## Export Performance Highlights

### Volume and Revenue Growth:

TI's export volumes and revenues have seen remarkable increases of **76%** and **70%** Y-o-Y, respectively, reflecting a strong uptake of our offerings on the international stage.

## Strategic Expansion

### Emerging Markets:

This year marked our entry into four new territories: **Qatar, Oman, Kenya** and the **Democratic Republic of the Congo**, setting the stage for further penetration into diverse markets.

## Product Initiatives

### Whisky Brand Relaunches:

White House and Black Colt, staples in our international whisky portfolio, have been reintroduced to the export markets, **aiming to capture the sophisticated palates** of international consumers.

### New Launch:

The introduction of Mansion House Chambers Brandy in the premium segment underlines our commitment to **offering high-quality spirits** that embody the essence of Indian luxury abroad.

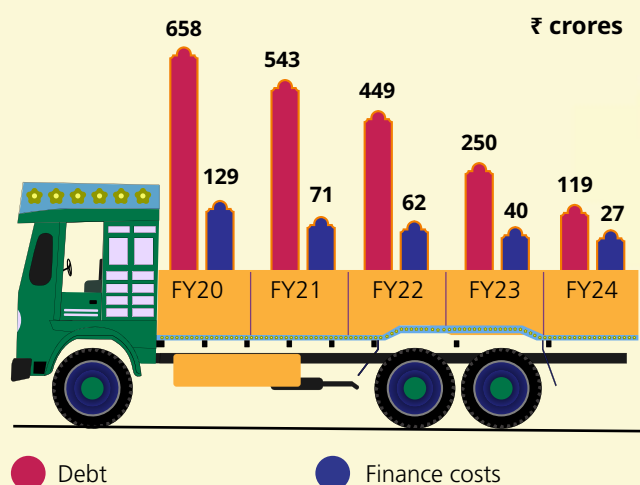
# Debt Reduction and Financial Resilience

TI's financial journey reflects a strategic pivot toward financial stability and resilience, mirroring India's rising profile as a global economic force. TI has significantly reduced its debt through calculated steps and persistent efforts, ensuring a robust foundation for future growth. The company has remarkably and consistently reduced its gross debt from ₹ 658 crores in March 2020 to ₹ 119 crores by March 2024. This strategic financial management has been instrumental in reshaping the company's financial health, garnering a CRISIL A-/Stable rating in January 2024, a testament to our enhanced creditworthiness and operational stability.

## Strengthening Financial Foundations

Inspired by New Bharat's financial ascent spirit, TI has aligned its growth strategy with the nation's economic optimism. The debt reduction journey is not merely a financial strategy but a reflection of TI's commitment to sustainable growth and market confidence. By March 2024, TI had impressively reduced its net debt to manageable levels, with plans to achieve a net debt-free status by March '25. Significant debt repayment initiatives have already bolstered profit margins and streamlined cash flows, setting a course for enduring financial health and enabling the company to seize global opportunities with renewed vigour and stability.

**Over ₹ 500 crores Repaid in Our Four-Year Journey to Net Debt Zero. More than ₹ 100 crores reduction in annual finance cost in last four years.**



## Blending Success One Fiscal Pour at a Time

- Debt Management:**  
 Repaid EARC loan of ₹ 184 crores, refinanced by Kotak Mahindra Bank ₹ 130 crores and ₹ 50 crores from internal accruals.
- Proactive Repayments:**  
 Further prepaid ₹ 50 crores to Kotak Mahindra Bank and over ₹ 100 crores in total, including regular payments to banks and distributors.
- Complete Debt Clearance:**  
 Fully repaid the restructured debt of three EARC Trusts as per the Master Restructuring Agreement dated February 06, 2020, clearing all related liabilities.
- Effective Capital utilisation:**  
 From ₹ 311 crores raised via preferential issues, ₹ 293 crores were effectively utilised by the end of March '24.
- Improved Credit Rating:**  
 Secured an A-/ stable rating from CRISIL, reflecting strong leadership in the brandy market and robust business risk profile.





# Our Operational Performance

## FY24: A Year of Operational Breakthrough

- Volume Growth:**  
 Achieved a **16% Y-o-Y** volume growth, significantly outperforming the industry average of 2-3%.
- Total Volumes:**  
 Increased from 96 lacs cases in FY23 to **112 lacs cases** in FY24.
- Segment Performance:**  
 Prestige & Above segment contributed **84%** to total volumes, driving substantial business growth.
- Sales Realisation:**  
 Net sales realisation per case grew by 7.1%, rising from ₹ 1,197 in FY23 to **₹ 1,282** in FY24.
- Strategic Positioning:**  
 Established as the 3rd largest P&A IMFL Company in Telangana & Karnataka
- Market Share:**  
 Captured over **25% of the market** share in Puducherry, enhancing our stronghold in this key state.



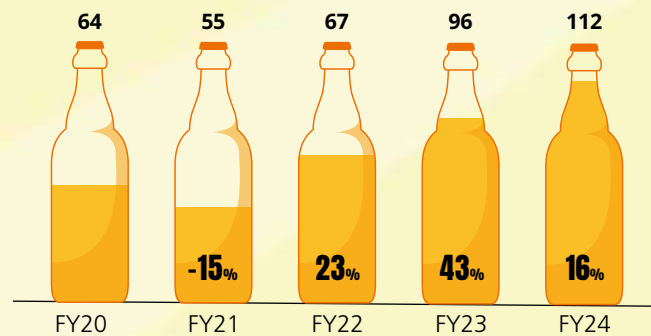
### Five-Year Milestones: A Retrospective

Over the last five years, Tilaknagar Industries has seen significant financial growth. Our revenue has doubled, showing our strong position in the market. We've turned our earnings before interest, taxes, depreciation, and amortisation (EBITDA) from a negative ₹ 52 crores in FY20 to a positive ₹ 185 crores in FY24. Also, our net worth has recovered from negative in FY20 to ₹ 654 crores, showing our Balance Sheet strength.

### Cases Sold

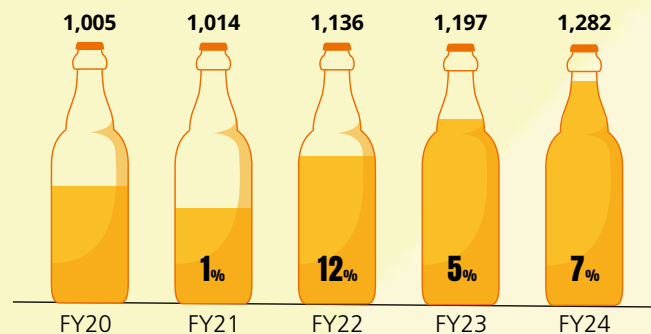
In lacs

Growth % (Y-o-Y)



### Net Sales Realisation

(NSR in ₹ / Case)

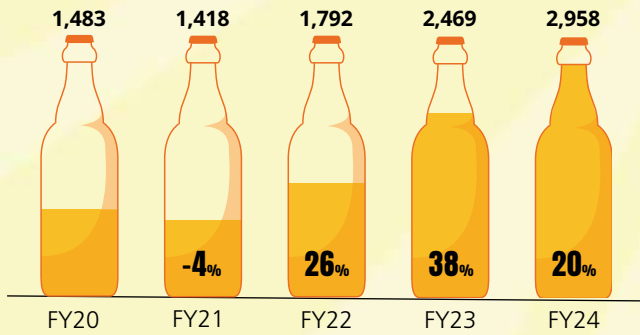


# Our Financial Performance



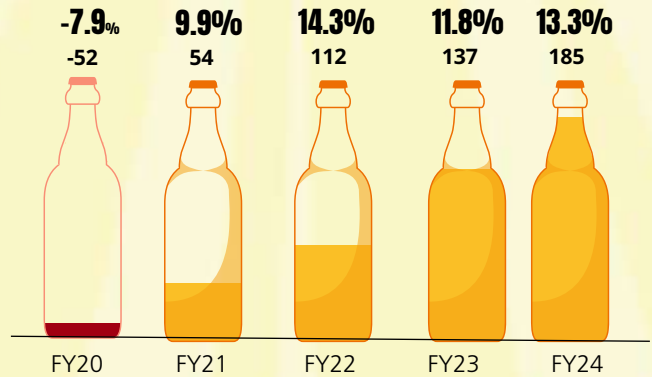
## Gross Revenue ₹ crores

Growth % (Y-o-Y)



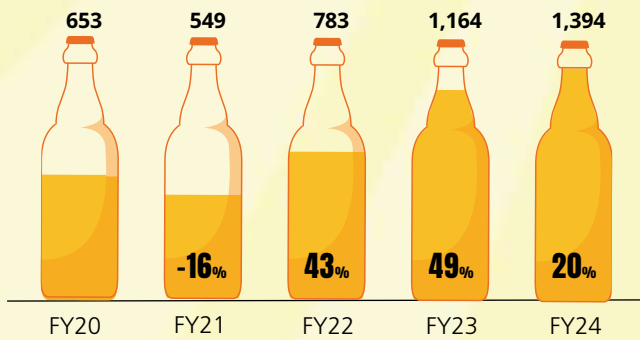
## EBITDA

EBITDA Margin %

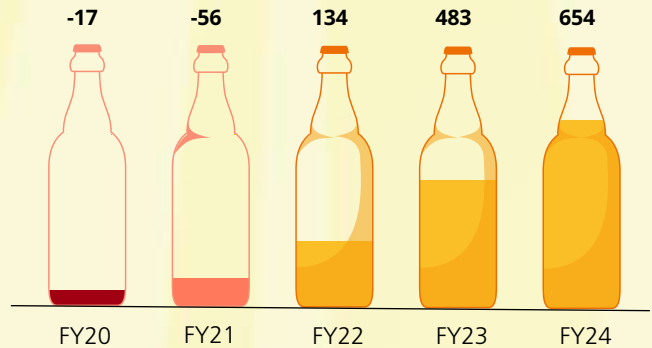


## Net Revenue ₹ crores

Growth % (Y-o-Y)



## Networth ₹ crores



# Tilaknagar Industries Strategic Leap with Spaceman Spirits Lab

## Strategic Outcomes and Expansion

Post TI's investment at the beginning of FY24, Spaceman Spirits Lab (SSL) has seen remarkable expansion and performance improvements:

- Product Expansion:**  
 From an original line-up of five premium craft gins, SSL has expanded to an enriched array of eight products, including introducing two premium craft rums.
- Geographic Reach:**  
 Expanded from 7 to 15 markets, now including a more robust domestic presence across 11 states, 3 international markets, and extended travel retail locations.
- Volume and Revenue Growth:**  
 SSL reported a significant volume surge from 12K to 22K cases (86% growth YoY) and nearly doubled its revenue to ₹ 19.4 crores in FY24, showcasing robust market acceptance and operational scaling.

## Strategic Highlights and Recognition

- Capital Ingestion:**  
 TI's strategic investment of ₹ 9.75 crores for a 10% stake has fueled SSL's growth and bolstered its market positioning against other craft gin ventures.
- Market Leadership:**  
 SSL's Samsara Pink Gin continues to gain traction as a consumer favourite, complemented by the successful launch of Sitara Rum.
- International Acclaim:**  
 Both brands have gained international acclaim, having been showcased at global platforms like the Cannes Film Festival, World Economic Forum, and G20 Invest India Conference.
- Distribution and Social Media Impact:**  
 SSL's products are now featured across over 2300 retail and 200 HORECA outlets, with substantial social media engagement metrics, including 20 million views and 2 million shares.



# Navigating Tomorrow: Our Strategic Vision

## Charting the Course: Strengthening Foundations

- **Profitability and Cash Flow:**  
Prioritise robust financial health through enhanced profitability measures and efficient cash flow management.
- **Debt-Free Ambition by FY25:**  
Aggressively reduce debt to achieve a net debt-free status, strengthening our financial resilience.
- **Capital Efficiency:**  
Sharpen focus on optimising working capital to fuel our growth and operational efficiency.
- **ROCE Enhancement:**  
Target significant improvements in Return on Capital Employed to maximise investor returns.
- **Asset-Light Strategy:**  
Continue leveraging an asset-light model to minimise capital expenditure and maximise agility.

## Elevating Brand Presence: Building Lasting Connections

- **Youthful Branding:**  
Position brandy as a vibrant, exciting choice for the youthful consumer, enhancing its aspirational appeal.
- **Marketing Investment:**  
Boost marketing efforts to build long-term brand equity and deepen market penetration.
- **Market Share Growth:**  
We will continue to expand our market share in the brandy segment, focusing on consumer engagement and loyalty.

## Accelerating Growth: Expanding Horizons

- **Brandy Leadership:**  
Fortify our top position in the brandy market with innovative product launches and strategic pricing models.
- **Category Expansion:**  
Venture into new product categories and explore regional markets to diversify our portfolio.
- **Craft Spirits Innovation:**  
Engage in both organic growth and strategic partnerships to dominate the craft spirits sector.
- **Profit-Driven Initiatives:**  
Ensure that new ventures in the Prestige & Above segment are profitability-focused.



# Driving Success: Celebrating the Families Behind Tilaknagar's Wheels

At Tilaknagar Industries, our truck drivers are integral to our operations, serving as the vital link in our supply chain that ensures our spirits are delivered to every corner, every day. They are not our direct employees, but their commitment is crucial to us. This dedication is supported by their families, the unsung heroes who are just as essential behind the scenes and the wheels.

## Honouring Our Truck Drivers at Tilaknagar Industries



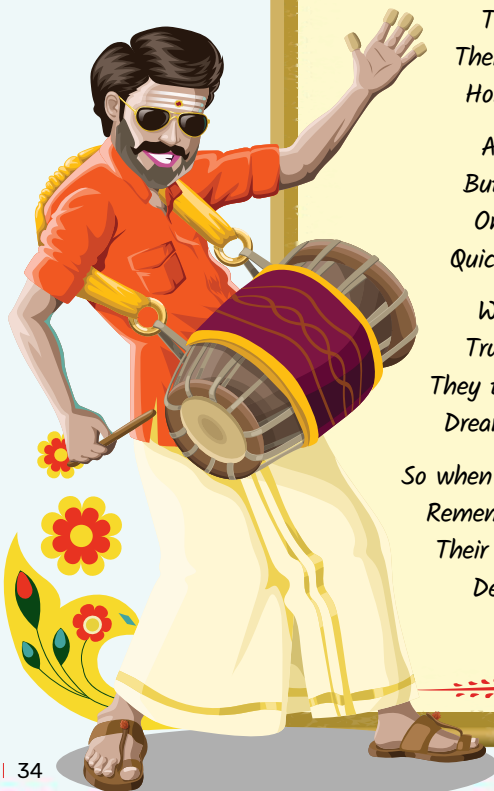
*Every morning at home starts with a yawn,  
Coffee brewing as a new day is born.  
People get ready in their usual way,  
Safe in their routines day after day.*

*Yet on highways, beneath the broadening glow,  
Truck drivers stir before roosters' crow.  
Their morning starts with the engine's roar,  
Home is a memory, and the road is more.*

*At dinner time, families gather around,  
But truckers are eating whatever is found.  
On lonely stops far away from their kin,  
Quick meals in quiet as their evenings begin.*

*When it's time for most to go to sleep,  
Truck drivers have long schedules to keep.  
They take short breaks, try to rest in their seat,  
Dreaming of home makes it somewhat sweet.*

*So when you see trucks on the road, passing through,  
Remember, they carry essentials for you and me.  
Their days and nights are spent behind wheels,  
Delivering everything amidst their meals.*



# HORN OK PLEASE

**Buri nazar wale  
tera muh kala**

**Dimag mat kha,  
khana kha**

**Tum driver ho,  
pilot na bano**

**Babumoshai!  
Zindagi lambi nahi,  
badi honi chahiye**

**Waqt se pehle,  
naseeb se jyada,  
kabhi nahi  
milta**

**Pi ke wheel,  
Seedha deal,  
Khatre ki feel**

**Sharab ke  
sath steering,  
na karo  
aisi daring**

**Mat karo  
driving se masti,  
life nahi hai  
sasti**

**Helmet laga,  
jaan bacha**



<p><b>1. Mr. Amit Dahanukar</b> <i>Chairman &amp; Managing Director</i></p> <p>SRC RMC FC</p>	<p><b>5. Maj Gen Dr Dilawar Singh (Retd.)</b> <i>Independent Director</i></p> <p>AC NRC SRC</p>	<p>AC Audit Committee</p> <p>NRC Nomination and Remuneration Committee</p>
<p><b>2. Mrs. Shivani Amit Dahanukar</b> <i>Executive Director</i></p> <p>RMC CSR FC</p>	<p><b>6. Mr. Kishorekumar G. Mhatre</b> <i>Independent Director</i></p> <p>AC NRC RMC</p>	<p>SRC Stakeholders' Relationship Committee</p> <p>RMC Risk Management Committee</p>
<p><b>3. Ms. Swapna Shah</b> <i>Non-Executive Director</i></p> <p>AC NRC CSR FC</p>	<p><b>7. Mr. Satish Chand Mathur</b> <i>Independent Director</i></p>	<p>CSR Corporate Social Responsibility Committee</p> <p>FC Finance Committee</p>
<p><b>4. Mr. C R Ramesh</b> <i>Whole-time Director</i></p>	<p><b>8. Ms. Aparna Praveen Chaturvedi</b> <i>Independent Director</i></p> <p>AC SRC CSR</p>	<p>Shaded Chairman / Chairperson</p> <p>Member</p>

# BOARD OF DIRECTORS

## Mr. Amit Dahanukar

*Chairman & Managing Director*

He is a graduate in Electrical Engineering with a Master's in Engineering Management from Stanford University, U.S.A. He provides strategic direction for TI's future initiatives and is also responsible for its various alliances and collaborations.

## Mrs. Shivani Amit Dahanukar

*Executive Director*

She has a Master's in Business Administration (MBA) degree from the University of San Francisco and is a graduate in Law from the Government Law College (GLC), University of Mumbai. She spearheads the community welfare activities of the Group in the fields of nutrition, primary education and healthcare.

## Ms. Swapna Shah

*Non-Executive Director*

She holds MBA degree from University of Missouri and has also studied International Business Management from Kellogg School of Management - Evanston, Illinois. She has over three decades of experience in business development, strategy, marketing, offer management, end-to-end solutions, supply chain, quality and business operations. She has held leadership positions in Lucent Technologies (USA), Alcatel-Lucent (USA), Alcatel-Lucent India, and Nokia. She also worked as a Business Partner with U.S. Telecom (USA) and Internat Chemicals & Allied Products, Inc. (USA).

## Mr. C. R. Ramesh

*Whole-Time Director*

He is a Graduate in Science having 41 years of rich and versatile experience in liquor manufacturing operations. He has considerable knowledge of various aspects relating to the Company's affairs and long business expertise.

## Maj Gen Dr Dilawar Singh (Retd.)

*Independent Director*

He is a triple post graduate and an alumni of Delhi University, Chennai University, Devi Ahilya University, Osmania University and IIM Indore. He was the Head of the Largest Youth Organisation of the Government of India (NYKS), and initiated several innovations for youth development and empowerment. He has been involved with capital procurement, planning, execution and financing of major procurements for the Indian Army. Presently, he advises the industry on defence, homeland security, youth affairs, sports and new technologies and is a part of numerous sports organisations across many countries.

## Mr. Kishorekumar G. Mhatre

*Independent Director*

He is a graduate in Law from the GLC, University of Mumbai. An Advocate, he has over three decades of experience in the legal profession (matters relating to litigation-commercial & constitution, arbitrations, writ petitions, criminal proceedings & application, copyrights, co-operative banks and cooperative societies, public trusts, IPC – drafting & handling complaints, Consumer Protection Act, Information Technology Act, Essential Commodities Act, National Green Tribunal Act, Anti Corruption Act and Enforcement Directorate matters, among others). He is also affiliated to various social, financial and educational organisations/institutions in the capacity of trustee/legal advisor/ secretary.

## Mr. Satish Chand Mathur

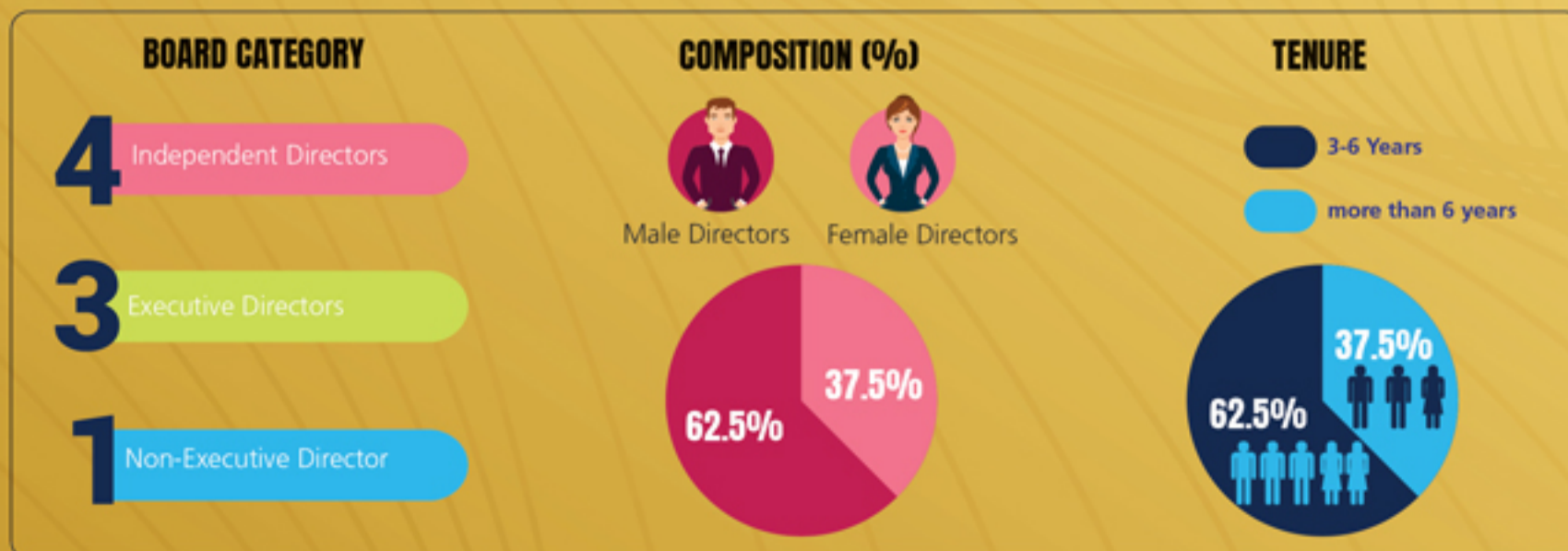
*Independent Director*

He is a 1981-batch Indian Police Service (IPS) officer. Prior to joining the Company, he was serving as Maharashtra's Director General of Police. He earlier headed the Maharashtra's Anti-Corruption bureau (ACB) for three months. He also served as Commissioner of Police, Pune from March 2014 to April 2015. Between October 2002 and October 2012, he served as the Director, Air India and was instrumental in restructuring of the airline's finances and introduction of austerity measures. He also acted as Managing Director of the Maharashtra State Police Housing and Welfare Corporation.

## Ms. Aparna Praveen Chaturvedi

*Independent Director*

She holds MBA degree in Finance from University of Lucknow and has also received coveted Chevening Scholarship at Manchester Business School. She has over 36 years of experience with financial institutions like UTI AMC Ltd. (Mutual Fund), ASREC (Asset Reconstruction Company) and PICUP (State Financial Corporation). She has been a member of various committees constituted by Ministry of Finance, Association of ARCs, etc. She has vast experience in fund management (domestic and offshore funds), raising offshore funds, resolution & reconstruction of nonperforming and stressed assets, project appraisal & financing, credit rating, private equity investments, corporate insolvency, equity research, marketing of mutual fund products and sales resources training.





# LEADERSHIP TEAM



**Abhinav Gupta**  
*Chief Financial Officer*



**Minuzeer Bamboat**  
*Company Secretary*



**Ahmed Rahimtoola**  
*Chief Marketing Officer*



**Ameya Deshpande**  
*President*  
Strategy & Corporate Development



**Yuvraj Singh Som**  
*Vice President*  
Strategy & Operations



**Tarun Behl**  
*Vice President*  
Works



**V. Srinivasaraghavan**  
*Assistant Vice President*  
Production & Operations



**Sreemoy Khan**  
*Assistant Vice President*  
Sales (East and South)



**Sreerama Swamin**  
*General Manager*  
National Trade Marketing



**Hemangi Joshi**  
*General Manager*  
Legal



**Niki Shingade**  
*General Manager-*  
Legal and Secretarial



**Shankar Pawar**  
*General Manager*  
Accounts & Finance



**S Balakumar**  
*General Manager*  
Production & Operations



**K Kumarsamy**  
*General Manager*  
Quality



**Dhananjay Shukla**  
*General Manager*  
Production & Operations



**Mahesh Phansalkar**  
*Deputy General Manager*  
Projects



**T Sreedhar**  
*Deputy General Manager*  
Sales



**Udayakumar K**  
*Deputy General Manager*  
Sales



**Chandran Naveen**  
*Deputy General Manager*  
Sales



**Anish Ashesh**  
*Deputy General Manager*  
Sales & Marketing



**Bhavin Desai**  
*Deputy General Manager*  
Costing and MIS



**Anand KC**  
*Deputy General Manager*  
Accounts & Finance

**“A leader is one who  
knows the way,  
goes the way,  
and shows the way.”**









# Young India Power: TI's Pride and Progress

*Our team is our strength in our pursuit of excellence. We are creating a supportive and empowering workplace that reflects 'The Spirit of New Bharat—Nation's Pride in Every Pour.' Every employee's growth is crucial, embodying our national pride.*

*At Tilaknagar Industries, we get ideas from the energy and creativity of young people in India. We are in the middle of New Bharat, and our team is a blend of young talent & experienced professionals, bringing fresh ideas that drive us forward. We create products and build our brand in a way that appeals to all parts of society, especially youth. We are not just keeping up — we are leading the way. We want to be a leader in India's economic and cultural regrowth. With each product we make, we put this youthful energy into building a reputation that makes us proud and successful worldwide.*

## Campus Recruitment Success at VSI Pune

TI conducted a successful campus recruitment drive on October 2023 at Vasantdada Sugar Institute, Pune, pinpointing fresh talent for our dynamic team. We shortlisted eight promising students who commenced training on January, 2024, at our Shirampur facility. This initiative not only filled four new positions of Quality Chemists for our Production team for FY24 but also led to the successful regularisation of all candidates after their training period, bolstering our workforce with skilled individuals ready to contribute to our ongoing success.

## POSH Training for TI Employees FY24

Conducted virtual POSH (Prevention of Sexual Harassment) training sessions for all TI employees at the beginning of FY24. This training session was critically important to ensure that all employees know the behaviours that constitute sexual harassment, understand the implications, and know how to address and report incidents if they occur. It reinforces TI's commitment to maintaining a safe and respectful work environment for everyone and promoting an inclusive culture.

## Sales Training for Excellence

TI conducted comprehensive sales training in 2024 for more than 50 frontline sales executives across India. The training focused on essential behavioural skills such as Teamwork and Collaboration, Effective Communication, Self-Confidence and Personality Development, Analytical Thinking, and Adaptability. The sessions were conducted offline in Hyderabad and Kolkata. The training was led by skilled instructors and included real-world industry examples and interactive exercises to apply the concepts practically.





## Celebrating Together at Tilaknagar Industries

At TI, fostering a vibrant workplace culture is pivotal. Throughout 2023 and 2024, we've celebrated major festivals like Diwali, Christmas, and Holi, bringing employees together in a festive, inclusive atmosphere. These celebrations are a cornerstone of our commitment to maintaining a connected and spirited work environment. Through these shared moments, we honour diverse traditions and strengthen the bonds within our team, underscoring our belief in unity and collective joy. These gatherings are more than just events — they reflect our core values in action, celebrating every colour of the human spirit under the umbrella of TI's family.

## Mediclaim Insurance Enhancement for Families

TI has extended its group health insurance coverage to include parents, and parents-in-laws along with employees and their immediate family. This inclusion is significantly cost-effective compared to individual parental health plans available in the market and offers comprehensive benefits. Coverage extends to all pre-existing diseases with no waiting period and parents can get immediate protection from the policy's start date. Additionally, no prior health check-ups are required to avail of this benefit, ensuring seamless access to necessary healthcare services.



# TI Cares: Empowering Communities, One Step at a Time

In partnership with Shrimati Malati Dahanukar Trust (SMDT), the following highlights our impactful FY 2023-2024 initiatives.

## Healthcare Treatment:

*Nurturing Health, Cultivating Futures*

- Child Nutritional Assessments: **1,950 children** aged 0-6 years assessed
- Pregnancy Support: **107 pregnant mothers** were reached through 20 pregnancy club activities
- Online Nutrition Seminars: **8,236 participants** across various sessions
- Phone Counselling: **3,365 beneficiaries** were counselled via phone
- Students Assessed: **400 school children** received anthropometric measurements and reports
- **Training on First 1,000 Days – Maternal & Child Nutrition** Participants: **2,014** government frontline workers and NGO staff

## Supply of RO Water:

*Healthy Lives, Bright Futures*

Total Water Distributed: **89,00,000 liters at multiple locations in Ahmednagar District** to provide safe drinking water to communities through R.O water systems.

## Sports and Fitness Outreach:

*Uniting Through Sports, Inspiring Through Action*

- Total Students Benefited: **4,366**
- Schools Covered: **40 ZP** schools and Kridamandal
- Children Engaged in Tilaknagar Industries Limited Sports Club: **6,994**

## Education Initiatives:

*Bringing Education to Every Doorstep*

- Free education provided to Dahanukar Vidyalaya, Tilaknagar (DVT) for **750 children and 100% pass rate**
- Providing education to **142 students** in College for Science and Commerce at subsidised fees

## Environmental Sustainability Initiatives:

*Sustainability Today for a Greener Tomorrow*

- **4,178** across Maharashtra in areas like Chiplun and Shirampur
- With 4 Gram Panchayats: **600 trees**
- Miyawaki Jungle at Tilakpark: **670 trees**
- Utility Trees Planted: **108**
- Kitchen Gardens: Established for **189 families**

Join us in building a better world, one project at a time!



## Ravindra Chabuksvar

### Athlete's Victory Over Cancer and Addiction

In the heart of our sports programme, a remarkable story of courage unfolded, highlighting the spirit of an athlete. His journey began in the shadow of adversity—battling a severe addiction to tobacco that led to a diagnosis of tongue cancer, a challenge daunting enough to test the strongest of wills. Facing a life-altering surgery that removed his entire jaw and throat,

he confronted not only physical hurdles but profound personal ones. Yet, this young warrior refused to succumb to despair.

Armed with sheer determination and the support of our programme, he not only defeated cancer but also vanquished his addiction. His return to the sports field was nothing short of heroic, a testament to the power of human resilience and the transformative impact of our sports initiative. Today, his journey inspires countless others within our community, a powerful reminder of how perseverance, support, and opportunity can forge extraordinary transformations.

At TI-SMDT, we celebrate this remarkable recovery and the spirit that turned adversity into triumph. Stories like his drive us to continue nurturing an environment where everyone can overcome challenges and achieve greatness. His victory is not just his own—it's a victory for all of us, proving repeatedly that the human spirit knows no bounds.



## Preserving the Pride:

### TI's Commitment to Tiger and Wildlife Conservation

TI, in collaboration with the Earth Brigade Foundation, is actively involved in tiger conservation efforts. To mitigate human-wildlife conflicts during the dry summer months, we've implemented a solution by installing solar-powered water pumpsets within forests. This initiative ensures that wildlife, including tigers, can access water within their natural habitat, reducing their need to venture near human settlements.

Our joint projects with the Earth Brigade Foundation have successfully installed these systems in the Pilibhit, Kanha, and Corbett Tiger Reserves, supporting both Indian and global efforts to conserve tiger and other wild life population.

*The tigress in the photo has a Trishul-like mark on her face, hence the name Trishula.*

# Sustainability in Action: BRSR Highlights FY 23-24

*TI has made significant strides in advancing its sustainability agenda. This year, the Company enhanced its commitment to environmental stewardship by increasing the use of recycled glass bottles in southern markets, aligning with its goal to minimise resource usage and waste. We have streamlined our supply chain operations by reducing the weight of our glass bottles and eliminating monocartons in select brands and regions, thereby reducing paper consumption and waste generation.*

## Recycled Glass Bottle Usage

Tilaknagar Industries has increased the proportion of recycled glass bottles to 24% of total consumption in southern markets, enhancing sustainability in operations.

## Sustainable Supply Chain Initiatives

- Lighter glass bottles have been introduced, reducing material use and conserving resources.
- Monocartons have been phased out in specific brands and regions, minimising paper waste.

## Operational Safety and Compliance

- Achieved zero incidents related to safety, showcasing an exceptional safety record.
- No employee complaints about working conditions, health & safety, or human rights were recorded.
- Maintained robust data security with no breaches, ensuring the safety of the Company and customer data.
- Conducted comprehensive health check-ups for all employees, emphasising health and preventive care.



# CORPORATE INFORMATION

## BOARD OF DIRECTORS

### Executive Directors

**Mr. Amit Dahanukar**

Chairman & Managing Director

**Mrs. Shivani Amit Dahanukar**

Executive Director

**Mr. Chemangala**

**Ramachar Ramesh**

Whole-Time Director

### Non-Executive Director

Ms. Swapna Vinodchandra Shah

### Independent Directors

Dr. Ravindra Bapat (till March 31, 2024)

Mr. C.V. Bijlani (till March 31, 2024)

Maj Gen Dr. Dilawar Singh (Retd.)

Mr. Satish Chand Mathur

Ms. Aparna Praveen Chaturvedi

Mr. Kishorekumar G. Mhatre

### Chief Financial Officer

Mr. Abhinav Gupta

### Company Secretary

Ms. Dipti Todkar (till July 17, 2023)

Mr. Minuzeer Bamboat

(w.e.f January 15, 2024)

### Statutory Auditors

M/s. Harshil Shah & Company

Chartered Accountants

### Internal Auditors

M/s. Akord & Co.,

Chartered Accountants

### Cost Auditors

Dr. Netra Shashikant Apte

Cost & Management Accountant  
(till FY 2023-24)

CY & Associates

Cost Accountants from FY 2024-25

### Secretarial Auditors

M/s. V. M. Kundaliya & Associates  
Practising Company Secretaries (till  
January 16, 2024)

M/s. Mitesh J. Shah & Associates

Practising Company Secretaries (from  
February 12, 2024)

### Advocates & Solicitors

W.S.Kane & Co.

Advocate Umamaheshwar Rao

Holla & Holla

Inttl. Advocare

Kunal Bhanage

Fox Mandal

### Financial Institution

Edelweiss Asset Reconstruction

Company Limited (till August 10, 2023)

### Banker

Kotak Mahindra Bank Limited

### Registered Office & Works

P.O. Tilaknagar, Tal. Shrirampur, Dist.  
Ahmednagar, Maharashtra-413720, India

Tel: (02422) 265123 /265032

Fax: (02422) 265135

E-mail: [regoff@tilind.com](mailto:regoff@tilind.com)

Website: [www.tilind.com](http://www.tilind.com)

### Corporate Office

3<sup>rd</sup> Floor, Industrial Assurance Building,  
Churchgate, Mumbai-400020,  
Maharashtra, India

Tel: (022) 22831716 / 18

Fax: (022) 22046904

E-mail: [tiliquor@tilind.com](mailto:tiliquor@tilind.com)

### Registrar & Share Transfer Agents

**Bigshare Services Pvt. Ltd.**

Office No S6-2, 6<sup>th</sup> Floor, Pinnacle  
Business Park, Next to Ahura Centre,  
Mahakali Caves Road, Andheri  
East, Mumbai-400093

Tel: (022) 62638200

Fax: (022) 62638299

E-mail: [investor@bigshareonline.com](mailto:investor@bigshareonline.com)

Website: [www.bigshareonline.com](http://www.bigshareonline.com)

### Shares Listed at

BSE Limited ( 507205)

National Stock Exchange  
of India Limited (TI)

### Corporate Identification Number (CIN)

L15420PN1933PLC133303

### E-mail ID for Investor

### Correspondence

[investor@tilind.com](mailto:investor@tilind.com)

### ANNUAL GENERAL MEETING

89<sup>th</sup> Annual General Meeting is  
scheduled to be held on Friday,  
September 27, 2024 at 10.30 a.m.

IST through Video Conferencing

('VC') /Other Audio Visual

Means ('OAVM')

# Management Discussion and Analysis

## ECONOMY OVERVIEW

### Global Economy Overview

As per IMF's World Economic Outlook released in April 2024, global economy is estimated to have grown at 3.2% in CY 2023, showing surprising resilience despite global disinflation of 2022-23. As inflation subsided from its mid-2022 peak, economic activity steadily grew, defying warnings of stagflation and global recession. Growth was driven by demand side factors like greater than expected government spending and household consumption as well as supply side factors like labor force participation. Growth was further aided by substantial savings, which had accumulated during the pandemic, especially from households in major advanced economies, which more than offset the impact of rate hikes by central banks, undertaken to restore price stability.

As per the International Monetary Fund's (IMF) April 2024 outlook, the global economy would grow by 3.2% in CY 2024 as well as CY 2025 i.e. at similar levels as in CY 2023, with Emerging and Developing Asian economies like India, Vietnam, Indonesia and Philippines leading the way.

### Indian Economy Overview

As per the Monetary Policy Report released by RBI in April 2024, India's real GDP is expected to have grown at 7.6% in FY24, underpinned by strong investment activity. The same is expected to grow at 7% in FY25. Additionally, headline CPI inflation is estimated to have moderated to 5.4%, with October 2023 to February 2024 seeing inflation at 5.3% vs. 5.5% for H1 FY24. Moreover, core inflation (CPI excluding food and fuel) has been on a steadily declining path, at 3.4% in February 2024.

## INDIAN LIQUOR INDUSTRY OVERVIEW

India's liquor industry is one of the fastest growing as well as fastest evolving liquor markets in the world. India has become a big opportunity for international brands as well as homegrown craft and artisanal brands. With 65 mn people being added to the 'legal drinking age' over the next five years (Source: IWSR), the demographics are also in favour of the industry, especially for innovative alcobev products.

As per IWSR Drinks Market Analysis Report published in May 2024 ("IWSR Report"), the overall Spirits or IMFL industry size was 382 mn cases in CY 2023, growing at 3.8% over CY 2022.

From a region perspective, South India continues to be the largest alcobev consuming region, with an almost 60% share, followed by the North, West and East regions.

Within IMFL, Whisky is the largest category with 66% share, followed by Brandy as the second largest category at 19%, and then followed by Rum at 13%. Vodka and Gin enjoy a market share of low single digits (Source: IWSR Report).

While FY 2023 had seen low double digit volume growth, FY 2024 has been characterized by significant challenges for the industry, leading to low single digit growth. Some of the impact variables have been increase in excise duty rates in India's largest IMFL consuming state i.e. Karnataka, as well as a very volatile inflationary scenario in the key raw material of ENA, impacting profitability and hence supply of IMFL products, especially in the Popular & Below segments.

Despite all the challenges, the premiumization trend continues to play a big role in the evolution of the alcobev industry. While Indian Craft Gin continues to do well, we have seen other luxury categories like Indian Single Malts also coming to the party. We believe that this kind of exuberance for Indian-made luxury alcobev products will extend to other categories like Brandy as well.

At home consumption of alcohol is also on the rise, with a plethora of brands coming up in the 'Ready to Drink' space.

As per IWSR, developing beverage alcohol markets are expected to drive most of the growth in value terms for beverage alcohol over the next five years, with India being one of the countries spearheaded the growth.

## GROWTH DRIVERS FOR THE INDUSTRY

### Favourable demographics

India is one of the youngest countries in the world. In fact, alcohol consumption growth is closely linked to a favourable demographic dividend. IMF predicts two in every three new working-age entrants over the medium term will come from India and sub-Saharan Africa. Further, from an alcohol consumption demographic perspective, IWSR predicts that India will have 65 mn people being added to the 'legal drinking age' over the next five years.

### Increasing disposable income levels

As per IMF, India will be one of the fastest growing countries in terms of per capita GDP. With a fast-growing demographic dividend as well as being one of the fastest growing economies in the world, the disposable income levels in India are expected to expand significantly. This growth in disposable income levels is expected to further increase consumption of alcoholic beverages, especially in the premium segment of the industry.

### ***Premiumisation trend***

With growing income levels and increasing world exposure, consumers today are moving towards 'drink less, but better'. This is also very visible in industry growth trends. Brandy as a category grew in low single digits in FY 2024 but saw a high single digit growth in the 'Prestige & Above' segment. In addition, there has also been an increasing interest in luxury and premium products, as has been seen in the high growth witnessed in the Craft Gin and Single Malt space.

### ***Spirit of provenance – Indian brands making a mark for themselves***

Gone are the days when foreign brands were seen as being of superior quality vis-à-vis Indian brands. And while this trend has been seen across consumer segments, nowhere has it been more visible than in the alcohol beverages industry. There is a very clear movement from foreign brands to Indian brands. A good example of this being Indian craft gins, wherein Indian premium brands have grown at 40% in CY 2023 over CY 2022 vs. 19% for overall premium gins. Moreover, Indian premium gins now have a 46% share of premium gin in CY 2023 vs. 26% in CY 2019.

### ***Increasing trend of 'at-home' consumption, cocktail culture and social drinking***

What began as a somewhat 'forced' behavioural change due to the pandemic has now steadily become a norm. 'At-home' consumption of alcoholic beverages has increased significantly, and with that there has been a steady increase in consumption of premium products as well as growth of cocktail culture. With increasing social drinking opportunities as well as more women being a part of the workforce, we are seeing an increasing trend of healthy consumption among women

### ***Experience-focused retail evolution***

In today's world, consumers are looking for experiences; not only in consumption but also in their shopping journey. India is seeing some progressive excise policy developments which have made shopping for alcoholic beverages enjoyable. The increasing presence of experiential walk-in stores is also leading to consumer awareness of available products, enabling them to buy and consume products as per their actual needs.

### ***Experimental attitude towards alcohol beverages' consumption***

Consumers of alcoholic beverages have become more experimental in their drinking habits, enabling multiple innovations in the alcohol beverage industry. These innovations are not only limited to the actual product itself, but also packaging and drinking rituals.

### ***Flavoured spirits gaining favour with consumers, especially in the mass-premium segments***

Flavoured spirits are one of the fastest growing segments within the alcoholic beverages space. And unlike what has been seen traditionally, growth in flavoured spirits is not only seen in white spirits, but brown spirits like Brandy as well. Flavoured spirits are also gaining favour with women consumers.

## **COMPANY OVERVIEW**

Tilaknagar Industries Limited (hereafter referred to as "TI" or "the Company"), was founded in 1933 as The Maharashtra Sugar Mills Limited by Shri Mahadev L. Dahanukar. In the 1970s, the Company started making alcohol and quickly became one of the most well-known manufacturers of alcohol brands in India.

TI is the fastest growing IMFL companies in India for the second year in a row. It is the maker of India's highest-selling premium brandy, Mansion House Brandy. The Company sells over 15 different brands of brandy, whisky, gin, rum, and vodka. TI's brandy labels primarily occupy the Prestige & Above segments.

TI's manufacturing operations are carried out across 19 units, including 4 owned units and 15 contract manufacturing units, with the mother plant located in Shirampur, Ahmednagar district, Maharashtra. In Shirampur, TI also has a 100 KLPD grain-based distillery and a 50 KLPD molasses-based distillery.

TI sold 11.2 million cases in FY24, an increase of 15.7% compared to industry growing at low single digit growth over the same period. Given the significant saliency of brandy within the portfolio (94% of entire portfolio volumes is contributed by brandy), Southern India, which is the major consumer of brandy, also has a lion's share of its portfolio i.e. 86%.

Within the top 6 southern states of Karnataka, Telangana, Tamil Nadu, Andhra Pradesh, Kerala and Puducherry, TI has increased its market share from 3.6% in FY23 to 4.2% in FY24 i.e. a significant 60 basis points improvement.

This improvement in market share is even more stark in the brandy category, increasing market share from 9.4% in FY23 to 11.1% in FY24, an improvement of 160+ basis points.

TI continued to be the largest IMFL player in its lighthouse market of Puducherry and became the third largest IMFL P&A player in Telangana and Karnataka. What makes this effort remarkable is the fact that not only is Karnataka the largest IMFL consuming state and Telangana one of the largest IMFL P&A states in India, but also that both these markets are predominantly whisky consuming states.

This growth in market share has been driven by both of TI's millionaire brands i.e. Mansion House Brandy and Courier Napoleon Brandy. While Mansion House Brandy sold more than 8.5 mn cases in FY24, Courier Napoleon Brandy sold more than 1.7 mn cases in FY24, registering a 49.9% growth for the year.

This strong growth was driven by doubling down on improving width and depth of distribution, as well as more focused visibility drives.

The Company enjoys a strong distribution network across the country, primarily selling through state corporations, direct sales and distributors. It also exports its products to Africa, the Middle East, East and South-East Asia and Europe.

## Strengths

**Mansion House Brandy and Courier Napoleon Brandy** – Two of the largest selling and fastest growing brandies in India

**Distribution strength** – Products sold across 40,000+ outlets across the country

**Wide manufacturing footprint** – Manufacturing undertaken across 4 owned units and [15] contract manufacturing units

**Low debt levels** – Supporting strong cash flows and enabling business agility towards market opportunities as well as lowering risk on account of any potential softness in consumption

## Product Portfolio

TI's product portfolio is predominantly in the Prestige & Above segment and across categories, namely brandy, rum, whisky and gin.

### Brandy

Brandy contributes highest to the IMFL sales of the Company. Some of the brandy brands are:

- **Mansion House Brandy (MHB) – the fastest growing brandy brand in the world**

As per Drinks International's latest report, 'The Millionaires' Club 2024', Mansion House Brandy continued to be the largest selling brandy in India and the second largest selling brandy globally in CY 2024.

- **Mansion House Flavoured Brandy (Flandy)** – Flandy currently comes in 4 flavour variants;

Orange, Cherry, Peach and Green Apple. Flandy is India's first premium flavoured brandy and as of March 2024, selling in the states of Telangana, Puducherry, Andhra

Pradesh and Sikkim. Flandy already enjoys a 5%+ share of MHB volumes in the relevant states in FY24.

- **Courier Napoleon Brandy (CNB)** – TI's second 'Millionaire' brand. Variants of CNB stride across Deluxe to Super Premium segment. CNB has seen a 49.9% growth in volumes FY24, selling more than 1.7 mn cases. As per 'The Millionaires' Club 2024', CNB was the second fastest growing brandy globally and the third fastest growing spirits brand globally in CY 2023.

### Rum

Madiraa, the Company's rum brand, is well-known in India for the unique flavours it offers in the niche rum market. The Company also launched White House Rum, a rum in the Semi-Premium segment, in its key state of Kerala in FY24.

### Whisky

Mansion House Whisky and Senate Royale Whisky are the two brands under which TI participates in the Whisky market category.

### Gin

Even though its contribution to total sales is modest, the Company has been expanding the distribution of its gin brands. Blue Lagoon Gin is now the fourth biggest brand in TI's brand portfolio. In FY24, the Company launched two new flavours i.e. lemon and plain gin.

### Brandy

- Brandy focus to drive growth over next 18 months, post which other non-brandy categories will also contribute to growth
- Luxury portfolio foray in FY25
- Meeting price-need gaps (price laddering in Brandy); introduce a brandy brand in every premium price point
- Continue focus on premiumization and making brandy more aspirational, youthful and fun

### Non-Brandy

- Focus on category and regional diversification
- Launch of non-brandy brands in the premium and mass premium segments
- Initial focus on launching in distribution strong states of South, East and North-East India
- Craft play through distribution partnerships

## FINANCIAL PERFORMANCE

### Consolidated results

The sales volume increased by 15.7% from 9.6 mn cases to 11.2 mn cases in FY24.

The Revenue from Operations (net of excise duties) increased 19.7% in FY24, from ₹ 1,164.4 Crores to ₹ 1,394.0 Crores. The increase in revenues was due to an increase in both volumes and NSR per case, which rose to ₹ 1,282 per case in FY24, a 7.1% increase over FY23.

EBITDA increased by 35.2% in FY24, from ₹ 137.2 Crores to ₹ 185.4 Crores, with EBITDA margin expanding 152 basis points from 11.8% to 13.3%. This expansion in margins has been despite the persistent inflationary pressures on input costs, especially in the key raw material of ENA. The margins have expanded on account of a mix of robust premiumization drive within the portfolio, certain price increases received in our key states like Telangana, cost optimization initiatives and operating leverage.

Profit after tax (excluding exceptional items) increased 95.3% in FY24, from ₹ 72.2 Crores to ₹ 141.0 Crores due to improved operating profitability as well as reduction in finance costs from

₹ 40.2 Crores to ₹ 26.7 Crores, on account of reduction in debt during the year.

### Debt

Debt decreased by more than ₹ 130 Crores between March 31, 2023 and March 31, 2024, from ₹ 250 Crores to ₹ 119 Crores. Net debt decreased from ₹ 182 Crores as of March 31, 2023 to ₹ 74 Crores as of March 31, 2024. In Q2 FY24, the Company refinanced the Edelweiss ARC ("EARC") debt from Internal Accruals & a fresh Term Loan facility from Kotak Mahindra Bank ("Kotak Bank") of ₹ 130 Crores. As per original terms, this loan is to be repaid in 4 years. As of March-24, the Company has already prepaid a significant amount of this debt, which now stands at ₹ 66 Crores.

In addition, CRISIL has assigned a CRISIL A-/Stable rating in Q4 FY24. The rating has been assigned for term loan facility of upto ₹ 150 crore and for working capital facility of upto ₹ 50 crore. The rating reflects the healthy business risk profile of TIL backed by its established leadership position in the brandy segment aided by strong brands such as Mansion House and Courier Napoleon, improving operating efficiency as well as financial risk profile. On the back of this rating, the Company has been able to reduce the interest rate on Kotak Bank term loan from 13% to 9.95% effective Q1 FY25.

## RATIOS ANALYSIS

The key financial ratios of the Company are as under :

Sr No	Particulars	2023-24	2022-23	% of Change
(i)	Debtors Turnover	7.88	8.77	(10.81)%
(ii)	Inventory Turnover	6.53	6.56	(0.44)%
(iii)	Interest Coverage Ratio	7.60	3.48	118.03%
(iv)	Current Ratio	2.35	1.28	83.00%
(v)	Debt Equity Ratio	0.18	0.52	(65.44)%
(vi)	Operating Profit Margin (%)	49.15%	47.08%	4.41%
(vii)	Net Profit Margin (%) (Excluding Exceptional Items)	10.47%	5.92%	76.79%

### Explanation for variation of 25% or more in Key Financial Ratios

- Interest Coverage Ratio :** The Earnings for the current year has increased. The finance cost has reduced due to prepayment of debts
- Current Ratio :** Efficient management of working capital, improvement in inventory control.
- Debt Equity Ratio :** Improvement in profitability. Pre-payment of debts
- Net Profit Margin (%) (Excluding Exceptional Items):** Growth in business, focus on premium brands and reduction of debts have resulted in higher profit.

### Outlook

The Company continues to be the largest player in the brandy category in India, with two millionaire brands. With continued focus on brandy and a strong innovation and launch pipeline, we expect to not only expand our market share within the brandy category, but also in overall IMFL through launches in other categories in the premium segments. The Company will continue with its premiumization and cost optimization efforts, enabling us to expand our profitability. The Company also expects to be net debt free within FY25.



## Opportunities

### ***Brandy and its nascent premiumization journey***

Despite being the second largest category within IMFL, Brandy as a category is dotted by multiple local players. We believe that there is tremendous opportunity to gain market share in the category on the back of revitalization of the category. This revitalization will be done through innovative launches in the premium segment, as well as communicating an aspirational and more inclusive narrative around the brandy category.

### ***Entry into non-brandy categories***

TI is one of the leaders in each of the major states it is present in, not only in terms of market share of brandy but also within overall IMFL industry. Given its brandy leadership, the Company has a very strong distribution network in Southern states like Telangana and Karnataka, both of which are whisky-dominant states. This will enable us to launch new products in these states despite the competitive nature of these categories.

### ***Increasing disposable incomes enabling premiumization journey***

**Experimental consumption behaviour of consumers enabling innovations in the alcoholic beverages space**

## Challenges

### ***Regulatory challenges***

The Indian alcohol business is highly regulated, and each state has its own rules with respect to indirect taxes and duties, which can impact business operations. In addition, there are multiple regulatory considerations with respect to pricing, licensing, plant set-up, marketing & advertising and distribution. All these rules and regulations serve to create barriers to entry for both new and existing players.

### ***Inflation***

While packing material costs saw some softening towards the second half of FY24, the prices of ENA were still inflationary. Such volatile inflationary scenarios can have a significant impact on the profitability of the industry.

### ***Dependence on some state governments to get price increases***

In some states, pricing decisions are decided by the respective state government, which could lead to a lag between increase in costs, owing to inflation, and increase in price for the manufacturers or brand owners.

## RISKS AND CONCERNS

Risk management is a crucial function that can have critical and severe effects on the business if it is not addressed in a timely manner. As a pan-Indian organisation with a global presence, the Company faces a number of risks. Listed below are some of the most significant risks and proposed mitigation strategies.

Sr. No.	Type of Risk	Nature of Risk	Risk Mitigation Factors / Measures
<b>A. EXTERNAL RISKS</b>			
1	<b>Regulatory Risk</b>	The IMFL industry is a high-risk industry, primarily on account of the high taxes and innumerable regulations governing it. As a result, liquor companies suffer from low pricing flexibility and have underutilized capacities, which, in turn, lead to low margins.	Unless the regulatory authorities come out with any adverse regulations affecting the industry, the business of the Company will not be affected as the Company is complying with the applicable rules and regulations in all the States where it is present.  The Company, having ensured supply side security and strong & well accepted brands will be able to strongly counter the challenges posed by any abnormal situation.
2	<b>Competition Risk</b>	The markets for IMFL industry are rapidly evolving and are highly competitive and the Company expects that competition will continue to intensify due to establishment of new capacities, expansion of existing capacities and consolidation of operations across the IMFL industry.	The Company is strongly positioned in designated markets commanding a premium for its products. The Company has adequate manufacturing and bottling facilities to ensure supply side security.  The brands have a very strong loyalty and steps have been taken to maintain the supply of the high contribution brands in the most profitable markets.

<b>B. INTERNAL RISK</b>		
<b>1 Concentration Risk</b>	A large percentage of the Company's turnover is derived from Southern India, where any unfavorable regulatory policy may impact its business. Also, the major portion of revenue of the Company is derived from brandy sales, exposing the Company to category vulnerability.	The Company is focusing aggressively on the Northeast market where it was not where the demand for brandy as well as Gin brands are good. Though in value terms, the markets continue to be small as compared to South India volumes, the company is taking small steps so as to diversify geographical risk keeping in mind the financial aspects. The company will also be exploring other markets going forward.
<b>2 Dependence on tie-up units</b>	The Company has arrangement with various tie-up units for manufacturing of its products due to which the Company has to depend upon third parties for its product requirements.	It is an industry practice to supplement production in own units with that in tie up units as having own production facility to cater to the entire demand will require huge capital expenditure that is neither feasible nor economical and nor desirable. Availability of bottling units in the major states where the company operates is not a constraint.
<b>3 Procurement Risk</b>	Any rise in cost of raw materials e.g., molasses and grains or packing materials e.g., glass, packaging material may affect the margins of the Company. Dependence on any supplier may expose the Company to supply risk.	The management is continuously exploring the possibilities for developing alternative / additional sources for procurement of raw material / packing materials. The company has more than one supplier for all its key raw material / packing material requirements. The company is also exploring ways to improving state wise and brand wise mix of profitable brands which would enable to negate the increase in the material cost.

## HUMAN RESOURCES

The Company's human resource management is dedicated to empowering employees to reach their full potential and align their growth with organizational objectives. Emphasizing individual strengths, the company recognizes that each employee possesses unique skills and talents that are vital to its success. This is fostered through an inclusive culture, offering flexibility and a challenging work environment that promotes personal development and job satisfaction. The company invests in employee development through training, structured learning pathways, and skill enhancement. Additionally, the integration of technology in business processes allows employees to focus on value-adding tasks and innovation. This comprehensive and forward-thinking approach prioritizes both individual and collective growth to drive the company's success.

## INFORMATION TECHNOLOGY

The Company views technology as a key pillar for organisational growth and business continuity. Innovations in technology enable processes and operational effectiveness. TI's data-driven platform with trusted software and hardware platforms drives seamless processes across the Company.

During the year, the following measures were taken

### a) Enhancing Cybersecurity:

The Company had engaged with a Vulnerability Assessment & Penetration Testing (VAPT) partner to conduct thorough comprehensive testing including White Box and Grey Box assessment, ensuring the identification and remediation of potential vulnerabilities in our systems.

### b) SAP Enhancement:

The company proactively identified and addressed various improvements within SAP system, including Enhancements in the MM (Materials Management) module and other modules.

These targeted improvements ensure our SAP system remains up-to-date, compliant, and aligned with evolving business requirements.

### c) Enhancing Security Measures:

To fortify the protection of our data and resources, we are currently undergoing a rigorous testing phase for the implementation of a cutting-edge Unified Threat Management (UTM) system. Upon successful implementation, this cutting-edge solution will offer advanced security features, providing an additional layer of protection to safeguard our sensitive information and resources.

## **INTERNAL CONTROL**

The Company has designed a reliable internal financial reporting and control system to record financial and operational information in accordance with all applicable internal controls and other regulatory compliance requirements. The Company's Internal and Statutory Auditors periodically review the internal control systems to ensure that day-to-day operations are conducted with minimal risk of fraud or other discrepancies.

The Audit Committee reviews the findings of the Internal and Statutory Auditors. This ensures the sustained adequacy and efficiency of internal controls. Additionally, the Board oversees

the Audit Committee's examination and ensures that prompt and adequate measures are taken to limit the risk and rectify the situation.

## **CAUTIONARY STATEMENT**

A statement in the Management Discussion & Analysis Report describing the Company's objectives, projections, estimates and expectations may be "forward-looking" within the meaning of applicable securities laws and regulations. Actual results could differ from those expressed or implied.

# Directors' Report

Dear Members,

The Directors hereby present 89<sup>th</sup> Annual Report along with the audited financial statements of the Company for the financial year ended March 31, 2024.

## 1. FINANCIAL HIGHLIGHTS

The summary of the Company's financial results for the financial year ended March 31, 2024 is furnished below:

(₹ in lacs)

Sr. No.	Particulars	Standalone	
		Year ended 31.03.2024	Year ended 31.03.2023
I	Revenue from Operations	2,95,826.04	2,46,923.37
II	Other Income	1,368.09	640.17
III	Total Income (I + II)	2,97,194.13	2,47,563.54
IV	Expenses		
	(a) Cost of materials consumed	69,219.72	63,337.28
	(b) Changes in inventories of finished goods, stock-in-trade and work- in-progress	1,661.33	(1,716.89)
	(c) Excise duty	1,56,430.74	1,30,491.54
	(d) Employee benefits expense	4,380.88	3,342.87
	(e) Finance costs	2,673.93	4,018.71
	(f) Depreciation and amortisation expense	3,036.44	3,084.15
	(g) Other expenses	45,191.29	38,108.76
	<b>Total Expenses</b>	<b>2,82,594.33</b>	<b>2,40,666.42</b>
V	Profit/(Loss) before Exceptional Items and Tax (III-IV)	14,599.80	6,897.12
VI	Add (Less) Exceptional Items	(26.92)	9,685.34
VII	Profit/(Loss) before Tax (V-VI)	14,572.88	16,582.46
VIII	Tax Expense		
	(a) Current tax (including earlier years)	-	(0.55)
	(b) Deferred tax		
	<b>Total Tax Expense</b>	<b>-</b>	<b>(0.55)</b>
IX	Profit/(Loss) for the Period (VII-VIII)	14,572.88	16,583.01
X	Other Comprehensive Income/(Loss)		
	(a) Items that will not be reclassified to Profit & Loss		
	(i) Re-measurement gain/(loss) in respect of the defined benefit Plans	(8.27)	(31.40)
	(ii) Deferred tax on re-measurement gain/(loss) in respect of defined benefit plans	-	-
	(b) Items that will be reclassified to Profit & Loss	-	-
	<b>Total Other Comprehensive Income/(Loss) for the Period [(a) +(b)]</b>	<b>(8.27)</b>	<b>(31.40)</b>
XI	<b>Total Comprehensive Income/(Loss) for the Period (IX+X)</b>	<b>14,564.61</b>	<b>16,551.61</b>

During the year, the revenue from operations (net of excise duty) stood at ₹ 1,39,395.30 lacs as compared to ₹ 1,16,431.83 lacs during the financial year ended March 31, 2023. Finance cost has decreased from ₹ 4,018.71 lacs during the financial year ended March 31, 2023 to ₹ 2,673.93 lacs during the financial year ended March 31, 2024.

The total comprehensive income stood at ₹ 14,564.61 lacs during the financial year ended March 31, 2024 as against the total comprehensive income of ₹ 16,551.61 lacs during the financial year ended March 31, 2023.

## TRANSFER TO RESERVES

During the year under review, no amount was transferred to any of the reserves by the Company.

## 2. OPERATIONAL REVIEW

### Operations

The Company is an established player in the IMFL Space and is among India's leading alcobev business companies. It has a wide range of brands across the IMFL segment (Whisky, Brandy, Rum, Gin, and Vodka). With its core competencies across manufacturing facilities, wide

distribution network and efficient marketing strategies, the Company has a predominant presence across Southern India with considerable presence in Western and Eastern India accounting for 91.45 % of the total cases sold during 2023-24. Exports & Institutions segment contributes 8.55 % to total sales volume.

### Manufacturing Facilities

The Company has ultra-modern set up with robust manufacturing facilities comprising of 1 owned facility, 3 operating liquor subsidiaries, 13 leased/tie-up units strategically located across India. It has 50 KLPD molasses based and 100 KLPD grain-based distillation plants and IMFL Bottling Plant at Shrirampur (Maharashtra).

The Company expects to restart the grain distillery plant post incurring of relevant capital expenditure.

### Sales and Distribution

The Company is an established player in the Brandy space in India and is committed to fortify its presence in the segment with a strong portfolio of brands including Mansion House Brandy and Courier Napoleon Brandy which continue to be consumer's most preferred brandy brands in all the states where they are sold.

During the financial year 2023-24, the sales volume increased by 15.75 % to 111.62 lacs cases as compared to 96.43 lacs cases in the financial year 2022-23. Region wise, the Company has registered sales volume of 95.37 lacs cases in Southern region, 2.95 lacs cases in Eastern region, 3.75 lacs cases in Western region and 9.55 lacs cases in Exports & Institutions segment. Segment-wise, Brandy contributed 94.24 %, followed by Rum, Whisky, Vodka & Gin segments, which have contributed 4.34 %, 1 % and 0.42 %, respectively to the overall sales volume of the Company.

The Company ensures a seamless co-ordination of all its functions not only in production, but also in its supply chain management. From tracking market changes and market research to sourcing raw materials, manufacturing, and delivering finished goods, the Company maintains the highest efficiency. The Company markets its products across the country through three main channels viz. corporations, distributors, and direct sales. The distribution strength of the Company is built around its dispersed manufacturing facilities through 17 manufacturing units that cover large swathes of the Indian market with a strong network of 100 distributors across India and points of sales covering numerous market segments and

geographies with especially pronounced presence in the South, India's largest IMFL consuming geography.

During the financial year 2023-24, the Company increased its exports presence in Qatar, Oman, Kenya and DRC in addition to the existing markets in UAE, Rwanda, Bahrain and Singapore.

### Material Developments during the financial year 2023-24

➤ The Company prepaid the existing term loan of Edelweiss Asset Reconstruction Limited (EARC) of about ₹ 176 crores (excluding Balance Debt of ₹ 3.22cr) which was required to be paid in full by March 31, 2024. The prepayment of EARC debt was funded through debt of ₹ 130 crores from Kotak Mahindra Bank Limited and Internal Accruals of the Company.

The Company completely repaid the Restructured debt of all the three EARC Trusts i.e EARC Trust SC 233, EARC Trust SC 241 and EARC Trust SC 269 as per the Master Restructuring Agreement (MRA) dated February 06, 2020 and stood discharged of all liabilities, dues, demands or claims in respect of the Restructured Facilities

➤ During the year, Kotak Mahindra Bank sanctioned a financial facility of ₹ 175 crore (₹ 150 crores as Term Loan and ₹ 25 crores as Working Capital Loan);

➤ The Company considered and agreed to invest in two tranches an aggregate sum of ₹ 9.75 crore in the securities of Spaceman Spirits Lab Private Limited (SSLPL) which is engaged in the business of creating and marketing craft alcohol brands (particularly gin) and offering advisory services to prospective AlcoBev entrepreneurs, through a combination of Equity shares and Compulsory Convertible Preference shares (CCPS). The Company has invested ₹ 4,20,98,784 (Rupees Four Crore Twenty- Lacs Ninety-Eight Thousand Seven Hundred and Eighty-Four Only) in Equity Shares on April 04, 2023 and ₹ 5,54,00,862 (Rupees Five Crore Fifty-Four Lacs and Eight Hundred and Sixty Two only) in Compulsory Convertible Preference Shares on April 21, 2023. Post the investment in SSLPL, the Company holds 10% of the issued and paid-up share capital in SSLPL on a fully diluted basis.

- The Hon'ble National Company Law Tribunal (NCLT), Mumbai approved the scheme under Section 230-232 of the Companies Act, 2013 vide order dated May 17, 2023 in the matter of Scheme of Amalgamation (Merger by Absorption) of Kesarval Springs Distillers Private Limited ("KSDPL" or the "Transferor Company 1"), Mykingdom Ventures Private Limited ("MVPL" or the "Transferor Company 2"), Srirampur Grains Private Limited ("SGPL" or the "Transferor Company 3") and Studd Projects Private Limited ("SPPL" or the "Transferor Company 4") with and into Tilaknagar Industries Limited ("TI" or the "Transferee Company").
- Ms. Dipti Mehta, liquidator of Prag Distillery (P) Ltd (Prag), wholly owned subsidiary of the Company, had on October 08, 2022, filed an application with Hon'ble NCLT- Mumbai, seeking withdrawal of the Petition filed by the financial creditor – Standard Chartered Bank (SCB), closure of the liquidation process and for reinstating the erstwhile Board of Directors for management of the operations of Prag. The Hon'ble NCLT vide its order dated June 23, 2023 withdrew the petition thereby closing the liquidation process and reinstating the erstwhile Board of Directors for management of the operations of Prag. Prag has commenced its operations and is fully revived.
- During the year under review the Company has converted warrants of promoters and investors into equity shares. Details of the same are mentioned under the heading of Share Capital.
- The Company launched Mansion House Chambers Brandy, a premium variant of its flagship brand, Mansion House.
- The Income-Tax authorities ('the department') had conducted search activity during the month of February 2024 at some of the premises, plants and residences of Director of the Company. The Company extended full cooperation to the Income-tax officials during the search and provided required details, clarifications, and documents. As on the date of issuance of year ended March 31, 2024 financial statements, the Company has not received any written communication from the department regarding the outcome of the search, therefore, the consequent impact on the year ended March 31, 2024 financial statements, if any, is not ascertainable.

### **Material Developments affecting the financial position of the Company after the end of the financial year 2023-24 and till the date of this Report**

There have been no material changes and commitments affecting the financial position of the Company between the end of the financial year and date of this report.

### **3. DIVIDEND**

The Board has recommended final dividend at the rate of Re. 0.50 per equity share (5%) for the financial year ended March 31, 2024.

### **4. SHARE CAPITAL**

The Authorised Share Capital of the Company increased from ₹ 2,25,00,00,000/- (Rupees Two Hundred Twenty-Five Crores Only) divided into 22,50,00,000 (Twenty- Two Crores and Fifty lacs Only) Equity Shares of ₹ 10/- (Rupees Ten Only) each to ₹ 2,26,05,00,000/- (Rupees Two Hundred Twenty-Six Crores Five Lacs Only) divided into 22,60,50,000 (Twenty- Two Crores and Sixty lacs Fifty Thousand Only) Equity Shares of ₹ 10/- (Rupees Ten Only) each. The increase in the authorised capital is pursuant to the NCLT order wherein certain subsidiary companies merged with TI as mentioned in point no. 2 above.

#### **A) Details of equity shares issued during the year 2023-2024**

The details of allotment of equity shares during the year 2023-2024 are mentioned below:

<b>Particulars</b>	<b>Nos. of equity shares</b>
<b>Equity Share Capital as on April 01, 2023</b>	<b>18,53,39,999</b>
<b>Equity shares allotted during 2023-2024</b>	
Equity shares issued to Promoters	41,82,390
Equity shares issued to Non-Promoters	18,05,556
Equity shares to its eligible employees who exercised their stock options under the prevailing Employee Stock Option Schemes of the Company at regular intervals.	14,02,408
<b>Total Equity shares allotted</b>	<b>73,90,354</b>
<b>Equity Share Capital as on March 31, 2024</b>	<b>19,27,30,353</b>

The paid-up equity share capital of the Company is ₹ 1,92,73,03,530 divided into 19,27,30,353 equity shares of face value of ₹ 10 each as on March 31, 2024.

## 5. SUBSIDIARY AND ASSOCIATE COMPANIES

The Company is having four (4) subsidiary companies falling under the purview of Section 2(87) of the Companies Act, 2013 ("the Act"). In accordance with Rule 8(1) of the Companies (Accounts) Rules, 2014, a report on their performance and financial position is presented herein below:

Sr. No.	Name of Subsidiary Companies (Stake)	Performance
1	Vahni Distilleries Private Limited (100%) (Vahni)	<p>During the financial year 2023-24, the revenue from operations of Vahni stood at ₹ 498.29 lacs as compared to ₹ 465.08 lacs in the previous year. The total comprehensive income stood at ₹ 87.52 lacs during the financial year 2023-24 as compared to total comprehensive income of ₹ 122.39 lacs in the previous year.</p>
2	PunjabExpo Breweries Private Limited (100%) (PunjabExpo)	<p>During the financial year 2023-24, the revenue from operations of PunjabExpo stood at ₹ 235.61 lacs as compared to ₹ 111.93 lacs in the previous year. It has incurred total comprehensive income of ₹ 3,958.07 lacs during the financial year 2023-24 as compared to total comprehensive loss of ₹ 2,522.97 lacs in the previous year.</p> <p>During the financial year 2023-24, the Company has written back the loans and advances payable to its Holding Company i.e. Tilaknagar Industries Ltd, ₹ 292.49 lacs &amp; ₹ 3,643.81 lacs respectively and disclosed as exceptional item in the financial statement for the year ended March 31, 2024.</p> <p>During the financial year 2023-24, the Company has written off the advances given to one of the fellow subsidiary, i.e. Prag Distillery Pvt Ltd, ₹ 2,276.34 lacs. Consequent to the earlier provision of ₹ 2,276.34 lacs provided in F.Y. 2022-23, the net impact on the financial statement for the year ended March 31, 2024 is nil.</p>
3	Prag Distillery (P) Ltd. (100%) (Prag)	<p>During the financial year 2023-24, revenue from operations of Prag stood ₹ 358.19 lacs as compared to ₹ 313.74 lacs in the previous year. The total comprehensive income stood at ₹ 11,094.99 lacs during the financial year ended March 31, 2024 as against the total comprehensive loss of ₹ 10,194.76 lacs during the financial year ended March 31, 2023.</p> <p>The Hon'ble NCLT had passed an order on June 23, 2023 for closure of liquidation process of Prag Distillery (P) Ltd. ("Prag"), for reinstatement of the Board of Directors for the management of the operations of Prag. Prag is running its bottling operation at optimum capacity for the holding company and its networth is positive at the year end. Further, post the review of the bottling expansion project, the management has decided to abandon the same and hence an amount of ₹ 10,021.69 lacs has been written off in the books. Consequent to the earlier provision of ₹ 10,021.69 lacs provided in the financial statements of FY 2022-23, the net impact on the financial statements for FY 2023-24 is Nil.</p> <p>During the financial year 2023-24, the Company has written off Trade Receivables of ₹ 586.55 lacs and Earnest Money Deposit of ₹ 182.05 lacs receivable from Andhra Pradesh Beverage Corporation Ltd. (the Corporation) and other receivables of ₹ 38.12 lacs.</p> <p>During the financial year 2023-24, the Company has written back the loans and advances payable to the holding company i.e. Tilaknagar Industries Ltd of ₹ 10,250.33 lacs and the same has been disclosed under exceptional item in the financial statement as an income for the year ended March 31, 2024.</p> <p>During the financial year 2023-24, the Company has written back the advances payable to its fellow subsidiary company i.e. PunjabExpo Breweries Pvt Ltd of ₹ 2,276.34 lacs and the same has been disclosed under exceptional items in the financial statement as an income for the year ended March 31, 2024.</p>
4	Shivprabha Sugars Ltd. (90%) (Shivprabha)	<p>During the financial year 2023-24, no activities have been carried out by Shivprabha and it has incurred total comprehensive loss of ₹ 0.50 lacs during the year as compared to total comprehensive loss of ₹ 0.67 lacs in the previous year.</p>

The Board of Directors of the Company (TI) at their Board Meeting held on May 30, 2022, had approved the Composite Scheme of Amalgamation ("the scheme") under Section 230 to 232 and other applicable provisions of the Companies Act, 2013 read with relevant rules & regulations framed thereunder of four wholly-owned subsidiaries of the Company, viz. (i) Kesarval Springs Distillers Private Limited ("KSDPL"); (ii) Mykingdom Ventures Private Limited ("MVPL"); (iii) Srirampur Grains Private Limited ("SGPL"); and (iv) Studd Projects Private Limited ("SPPL") [hereinafter collectively referred to as the "Transferor Companies" and individually referred to as the "Transferor Company"] with and into TI (Holding Company) ("Transferee Company"). The Transferor and Transferee Companies have complied with all the steps under the Companies Act, 2013. NCLT approved the Scheme of Amalgamation vide its order dated May 17, 2023. TI received a certified true copy of the order by the Hon'ble NCLT on May 22, 2023. On receipt of the certified copy of the order from NCLT, the subsidiary Companies as well as TI filed E-Form INC-28 with Registrar of Companies for making the Scheme effective.

Apart from the above-mentioned subsidiary companies, the Company is having one associate company falling under the purview of Section 2(6) of the Act, viz. Mason and Summers Marketing Service Private Limited in which the Company holds 26% stake. The group had made an impairment in value of investments in the associate Company Mason & Summers Marketing Services Private Limited (MSMSPL) of ₹169.00 lacs, in its books of accounts during the financial year 2015-16 due to losses made by the associate. Since the Company doesn't have any obligation to fund the losses of the associate beyond the investments made, the share of loss of the associate company has not been considered in the consolidated financial statements.

During the financial year 2023-24, no company has become or ceased to be subsidiary of the Company except the above mentioned subsidiary companies pursuant to the order of Hon'ble NCLT and no material change in the nature of the business of the existing subsidiary and associate companies has taken place.

The consolidated financial statements of the Company and its subsidiaries for the financial year ended March 31, 2024, prepared in accordance with the Act and Indian Accounting Standards (Ind AS) forms part of this Annual Report and same shall also be laid in the forthcoming Annual General Meeting ("the AGM") in accordance with the provisions of Section 129(3) of the Act.

In accordance with proviso to Section 129(3) of the Act read with Rule 5 of the Companies (Accounts) Rules, 2014, a statement containing salient features of the financial statements of the Company's subsidiaries in Form AOC-1 is attached to the financial statements of the Company and forms part of this Annual Report.

In accordance with the provisions of Section 136 of the Act, the consolidated and standalone financial statements of the Company along with the documents required to be attached/annexed thereto and separate audited financial statements in respect of its subsidiary companies are available on its website i.e. [www.tilind.com](http://www.tilind.com) and are also available for inspection at its Registered Office and Corporate Office.

## 6. DIRECTORS

### At the 88<sup>th</sup> Annual General Meeting of the Company held on September 28, 2023 the Members:

- a) Re-appointed Mr. Chemangala Ramachar Ramesh (Mr. C.R. Ramesh) (DIN: 08876738), Whole Time Director who retired by rotation at the said Annual General Meeting in accordance with the provisions of Section 152(6) of the Act, as a Director, liable to retire by rotation.
- b) Re-appointed and fixed the remuneration of Mr. Amit Dahanukar (DIN: 00305636) as Chairman & Managing Director and KMP, from November 07, 2023 to November 06, 2026 (both days inclusive).
- c) Re-appointed and fixed the remuneration of Mr. Chemangala Ramachar Ramesh (Mr. C.R. Ramesh) (DIN: 08876738) as Whole Time Director and KMP, from November 13, 2023 to November 12, 2026 (both days inclusive).

### The Members, vide Postal Ballot on October 27, 2023 approved the following matters:

- a) Re-appointed Maj Gen Dilawar Singh (Retd.) (DIN: 08216047) as Independent Director of the Company for a second term of three consecutive years with effect from October 31, 2023 upto October 30, 2026 (both days inclusive); and
- b) Re-appointed Mr. Satish Chand Mathur (DIN: 03641285) as Independent Director of the Company for a second term of three consecutive years with effect from October 31, 2023 upto October 30, 2026 (both days inclusive)

In the opinion of the Board, the Independent Directors appointed / re-appointed during the year possess requisite integrity, expertise, experience and proficiency.



During the year, Ms. Savitrii Dadhich (DIN: 07147074) who was appointed by the Board of Directors as Additional (Independent) Director w.e.f. June 01, 2023 and who was holding office till the date of Annual General Meeting ceased to be Director of the Company with effect from September 28, 2023 pursuant to completion of her term as Additional (Independent) Director.

Dr. Ravindra Dinkar Bapat (DIN: 00353476) and Mr. Chanderbhan Verhomal Bijlani (DIN: 02039345) ceased to be Independent Directors of the Company pursuant to completion of second consecutive term as Independent Directors on March 31, 2024. The Board places on record its appreciation for their valuable contribution and guidance.

**At the 89<sup>th</sup> Annual General Meeting of the Company, the following is proposed to the shareholders for their approval:**

- Mrs. Shivani Amit Dahanukar (DIN: 00305503), Executive Director of the Company is retiring by rotation at the ensuing Annual General Meeting and being eligible, has offered herself for re-appointment.
- Revision in advisory fees and fixation of tenure of Ms. Swapna Shah, (DIN: 08807901) Non-Executive Director of the Company.

Information pursuant to Regulation 36(3) of the Listing Regulations read with Secretarial Standards with respect to Directors seeking appointment/re-appointment is appended to the Notice convening the ensuing Annual General Meeting.

All the Independent Directors have furnished respective declaration stating that they meet the criteria of independence as laid down in Section 149(6) of the Act read with Regulation 16(1)(b) of the Listing Regulations.

**7. NOMINATION, REMUNERATION AND EVALUATION POLICY**

The Nomination, Remuneration and Evaluation Policy of the Company, adopted by the Board in accordance with the provisions of Section 178(3) of the Act based on the recommendations made by the Nomination and Remuneration Committee, lays down criteria for:

- i. determining qualifications, positive attributes required for appointment of Directors, Key Managerial Personnel and Senior Management and also the criteria for determining the independence of a Director;
- ii. appointment, tenure, removal/retirement of Directors, Key Managerial Personnel and Senior Management;

- iii. determining remuneration (fixed and performance linked) payable to the Directors, Key Managerial Personnel and Senior Management; and
- iv. evaluation of the performance of the Board and its constituents.

The contents of the abovementioned Policy have been elaborated in the Corporate Governance Report in accordance with the provisions of Section 134(3)(e) of the Companies Act, 2013. The Company has uploaded the Nomination, Remuneration and Evaluation Policy on its website, accessible at <https://tilind.com/codes-and-policies/>.

The details of the remuneration received by the Directors from the Company have been disclosed in the Corporate Governance Report which forms an integral part of this Report.

**8. BOARD EVALUATION**

In accordance with the provisions of Section 178(2) read with Schedule IV of the Act, Listing Regulations and Clause 5.2 of the Nomination, Remuneration and Evaluation Policy of the Company, the annual performance evaluation of the Independent Directors, Non-Independent Directors, Chairman and the Board as a whole (including its Committees) was carried out on February 12, 2024, in the manner given below:

- i. Performance evaluation of the Independent Directors was done by the entire Board (excluding the Director being evaluated);
- ii. Independent Directors, in their separate meeting, reviewed the performance of the Non-Independent Directors and the Board as a whole (including its Committees); and
- iii. Independent Directors, in their separate meeting, also reviewed the performance of the Chairman after taking into account the views of all the Directors.

After taking into consideration the various aspects of the Board's functioning, composition of the Board and its Committees, culture, execution and performance of specific duties, obligations and governance and the criteria specified in the Guidance Note on Board Evaluation issued by the Securities and Exchange Board of India, a structured questionnaire was prepared and circulated among the Directors for the abovementioned evaluation.

The Nomination and Remuneration Committee reviewed the results of the annual performance evaluation carried out in the financial year 2023-24 at its meeting held on May 21, 2024 and expressed overall satisfaction on the performance of the Independent Directors,

Non-Independent Directors, Chairman and the Board as a whole (including its Committees).

## 9. NUMBER OF MEETINGS OF THE BOARD

During the year under review, 6 (six) Meetings of the Board of Directors were held as per details given below:

Sr. No.	Date of Meeting
1.	May 16, 2023
2.	July 04, 2023
3.	August 08, 2023
4.	November 02, 2023
5.	January 15, 2024
6.	February 12, 2024

The details of Directors attending the abovementioned Meetings have been furnished as a part of the Corporate Governance Report.

## 10. COMPOSITION OF AUDIT COMMITTEE

In accordance with the provisions of Section 177(8) of the Act, details of the composition of the Audit Committee have been furnished as a part of the Corporate Governance Report. There have not been any instances during the year under review, when the recommendations of the Committee were not accepted by the Board.

## 11. KEY MANAGERIAL PERSONNEL (KMP)

During the year under review:

- Mr. Amit Dahanukar was re-appointed as Chairman & Managing Director of the company for a period of 3 (three) years commencing from November 07, 2023;
- Mr. C.R. Ramesh was re-appointed as Whole-Time Director for a period of 3 (three) years commencing from November 13, 2023.
- Ms. Dipti Todkar resigned from the post of Company Secretary & Compliance Officer w.e.f. July 17, 2023; and
- Mr. Minuzeer Bamboat was appointed as Company Secretary & Compliance Officer w.e.f. January 15, 2024.

The KMPs as on March 31, 2024 are as follows:

Mr. Amit Dahanukar	Chairman & Managing Director
Mrs. Shivani Amit Dahanukar	Executive Director
Mr. C. R. Ramesh	Whole – Time Director
Mr. Abhinav Gupta	Chief Financial Officer
Mr. Minuzeer Bamboat	Company Secretary & Compliance Officer

## 12. AUDITORS

### Statutory Auditors and Statutory Audit Report

In accordance with the provisions of Section 139 of the Act read with the Companies (Audit and Auditors) Rules, 2014, M/s. Harshil Shah & Company, Chartered Accountants (ICAI Firm Registration No. 141179W) were appointed as Statutory Auditors of the Company at the 84<sup>th</sup> AGM for a term of 5 years from the conclusion of the 84<sup>th</sup> AGM till the conclusion of the 89<sup>th</sup> AGM of the Company at a remuneration of ₹ 11,00,000/- (Rupees Eleven Lacs Only) per annum plus tax as applicable and reimbursement of out-of-pocket expenses as may be incurred by them for conducting the Statutory Audit.

In accordance with the provisions of Section 139(2) read with the Companies (Audit and Auditors) Rules, 2014, it is proposed to re-appoint M/s. Harshil Shah & Company, Chartered Accountants firm (ICAI Firm Registration No. 141179W) as Statutory Auditors of the Company at the ensuing 89<sup>th</sup> Annual General Meeting, to hold office from the conclusion of the 89<sup>th</sup> Annual General Meeting until the conclusion of the 92<sup>nd</sup> Annual General Meeting. The Company has received consent/certificate pursuant to the provisions of Sections 139 and 141 of the Companies Act, 2013 read with Rules made thereunder from them with respect to the abovementioned proposal.

A proposal seeking Members' approval for the re-appointment of M/s. Harshil Shah & Company, Chartered Accountants firm (ICAI Firm Registration No. 141179W) and for fixing their remuneration forms part of the Notice convening the ensuing Annual General Meeting.

The Audit Committee and Board of Directors have reviewed the eligibility criteria as laid down under Section 141 of the Companies Act, 2013 and recommended the re-appointment of M/s. Harshil Shah & Company, Chartered Accountants firm (ICAI Firm Registration No. 141179W) as Statutory Auditors from the conclusion of the 89<sup>th</sup> Annual General Meeting till the conclusion of the 92<sup>nd</sup> Annual General Meeting.

No frauds have been reported by the Statutory Auditors during the financial year 2023-24 pursuant to the provisions of Section 143(12) of the Companies Act, 2013.

With reference to the Auditors' qualified opinion, matter of emphasis and observations in the Auditors' Report, the explanation/comments of the Board in accordance with the provisions of Section 134(3)(f) of the Companies Act, 2013 are set out in Annexure 'H' to this Report.

### Cost Records, Cost Auditors and Cost Audit Report

As per Section 148 (1) of the Companies Act, 2013 the Company is required to maintain cost records and accordingly, has made and maintained such accounts and records for the financial year 2023-24. Dr. Netra Shashikant Apte are the Cost Auditors for the financial year 2023-24.

Based on the recommendation of the Audit Committee, the Board of Directors has appointed CY & Associates having Firm Registration No. 000334 as Cost Auditors for conducting the audit of cost accounting records maintained by the Company relating to manufacturing of the products i.e. Sugar and Industrial Alcohol CETA Number 2207 covered under the Companies (Cost Records and Audit) Rules, 2014 at a remuneration of ₹ 1,50,000/- (Rupees One Lacs Fifty Thousand Only) excluding re-imbursment of out-of-pocket expenses as may be incurred by them for conducting the Cost Audit for the financial year 2024-25.

In view of the requirements of Section 148 of the Act, the Company has obtained from the Cost Auditors written consent along with certificates with respect to compliance with the conditions specified under Rule 6(1A) of the Companies (Cost Records and Audit) Rules, 2014 and certifying their independence and arm's length relationship with the Company.

In terms of the provisions of Section 148(3) of the Act read with Rule 14(a)(ii) of the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors is required to be ratified by the Members of the Company. Accordingly, a resolution seeking Members' ratification for the remuneration payable to the Cost Auditors forms part of the Notice convening the ensuing Annual General Meeting.

The Company has filed the Cost Audit Report for the financial year ended March 31, 2023 submitted by CMA Dr. Netra Shashikant Apte, Cost Auditors.

### Secretarial Auditors and Secretarial Audit Report

In accordance with the provisions of Section 204 of the Act read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Board had appointed M/s. V. M. Kundaliya & Associates, Practicing Company Secretaries, as Secretarial Auditors of the Company for the financial year 2023-24. However, M/s. V. M. Kundaliya & Associates, Company Secretaries resigned as the Secretarial Auditor of the Company for the financial year 2023-24.

The Board of Directors appointed M/s. Mitesh J. Shah & Associates, Practicing Company Secretaries as Secretarial Auditors to conduct the secretarial audit of the Company for the financial year 2023-24. The Secretarial Audit Report issued by M/s. Mitesh J. Shah & Associates, Practicing Company Secretaries for the financial year ended March 31, 2024 is set out in Annexure 'A' to this Report. The secretarial auditor has qualified the report as under:

**Secretarial Auditors Qualification:** The Company has not complied with Regulation 29(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 with respect to delay in furnishing prior intimation about meeting of the Board of Directors held on February 12, 2024.

**Management Response to the Secretarial Auditors qualification:** A search was initiated by the Income Tax Department under Section 132 of the Income Tax Act, 1961 at multiple premises / locations of the Company. During the period of the search, the Company's staff had extremely limited access to their laptops and mobiles which prevented them from making any advance intimation for the aforesaid Board Meeting, within the stipulated period. Hence, due to the above circumstances the Company could not comply with Regulation 29 (2) and accordingly gave intimation at a shorter notice to the Stock Exchanges post consultation with all the concerned stakeholders.

The Board of Directors re-appointed M/s Mitesh J. Shah & Associates, Practicing Company Secretaries firm as Secretarial Auditors of the Company for conducting the Secretarial Audit for the financial year 2024-25.

### Internal Auditors and Internal Audit Report

M/s. Akord & Co., Chartered Accountants firm are the internal auditors for the financial year 2023-24. The Board of Directors have reappointed M/s. Akord & Co., Chartered Accountants firm to conduct the internal audit for the period April 2024 to March 2025.

The Audit Committee reviews the observations made by the Internal Auditors in their report on quarterly basis and makes necessary recommendations to the management.

## 13. DETAILS WITH RESPECT TO CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

Details with respect to conservation of energy, technology absorption and foreign exchange earnings and outgo as required under Section 134(3)(m) of the Act read with Rule 8(3) of the Companies (Accounts) Rules, 2014 are set out in Annexure 'B' to this Report.

#### **14. PARTICULARS OF EMPLOYEES AND RELATED DISCLOSURES**

Particulars of employees and related disclosures as required under the provisions of Section 197(12) of the Act read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is set out in Annexure 'C' to this Report.

The statement containing names of top ten employees in terms of remuneration drawn and the particulars of employees as required under Section 197(12) of the Act read with Rule 5(2) and Rule 5(3) of the Companies (Appointment and Remuneration of Key Managerial Personnel) Rules, 2014, is provided in Annexure D forming a part of this Report. Further, the Annual Report is being sent to the members excluding the aforesaid Annexure. In terms of Section 136 of the Act, the said Annexure will be available for inspection of the members through electronic mode by sending an email to the Company at [investor@tilind.com](mailto:investor@tilind.com).

#### **15. ANNUAL RETURN**

In accordance with the provisions of Section 134(3) (a) of the Act, the Company has uploaded the Annual Return for the financial year ended March 31, 2024 on its website, accessible at <https://tilind.com/investors-filings-reports/>.

#### **16. EMPLOYEE STOCK OPTION SCHEMES**

The Company has implemented ESOP Scheme 2008, ESOP Scheme 2010 and ESOP Scheme 2012 compliant with the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 to reward and retain the qualified and skilled employees and to give them an opportunity to participate in the growth of the Company. These Schemes are administered by the Compensation Committee of the Company.

*Subsequently the Board of Directors at its meeting held on May 21, 2024 approved to delegate the powers of the Compensation Committee to Nomination and Remuneration Committee and consequently discontinued Compensation Committee.*

A certificate from the Secretarial Auditors of the Company as required under Regulation 13 of the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 shall be placed at the ensuing Annual General Meeting for inspection by the Members. The disclosures as required pursuant to Rule 12(9) of the Companies (Share Capital and Debentures) Rules, 2014 read with Regulation 14 of the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 are set out in Annexure 'E' to this Report and are also uploaded on Company's website, accessible at <https://tilind.com/others/>.

#### **17. CORPORATE SOCIAL RESPONSIBILITY (CSR)**

The Company has constituted a CSR Committee in accordance with Section 135(1) of the Companies Act, 2013, the details of which have been provided in the Corporate Governance Report forming part of this Annual Report. The Board of Directors has approved the CSR policy which is available on the website of the Company, accessible at <https://tilind.com/codes-and-policies/>. The Annual Report on CSR activities as required to be given under Section 135 of the Companies Act, 2013 and Rule 8 of the Companies (Corporate Social Responsibility Policy) Rules, 2014 has been provided in an Annexure 'F' which forms part of the Directors' Report and is available on the website of the Company, accessible at <https://tilind.com/others/>.

#### **18. MANAGEMENT DISCUSSION AND ANALYSIS REPORT**

Pursuant to Regulation 34(2)(e) of the Listing Regulations, Management Discussion and Analysis Report containing the details as required under Schedule(V)(B) of the said Regulations is annexed hereto and forms an integral part of this Report.

#### **19. CORPORATE GOVERNANCE REPORT**

Pursuant to Regulation 34(3) of the Listing Regulations, Corporate Governance Report containing the details as required under Schedule (V)(C) of the said Regulations along with a certificate from the Practicing Company Secretary regarding the compliance of the conditions of corporate governance by the Company as required under Schedule(V)(E) of the said Regulations is annexed hereto and forms an integral part of this Report.

#### **20. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186 OF THE COMPANIES ACT, 2013**

In accordance with the provisions of Sections 134(3)(g) and 186(4) of the Companies Act, 2013, full particulars of loans given, investments made, guarantees given and securities provided, if any, along with the purpose for which the loan or guarantee or security was proposed to be utilized by the recipient have been disclosed in the financial statements.

#### **21. DISCLOSURE AS PER SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013**

The Company is committed to provide a healthy environment to all its employees and has zero tolerance for sexual harassment at workplace. In order to prohibit, prevent and redress complaints of sexual harassment at workplace, it has complied with the provisions relating to

the constitution of the Internal Complaints Committee under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 [14 of 2013]. Also, during the financial year 2023-24, virtual session on POSH Awareness was conducted by the Company for all staff members.

The Company has not received any complaint of sexual harassment during the financial year 2023-24.

## 22. PUBLIC DEPOSITS

As on April 01, 2023, the Company was not having any outstanding deposit falling under the scope of Chapter V of the Companies Act, 2013 and it has not accepted any deposit covered under said Chapter during the financial year 2023-24. As on March 31, 2024, the Company was not having any outstanding deposit falling under the scope of the said Chapter.

## 23. TRANSFER OF UNCLAIMED DIVIDEND/SHARES/ UNCLAIMED BONUS SHARES TO INVESTOR EDUCATION & PROTECTION FUND

In accordance with the provisions of Section 124 and 125 of the Companies Act, 2013 read with Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("IEPF Rules"), dividend lying unclaimed in the unpaid dividend account for a period of 7 (Seven) years is required to be transferred by the Company to the Investor Education & Protection Fund

## 25. RISK MANAGEMENT

In accordance with the provisions of the Companies Act, 2013, the Company has adopted a Risk Management Policy to identify and evaluate elements of business risks. The Policy defines the risk management approach, establishes various levels of accountability for risk management/mitigation within the Company and reviewing, documentation and reporting mechanism for such risks.

The key business risks, which in the opinion of the Board may threaten the existence of the Company, along with mitigation strategies adopted by the Company are enumerated herein below:

Sr. No.	Type of Risk	Nature of Risk	Risk Mitigation Factors/ Measures
<b>A. EXTERNAL RISKS</b>			
1	<b>Regulatory Risk</b>	The IMFL industry is a high-risk industry, primarily on account of the high taxes and innumerable regulations governing it. As a result, liquor companies suffer from low pricing flexibility and have underutilized capacities, which, in turn, lead to low margins.	<p>Unless the regulatory authorities come out with any adverse regulations affecting the industry, the business of the Company will not be affected as the Company is complying with the applicable rules and regulations in all the States where it is present.</p> <p>The Company, having ensured supply side security and strong &amp; well accepted brands will be able to strongly counter the challenges posed by any abnormal situation.</p>

("IEPF"). Further, all the shares in respect of which dividend has remained unclaimed for 7 consecutive years or more from the date of transfer to unpaid dividend account shall also be transferred to IEPF Authority. The details of unclaimed dividend for the financial year March 31, 2024 are as under and is available on the website.

Financial year	Unclaimed Amount (₹)	Due date for Transfer to IEPF
2021-22	123,597.90	October 2029
2022-23	187,549.87	October 2030

During the financial year 2023-24, there was no unclaimed dividend and equity shares transferred to IEPF Authority.

## 24. PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES

There are no particulars to be furnished in Form AOC-2 as required under Section 134(3)(h) of the Act read with Rule 8(2) of the Companies (Accounts) Rules, 2014 with respect to the contracts or arrangements entered into by the Company with related parties falling under the purview of Section 188(1) of the Act, during the year under review. Approval of the Audit Committee and the Board of Directors as required under the Listing Regulations has been obtained for all related party transactions. Further, no transactions have been entered into by the Company with related parties during the financial year 2023-24, qualifying as material transactions under the provisions of the Listing Regulations.

Sr. No.	Type of Risk	Nature of Risk	Risk Mitigation Factors/ Measures
2	<b>Competition Risk</b>	The markets for IMFL industry are rapidly evolving and are highly competitive and the Company expects that competition will continue to intensify due to establishment of new capacities, expansion of existing capacities and consolidation of operations across the IMFL industry.	The Company is strongly positioned in designated markets commanding a premium for its products. The Company has adequate manufacturing and bottling facilities to ensure supply side security.  The brands have a very strong loyalty and steps have been taken to maintain the supply of the high contribution brands in the most profitable markets.
<b>B. INTERNAL RISK</b>			
1	Concentration Risk	A large percentage of the Company's turnover is derived from Southern India, where any unfavorable regulatory policy may impact its business. Also, the major portion of revenue of the Company is derived from brandy sales, exposing the Company to category vulnerability.	The Company is focusing aggressively on the Northeast market where it was not where the demand for brandy as well as Gin brands are good. Though in value terms, the markets continue to be small as compared to South India volumes, the company is taking small steps so as to diversify geographical risk keeping in mind the financial aspects. The company will also be exploring other markets going forward.
2	Dependence on tie-up units	The Company has arrangement with various tie-up units for manufacturing of its products due to which the Company has to depend upon third parties for its product requirements.	It is an industry practice to supplement production in own units with that in tie up units as having own production facility to cater to the entire demand will require huge capital expenditure that is neither feasible nor economical and nor desirable. Availability of bottling units in the major states where the company operates is not a constraint.
3	Procurement Risk	Any rise in cost of raw materials e.g., molasses and grains or packing materials e.g., glass, packaging material may affect the margins of the Company. Dependence on any supplier may expose the Company to supply risk.	The management is continuously exploring the possibilities for developing alternative/additional sources for procurement of raw material/packing materials. The company has more than one supplier for all its key raw material/packing material requirements. The company is also exploring ways to improving state wise and brand wise mix of profitable brands which would enable to negate the increase in the material cost.

## 26. INTERNAL FINANCIAL CONTROL SYSTEMS AND THEIR ADEQUACY

The Board has laid down standards, processes and procedures for implementing the internal financial controls across the organization. After considering the framework of existing internal financial controls and compliance systems; work performed by the Internal, Statutory and Secretarial Auditors and external consultants; reviews performed by the Management and relevant Board Committees including the Audit Committee, the Board is of the opinion that the Company's internal financial controls with reference to the financial statements were adequate and effective during the financial year 2023-24.

## 27. VIGIL MECHANISM

Pursuant to the requirement of Section 177(9) & (10) of the Act, the Whistle Blower Policy of the Company, adopted by the Board, provides mechanism to its directors, employees and other stakeholders to raise concerns about any violation of legal or regulatory requirements, misrepresentation of any financial statement and to report actual or suspected fraud or violation of the Code of Conduct of the Company.

The Policy allows the whistleblowers to have direct access to the Chairman of the Audit Committee in exceptional circumstances and also protects them from any kind of discrimination or harassment. During the financial year 2023-24, no employee was denied access to the Audit Committee and there was no incidence of whistleblowing. The Whistle Blower Policy of the Company is accessible at <https://tilind.com/codes-and-policies/>.

## 28. DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to requirements of Section 134(3)(c) of the Act and on the basis of the information furnished to them by the Statutory Auditors and Management, the Directors state that:

- a. in the preparation of the annual accounts, the applicable Accounting Standards have been followed and there are no material departures;
- b. they have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit of the Company for the year;
- c. they have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d. they have prepared the annual accounts on a going concern basis;
- e. they have laid down internal financial controls to be followed by the Company and that such internal financial controls were adequate and operating effectively; and
- f. they have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

## 29. BUSINESS RESPONSIBILITY AND SUSTAINABILITY REPORT (BRSR)

In accordance with the Securities and Exchange Board of India (SEBI) Notification no. SEBI/LAD-NRO/GN/2021/22 dated May 05, 2021, it has mandated the inclusion of "Business Responsibility and Sustainability Report" (BRSR) in the specific format from the financial year 2022-2023, as part of Annual Report for top 1000 listed entities based on market capitalization at the BSE Limited (BSE) and the National Stock Exchange of India Ltd. (NSE).

Accordingly, in terms of Regulation 34(2)(f) of the Listing Regulations, the BRSR describing the initiatives taken by the Company from an environmental, social and governance perspective is set out in Annexure 'G' to this Report. It has also been uploaded on the website of the Company, accessible at <https://tilind.com/others/>.

## 30. CREDIT RATINGS

During the financial year 2023-24, CRISIL Ratings Limited has assigned A- /Stable credit rating for ₹ 200 crores bank facilities of the Company.

The details of credit ratings are available on the website of the Company, accessible at <https://tilind.com/others/>.

## 31. DIVIDEND DISTRIBUTION POLICY

The dividend distribution policy as per Regulation 43A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is uploaded on the website of the Company, accessible at <https://tilind.com/codes-and-policies/>.

## 32. COMPLIANCE WITH SECRETARIAL STANDARDS

During the year under review, the Company has complied with all the applicable provisions of Secretarial Standards i.e. SS-1 and SS-2, relating to 'Meetings of the Board of Directors' and 'General Meetings' respectively issued by the Institute of Company Secretaries of India.

## 33. RESIDUARY DISCLOSURES

- i. During the financial year 2023-24, the Company has not issued equity shares with differential rights as to dividend, voting or otherwise. Hence, disclosure under Rule 4(4) of the Companies (Share Capital and Debentures) Rules, 2014 is not applicable;
- ii. During the financial year 2023-24, the Company has not issued sweat equity shares to its employees. Hence, disclosure under Rule 8(13) of the Companies (Share Capital and Debentures) Rules, 2014 is not applicable;
- iii. During the financial year 2023-24, no significant material orders have been passed by any regulators or courts or tribunals which may impact the going concern status of the Company and its future operations. Hence, disclosure under Rule 8(5)(vii) of the Companies (Accounts) Rules, 2014 is not applicable;
- iv. There have been no material changes and commitments affecting the financial position of the Company between the end of the financial year and the date of this Report;
- v. During the financial year 2023-24, there has been no change in the nature of business of the Company. Hence, disclosure under Rule 8(5)(ii) of the Companies (Accounts) Rules, 2014 is not applicable;

- vi. There is no one time settlement with any Banks or Financial Institutions during the financial year 2023-2024, and hence details of difference between amount of the valuation done at the time of one time settlement and the valuation done while taking loan from the Banks or Financial Institutions along with the reasons thereof is not applicable.
- vii. No new application was made or any proceeding is pending under the Insolvency and Bankruptcy Code, 2016 during the financial year 2023-24 in respect of the Company.

**Place:** Mumbai

**Date:** May 21, 2024

### **34. ACKNOWLEDGEMENTS**

The Directors wish to acknowledge and place on record their sincere appreciation for the assistance and cooperation received from all the members, regulatory authorities, customers, financial institutions, bankers, lenders, vendors and other business associates.

The Directors also recognize and appreciate all the employees for their commitment, commendable efforts, teamwork, professionalism and continued contribution to the growth of the Company.

**For and on behalf of the Board of Directors**

**Amit Dahanukar**

Chairman & Managing Director



# ANNEXURE A TO THE DIRECTORS' REPORT

## FORM NO. MR-3

### SECRETARIAL AUDIT REPORT

#### FOR THE FINANCIAL YEAR ENDED ON MARCH 31, 2024

[Pursuant to section 204(1) of the Companies Act, 2013 and Rule No.9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,  
**Tilaknagar Industries Limited**  
**P.O. Tilaknagar, Tal. Shrirampur,**  
**Ahmednagar-413720.**

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Tilaknagar Industries Limited CIN: L15420PN1933PLC133303, having its registered office at P.O. Tilaknagar, Tal. Shrirampur, Ahmednagar-413720, Maharashtra, India and its Corporate office at 3<sup>rd</sup> Floor, Industrial Assurance Building, Churchgate, Mumbai-400020, Maharashtra, India (hereinafter called "the Company"). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on **March 31, 2024** complied with the statutory provisions listed hereunder and also that the Company has proper board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on **March 31, 2024** according to the provisions of:

- i. The Companies Act, 2013 ("the Act") and the rules made thereunder;
- ii. The Securities Contracts (Regulation) Act, 1956 ("SCRA") and the rules made thereunder;
- iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- iv. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- v. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ("SEBI Act"):-
  - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
  - c. Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;
  - d. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
  - e. The Securities and Exchange Board of India (Depository and Participants) Regulations 2018;
  - f. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 and amendments from time to time; (There were no events requiring compliance during the audit period)
  - g. The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; (There were no events requiring compliance during the audit period)
  - h. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021; (There were no events requiring compliance during the audit period)
  - i. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; (There were no events requiring compliance during the audit period)

- j. The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015
- vi. The Management has identified and confirmed the following laws as specifically applicable to the Company:
1. The Employees Provident Fund and Miscellaneous Provisions Act, 1952.
  2. The payment of Gratuity Act, 1972.
  3. The Payment of Bonus Act, 1965.
  4. The Employee State Insurance Act, 1948.
  5. The Income Tax Act, 1961.
  6. The Employees Compensation Act, 1923
  7. The Trade Marks Act, 1999;
  8. Food Safety and Standards Act, 2006;
  9. The Indian Boilers Act, 1923;
  10. The Bombay Prohibition Act, 1949;
  11. The Emblems and Names (Prevention of Improper Use) Act, 1950;
  12. Environments Laws.

I have also examined compliance with the applicable clauses of the following:

- i. Secretarial Standards with regard to Meeting of the Board of Directors (SS-1), General Meeting (SS-2), Secretarial Standard on Dividend (SS-3) and Secretarial Standard on Report of the Board of Directors (SS-4) issued by The Institute of Company Secretaries of India.
- ii. The Listing Agreements entered into by the Company with Stock Exchange(s) read with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

During the period under review and subject to explanations submitted to us and representations made by the management, the Company with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above subject to the following:

- i. ***The Company has not complied with Regulation 29(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 with respect to delay in furnishing prior intimation about meeting of the Board of Directors held on February 12, 2024.***

#### **I report that:**

- The Board of Directors of the Company was duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.
- Adequate notice was given to all Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting for meaningful participation in the meeting.
- The decisions of the Board Meetings were carried out with requisite majority.
- As informed, the Company has responded appropriately to notices received from various statutory / regulatory authorities including actions for corrective measures, wherever found necessary.

**I further report** that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

**I further report** during the audit period, the Company had following specific events/actions having a major bearing on the Company's affairs:

- i. **Allotment of equity shares pursuant to the options granted under various ESOP schemes**
  - a. In the Board of Directors meeting convened on May 16, 2023, a resolution was passed to approve the allotment of 138,504 Equity Shares, each with a face value of ₹ 10/-, for cash. These shares were allocated to eligible grantees who had exercised their vested Stock Options under the ESOP Schemes of 2010 and 2012.
  - b. In the Board of Directors meeting convened on August 08, 2023, a resolution was passed to approve the allotment of 2,61,025 Equity Shares, each with a face value of ₹ 10/-, for cash. These shares were allotted to eligible grantees who had exercised their vested Stock Options under the ESOP Schemes of 2010 and 2012.
  - c. In the Board of Directors meeting convened on November 02, 2023, a resolution was passed to approve the allotment of 651,628 Equity Shares, each with a face value of ₹ 10/-, for cash. These shares were allocated to eligible grantees who had exercised their vested Stock Options under the ESOP Schemes of 2010 and 2012.

d. In the Board of Directors meeting convened on February 12, 2024, a resolution was passed to approve the allotment of 3,51,251 Equity Shares, each with a face value of ₹ 10/-, for cash. These shares were allotted to eligible grantees who had exercised their vested Stock Options under the ESOP Schemes of 2010 and 2012.

**ii. Allotment of Equity Shares upon conversion of warrants**

a. The Board of Directors, through a Circular Resolution dated May 20, 2023, approved the allotment of 1,805,556 Equity Shares, each with a face value of

₹ 10/-, upon the conversion of 1,805,556 warrants to Investors (Non-Promoter Groups).

b. The Board of Directors, through a Circular Resolution dated May 20, 2023, approved the allotment of 23,89,937 Equity Shares, each with a face value of ₹ 10/-, upon the conversion of 23,89,937 warrants to Investors (Promoter Group).

c. The Board of Directors, through a Circular Resolution dated June 16, 2023, approved the allotment of 17,92,453 Equity Shares, each with a face value of ₹ 10/-, upon the conversion of 17,92,453 warrants to Investors (Promoter Group).

**For Mitesh J. Shah & Associates  
Company Secretaries**

**Mitesh Shah**

**Proprietor**

**FCS No.: 10070**

**C. P. No.: 12891**

**Peer Review Certificate No. 1730/2022**

**UDIN: F010070F000392683**

**Date: 21.05.2024**

**Place: Mumbai**

This Report is to be read with our letter of even date which is annexed as Annexure A and forms an integral part of this report.

## Annexure A

My report of even dated is to be read along with this letter:

### Management's Responsibility Statement

- i. Maintenance of secretarial records is the responsibility of the management of the Company. My responsibility is to express an opinion on these secretarial records based on my audit.

### Auditor's Responsibility Statement

- ii. I have followed the audit practices and processes as were appropriate to obtain responsible assurance about the correctness of the contents of secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices that I follow provide a responsible basis for my opinion.
- iii. I have not verified the correctness and appropriateness of financial records and books of accounts of the Company.
- iv. Wherever required, I have obtained the management representation about the compliance of laws, rules and regulations and happening of events etc.

### Disclaimer

- v. The compliance of the provisions of corporate and other applicable laws, rules, regulations, standards is the responsibility of management. My examination was limited to verification of procedures on test basis.
- vi. The secretarial audit report is neither an assurance as to the future viability of the Company nor the efficacy or effectiveness with which the management has conducted the affairs of the Company.
- vii. Due to the inherent limitations of an audit including internal, financial, and operating controls, there is an unavoidable risk that some misstatements or material non-compliances may not be detected, even though the audit is properly planned and performed in accordance with audit practices.

**For Mitesh J. Shah & Associates**  
**Company Secretaries**

**Mitesh Shah**

**Proprietor**

**FCS No.: 10070**

**C. P. No.: 12891**

**Peer Review Certificate No. 1730/2022**

**Date: 21.05.2024**

**Place: Mumbai**

## ANNEXURE B TO THE DIRECTORS' REPORT

[Pursuant to Section 134(3)(m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014]

### CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

#### (A) CONSERVATION OF ENERGY

##### (i) Steps taken or impact on conservation of energy:

The Company acknowledges the importance of conserving energy and accords high priority to the same in its operations. In order to conserve energy, following steps have been taken by the Company:

- a) Circuit breakers are installed in each of the major machinery/equipment to reduce the idle run of machinery. Routine maintenance of capacitor bank has been increased to maintain the power factor of 0.99 which results in energy credits in the electrical bills;

- b) Gravity Liquor Flow systems are installed in all the process areas for lesser consumption of energy; and
- c) Environment friendly Turbo Vents for natural ventilation and transparent Poly Coat sheets for natural lighting are installed on the roof of the new Bottling Hall.

##### (ii) Steps taken by the Company for utilizing alternate sources of energy:

Rising energy prices and concerns about long term sustainability have once again brought alternate energy sources to the forefront. As a part of its commitment towards the environment and to reduce its dependence on coal, a polluting and non-renewable source of energy, the Company has been utilizing biogas generated by it, mainly, for steam generation in boiler.

**A statement of biogas generated, consumed and the resultant saving of coal during the financial year 2023-24 as compared to financial year 2022-23 is given herein below:**

Sr. No.	Particulars	Unit	Year ended 31.03.2024	Year ended 31.03.2023
1	Biogas generation	Lac M <sup>3</sup>	---	---
2	Spent-wash treated	Lac M <sup>3</sup>	---	---
3	Ratio of biogas generation to spent-wash treated	M <sup>3</sup> /M <sup>3</sup>	---	---
4	Biogas utilization:	Lac M <sup>3</sup>	---	---
	a. for steam generation in boiler	Lac M <sup>3</sup>	---	---
	b. biogas flared during start-up & interruptions			
5	Coal saved:	MT	---	---
	a. quantity	₹ (lacs)		
	b. value			

#### Note:

The Company is in the Process of Total Revamping of the Biogas Productions System which has resulted in the Digesters not being available for generation of Biogas.

**(iii) Capital investment on energy conservation equipments:**

During the financial year 2023-24, ₹ 7.11 lacs capital investment was made by the Company on energy conservation equipments.

**(B) TECHNOLOGY ABSORPTION**

**(i) Efforts made towards technology absorption:**  
Nil

**(ii) Benefits derived like product improvement, cost reduction, product development or import substitution:** Nil

**(iii) In case of imported technology (imported during the last three years reckoned from the beginning of the financial year):**

- a. **details of technology imported:** The Company has not imported any technology during the last three financial years.
- b. **year of import:** Not Applicable

c. **whether the technology has been fully absorbed:** Not Applicable

d. **if not fully absorbed, areas where absorption has not taken place, and the reasons thereof:** Not Applicable

**(iv) Expenditure incurred on research and development:**

During the financial year 2023-24, neither capital nor revenue expenditure was incurred by the Company on research and development.

**(C) FOREIGN EXCHANGE EARNINGS AND OUTGO**

During the financial year 2023-24, the foreign exchange earned in terms of actual inflows was ₹ 1,063.42 lacs (P.Y. ₹ 647.43 lacs) and the foreign exchange outgo during the financial year 2023-24, in terms of actual outflows, was ₹ 57.88 lacs, (P.Y. ₹ 11.37 lacs).

For and on behalf of the Board of Directors

**Amit Dahanukar**  
Chairman & Managing Director

Place: Mumbai

Date: May 21, 2024

## ANNEXURE C TO THE DIRECTORS' REPORT

[Statement of Disclosure of Remuneration pursuant to Section 197 of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

- (i) The ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year 2023–24 and the percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year 2023-24:

Sr. No.	Name	Designation	Ratio of remuneration of each Director to median remuneration of Employees	Percentage increase / (decrease) in remuneration
1	Mr. Amit Dahanukar (a)	Chairman & Managing Director	76.69	46%
2	Mrs. Shivani Amit Dahanukar (b)	Executive Director	38.29	NA
3	Mr. C R Ramesh (c)	Whole-time Director	51.44	310%
4	Dr. Ravindra Bapat (d)	Independent Director	(2.83)	(0.29) %
5	Mr. C. V. Bijlani (d)	Independent Director	0.36	(0.06) %
6	Mr. Kishorekumar G. Mhatre (d)	Independent Director	0.23	0.19 %
7	Mr. Satish Chand Mathur (d)	Independent Director	(0.74)	0.57 %
8	Maj Gen Dr. Dilawar Singh (Retd.) (d)	Independent Director	(0.20)	(0.16) %
9	Ms. Aparna Praveen Chaturvedi (d)	Independent Director	(0.06)	0.80 %
10	Ms. Swapna Shah (d)	Non-Executive Director	0.80	(0.01) %
11	Ms. Savitrii Dadhich (e )	Independent Director	NA	NA
12	Mr. Abhinav Gupta (f)	Chief Financial Officer	37.95	NA
13	Ms. Dipti Todkar (g)	Company Secretary	NA	NA
14	Mr. Minuzeer Bamboat (h)	Company Secretary	NA	NA

- a. Mr. Amit Dahanukar Chairman & Managing Director was re-appointed for a period of 3 years commencing from November 07, 2023.
- b. Mrs. Shivani Amit Dahanukar was re-appointed as an Executive (whole time) Director for a period of 3 years commencing from June 01, 2022. Hence, her remuneration is not comparable
- c. Mr. C R Ramesh, Whole time Director was re-appointed for a period of 3 years commencing from November 13, 2023. His remuneration includes taxable perquisite from Employee Stock Option Scheme.
- d. The Non-Executive and Independent Directors were paid only sitting fees during the financial year 2023-24. However Ms. Swapna Shah was also paid advisory fees during the financial year 2023-24.
- e. Ms. Savitrii Dadhich was appointed as Additional (Independent) Director w.e.f. June 01, 2023, however she ceased to be a director w.e.f. September 28, 2023.
- f. Mr. Abhinav Gupta was appointed as Chief Financial Officer w.e.f. February 07, 2023. Hence, his remuneration is not comparable
- g. Ms. Dipti Todkar resigned as Company Secretary w.e.f. July 17, 2023; Hence, her remuneration is not comparable
- h. Mr. Minuzeer Bamboat was appointed as Company Secretary w.e.f. January 15, 2024. Hence, his remuneration is not comparable.

- (ii) The percentage increase/decrease in the median remuneration of employees in the financial year 2023-24:

The median remuneration of employees in the financial year 2023-24 has increased by 10.30% as compared to the previous year.

- (iii) The number of permanent employees and workers on the rolls of Company:

As on March 31, 2024, 328 permanent employees and workers were on the rolls of the Company.

**(iv) Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration:**

In order to provide for increased cost of living/inflation, average percentile increase of 22.07 % was made in the salaries of employees other than the managerial personnel during the financial year 2023-24, in accordance with the remuneration policy of the Company.

**(v) Affirmation that the remuneration is as per the remuneration policy of the Company:**

It is hereby affirmed that the remuneration paid during the financial year 2023-24 is as per the Remuneration Policy of the Company.

**For and on behalf of the Board of Directors**

**Amit Dahanukar**  
**Chairman & Managing Director**

**Place:** Mumbai

**Date :** May 21, 2024



## ANNEXURE 'E' TO THE DIRECTORS' REPORT

Statement pursuant to Rule 12(9) of the Companies (Share Capital and Debentures) Rules, 2014 read with Regulation 14 of the SEBI (Share Based Employee Benefits & Sweat Equity) Regulations, 2021

Sr. No.	Particulars	ESOP Scheme 2010	ESOP Scheme 2012																						
1	Date of shareholders' approval	September 20, 2010	May 24, 2012																						
2	Total number of stock options approved (post adjustment of Bonus)	48,46,500	60,00,088																						
3	Vesting requirements	Out of the total options granted, 30% options vest after 1 <sup>st</sup> year, 30% after 2 <sup>nd</sup> year and 40% after 3 <sup>rd</sup> year from the date of respective grant.	Out of the total options granted, 30% options vest after 1 <sup>st</sup> year, 30% after 2 <sup>nd</sup> year and 40% after 3 <sup>rd</sup> year from the date of respective grant.																						
4	Pricing Formula	The exercise price shall be calculated at a discount of 75% of the average of the daily high and low of the prices for the Company's equity shares quoted on BSE Limited, during the 15 days preceding the date of vesting of stock options subject to minimum exercise price as given below:	The exercise price shall be calculated at a discount of 75% of the average of the daily high and low of the prices for the Company's equity shares quoted on BSE Limited, during the 15 days preceding the date of vesting of stock options subject to minimum exercise price as given below: <table border="1" data-bbox="715 996 1461 1466"> <thead> <tr> <th>Date of Grant</th> <th>Minimum Exercise Price (₹)</th> </tr> </thead> <tbody> <tr><td>May 28, 2012</td><td>42.00</td></tr> <tr><td>February 04, 2013</td><td>60.00</td></tr> <tr><td>May 30, 2013</td><td>45.00</td></tr> <tr><td>May 26, 2014</td><td>46.00</td></tr> <tr><td>July 05, 2016</td><td>13.00</td></tr> <tr><td>June 14, 2018</td><td>15.00</td></tr> <tr><td>August 14, 2021</td><td>31.00</td></tr> <tr><td>September 23, 2022</td><td>67.00</td></tr> <tr><td>October 20, 2022</td><td>74.00</td></tr> <tr><td>August 21, 2023</td><td>142.00</td></tr> </tbody> </table>	Date of Grant	Minimum Exercise Price (₹)	May 28, 2012	42.00	February 04, 2013	60.00	May 30, 2013	45.00	May 26, 2014	46.00	July 05, 2016	13.00	June 14, 2018	15.00	August 14, 2021	31.00	September 23, 2022	67.00	October 20, 2022	74.00	August 21, 2023	142.00
Date of Grant	Minimum Exercise Price (₹)																								
May 28, 2012	42.00																								
February 04, 2013	60.00																								
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June 14, 2018	15.00																								
August 14, 2021	31.00																								
September 23, 2022	67.00																								
October 20, 2022	74.00																								
August 21, 2023	142.00																								
5	Maximum term of stock options granted	3 years	3 years																						
6	Source of shares (primary, secondary or combination)	Primary	Primary																						
7	Variation in terms of stock options	Nil	Nil																						
8	Number of stock options outstanding at the beginning of the period	15,72,054	22,73,410																						

Sr. No.	Particulars	ESOP Scheme 2010	ESOP Scheme 2012
9	Number of stock options granted during the year	Nil	8,20,000
10	Number of stock options forfeited/ lapsed/ cancelled during the year	96,104	3,18,606
11	Number of stock options vested during the year	Refer Note 32 to the Standalone Financial Statements	Refer Note 32 to the Standalone Financial Statements
12	Number of stock options exercised during the year	6,80,925	7,21,483
13	Number of shares arising as a result of exercise of stock options	Nil	Nil
14	Money realized by exercise of stock options during the year	2,57,82,700	3,42,83,436
15	Loan repaid by the Trust during the year from exercise price received : Not Applicable		
16	Number of stock options outstanding at the end of the year	7,95,025	20,53,321
17	Number of stock options exercisable at the end of the year	Refer Note 32 to the Standalone Financial Statements	Refer Note 32 to the Standalone Financial Statements
18	Stock options granted to Senior Managerial Personnel/Key Managerial Personnel : 6,00,000		
19	Employees who were granted in the year stock options amounting to 5% or more of the stock options granted during the year: Nil		
20	Identified employees who were granted stock options, during the year, equal or exceeding 1% of the issued capital (excluding outstanding warrants and conversions) of the Company at the time of grant	Nil	Nil
21	Disclosure in terms of the 'Guidance note on accounting for employee share-based payments' issued by ICAI or any other relevant Accounting Standards	Refer Note 32 of the Notes to Standalone Financial Statements	
22	Diluted Earnings Per Share (EPS) on issue of shares pursuant to all the Schemes in accordance with Ind AS	Refer Note 32 to the Standalone Financial Statements	
23	Method used to account for ESOS – Intrinsic or fair value	Fair Value Method	
24	The difference between the intrinsic value of the stock options and the fair value of the stock options and its impact on profits and on EPS	Not Applicable	
25	Weighted-average exercise prices and weighted-average fair values of stock options, separately for stock options whose exercise price either equals or exceeds or is less than the market price of the stock	Refer Note 32 of the Notes to Standalone Financial Statements	

Sr. No.	Particulars	ESOP Scheme 2010	ESOP Scheme 2012
26	<p>A description of the method and significant assumptions used during the year to estimate the fair value of stock options, including the following information:</p> <p>a) the weighted-average values of share price, exercise price, expected volatility, expected option life, expected dividends, the risk-free interest rate and any other inputs to the model;</p> <p>b) the method used and the assumptions made to incorporate the effects of expected early exercise;</p> <p>c) how expected volatility was determined, including an explanation of the extent to which expected volatility was based on historical volatility; and</p> <p>d) whether and how any other features of the option grant were incorporated into the measurement of fair value, such as market condition.</p>		Refer Note 32 of the Standalone Financial Statements

**Note :** The Company does not have any outstanding options under ESOP 2008 scheme.

**For and on behalf of the Board of Directors**

**Amit Dahanukar**  
Chairman & Managing Director

**Place:** Mumbai

**Date:** May 21, 2024

## ANNEXURE F TO THE DIRECTORS' REPORT

### Annual Report on Corporate Social Responsibility (CSR) Activities for the Financial Year 2023-2024

*[Pursuant to Section 134(3)(o) of the Companies Act, 2013 read with Rule 8(1) of the Companies (Corporate Social Responsibility Policy) Rules, 2014]*

#### 1. Brief outline on CSR Policy of the Company:

The Company is committed to ensure a healthy environment and empowered community around it and has, accordingly, adopted a triple bottom line approach of people, planet and profit. The Company has embraced the United Nation's (UN) Millennium Development Goals (MDG) and directs its efforts towards Poverty Reduction, Health, Education and Environment Conservation.

The Company, in fulfillment of its role as a Socially Responsible Corporate Citizen and in line with its philosophy to spread the largest good to the widest number, has chosen to intervene in those areas where it can strengthen the base, enable people to lead a healthier and happier life and spread cheers for the better good of the community in which it operates, through its services, conduct and initiatives.

CSR projects, programs or activities that may be undertaken by the Company in line with Schedule VII of the Companies Act, 2013 and pursuant to the CSR Policy approved by the Board of Directors are enumerated below:

#### A) Eradicate Extreme Poverty, Hunger and Malnutrition by:

- i. operating annakshetra (Community Kitchen) at various locations;
- ii. supplying mid-day meals to schools, orphanages etc.;
- iii. providing monthly pensions to poor and needy;
- iv. managing clinics for treatment of malnutrition;
- v. conducting outreach programs for prevention and eradication of malnutrition; and
- vi. providing training to village and government representatives for prevention of malnutrition.

#### B) Promotion of Education by:

- i. supporting the administration of educational institutions directly or through Trusts;
- ii. providing services of supplementary teaching staff free of cost to various educational institutions;
- iii. undertaking various educational awareness activities;

- iv. promoting sports and fitness among school children; and
- v. promoting arts and culture among school children.

#### C) Promotion of Rural Sports by:

- i. providing sports training through ZillaParishad schools or other educational institutes;
- ii. undertaking sporting tournaments and training camps; and
- iii. undertaking various sports awareness activities.

#### D) Empowerment of Women, Senior Citizens, Differently Abled and Socially and Economically Backward Section of Society by:

- i. forming Self Help Groups to promote financial inclusion;
- ii. identifying and training differently abled persons for skill building and improve livelihoods;
- iii. conducting vocational training programs for women through NGOs, institutions, government bodies etc.;
- iv. promoting savings and increasing financial literacy; and
- v. providing marketing support for existing rural micro enterprises.

#### E) Promoting Preventive Healthcare, Sanitation and Making Available Safe Drinking Water by:

- i. creating awareness in villages and conducting training programs for NGOs/Institutions on improving maternal health;
- ii. distributing medicines, supplements and therapeutic foods for improving health and nutrition;
- iii. managing dispensaries and mobile clinics;
- iv. organizing awareness programs on preventive healthcare in educational institutions and communities;
- v. providing medical sponsorships for HIV/AIDS patients; and
- vi. providing financial assistance to NGOs addressing the treatment of above illnesses.

**F) Ensuring Environmental Sustainability by:**

- i. conducting afforestation drives across the country through own or other plant nurseries;
- ii. promoting environmental conservation through promotion of sustainable farming;
- iii. demonstrating sustainable farming and waste management methods on its lands to communities;
- iv. training farmers, government agencies and NGOs on sustainable farming and waste management;
- v. undertaking/promoting cultivation of organic foods; and
- vi. undertaking water conservation and promoting the need for the same in communities.

- ii. conducting veterinary camps in villages for prevention and cure of animals in the villages;
- iii. conducting awareness and sensitization camps to improve community outlook towards animal welfare;
- iv. undertaking adoption camps for animals under shelter and/or elsewhere;
- v. conducting medication and immunization for animals; and
- vi. supporting NGOs engaged in animal welfare or those running animal shelters or goshala.

Details of the CSR projects, programs or activities undertaken by the Company during the financial year 2023-24 are provided under the 'Corporate Social Responsibility' Section of the Directors' Report forming part of the Annual Report.

**G) Animal Welfare by:**

- i. constructing and managing goshalas, animal shelters and veterinary clinics to address animal care;

**2. Composition of CSR Committee:**

Sl. No.	Name of Director	Designation/Nature of Directorship	Number of meetings of CSR Committee held during the year	Number of meetings of CSR Committee attended during the year
1	Mrs. Shivani Amit Dahanukar	Chairperson	3	1
2	Dr. Ravindra Bapat	Member	3	1
3	Mr. C.V. Bijlani	Member	3	3
4	Ms. Swapna Shah	Member	3	3
5	Ms. Aparna Praveen Chaturvedi	Member	3	1

**3. Provide the web-link where Composition of CSR committee, CSR Policy and CSR projects approved by the Board are disclosed on the website of the company:** <https://tilind.com/>

**4. Provide the details of Impact assessment of CSR projects carried out in pursuance of sub-rule (3) of rule 8 of the Companies (Corporate Social Responsibility Policy) Rules, 2014, if applicable (attach the report):**

In terms of the Companies (Corporate Social Responsibility Policy) Amendment Rules, 2021, the requirement of conducting an impact assessment of its CSR Projects is not applicable to the Company.

**5. Details of the amount available for set off in pursuance of sub-rule (3) of rule 7 of the Companies (Corporate Social Responsibility Policy) Rules, 2014 and amount required for set off for the financial year, if any**

Sl. No.	Financial Year	Amount available for set-off from preceding financial years (in ₹)	Amount required to be set-off for the financial year, if any (in ₹)
Not Applicable			

6. Average net profit / (Loss) of the company as per section 135(5): Average Profits ₹ 2,794.25 lacs
7. (a) Two percent of average net profit of the company as per section 135(5): ₹ 55.89 lacs  
 (b) Surplus arising out of the CSR projects or programs or activities of the previous financial years: NA  
 (c) Amount required to be set off for the financial year, if any: Nil  
 (d) Total CSR obligation for the financial year (7a+7b-7c): ₹ 55.89 lacs
8. (a) CSR amount spent or unspent for the financial year:

Total Amount Spent for the Financial Year (₹ In lacs)	Amount Unspent (₹ In lacs)				
	Total Amount transferred to Unspent CSR Account as per Section 135(6)		Amount transferred to any fund specified under Schedule VII as per second proviso to Section 135(5)		
	Amount	Date of transfer	Name of the Fund	Amount	Date of transfer
99.32	Nil	NA	NA	Nil	NA

- (b) Details of CSR amount spent against **ongoing projects** for the financial year:

(1)	(2)	(3)	(4)	(5)		(6)	(7)	(8)	(9)	(10)	(11)	
Sl. No	Name of the Project	Item from the list of activities in Schedule VII to the Act	Local area (Yes/ No)	State	District	Project duration	Amount allocated for the project (in ₹ lacs)	Amount spent in the current financial Year (₹ In lacs)	Amount transferred to Unspent CSR Account for the project as per Section 135(6) (₹ In lacs)	Mode of Implementation- Direct (Yes/No)	Name	CSR Registration number.
1	The Company spent ₹ 9.37 lacs on construction and renovation of toilets and classrooms at the schools at Shirampur.	Promoting education	Yes	Maharashtra	Ahmednagar -	1 year	9.37 lacs	9.37 lacs	Nil	No	Shrimati Malti Dahanukar Trust	CSR00013822

- (c) Details of CSR amount spent against **other than ongoing projects** for the financial year:

(1)	(2)	(3)	(4)	(5)		(6)	(7)	(8)	
Sl. No.	Name of the Project	Item from the list of activities in schedule VII to the Act.	Local area (Yes/ No).	State.	District.	Amount spent for the project (₹ in lacs).	Mode of implementation - Direct (Yes/No).	Name.	CSR registration number.
1	Literacy	Promoting education	Yes	Maharashtra	Ahmednagar -	14.35	Yes (Direct & Through implementing Agency)	Direct & Shrimati Malti Dahanukar Trust	CSR00013822
2	Healthcare Treatment/ Sponsorship and Awareness camps	Promoting preventive health care & Sanitation	Yes	Maharashtra	Ahmednagar -	27.94	Yes (Direct & Through implementing Agency)	Direct & Shrimati Malti Dahanukar Trust	CSR00013822
3	Supply of R.O water	Promoting preventive health care & Sanitation	Yes	Maharashtra	Ahmednagar -	1.27	Yes	Direct	Not Applicable
4	Sports and fitness to engage the unemployed youth	Promoting rural sports	Yes	Maharashtra	Ahmednagar -	5.36	No	Shrimati Malti Dahanukar Trust	CSR00013822
5	Waste management, tree plantation and organic production	Ensuring environmental sustainability	Yes	Maharashtra	Ahmednagar -	27.90	Yes (Direct & Through implementing Agency)	Direct & Shrimati Malti Dahanukar Trust	CSR00013822
6	Animal welfare centre	Animal welfare	Yes	Maharashtra	Ahmednagar -	22.50	Yes (Direct & Through implementing Agency)	Direct & Shrimati Malti Dahanukar Trust	CSR00013822

The detailed CSR activity report as submitted by the implementing agency is enclosed as Annexure 1.

- (d) Amount spent in Administrative Overheads: Nil
- (e) Amount spent on Impact Assessment, if applicable: Nil
- (f) Total amount spent for the Financial Year (8b+8c+8d+8e): ₹ 99.32 lacs
- (g) Excess amount for set off, if any:

Sl. No.	Particular	Amount (₹ in lacs )
(i)	Two percent of average net profit of the company as per section 135(5)	55.89
(ii)	Total amount spent for the Financial Year	99.32
(iii)	Excess amount spent for the Financial Year [(ii)-(i)]	43.43
(iv)	Surplus arising out of the CSR projects or programs or activities of the previous financial years, if any	NIL
(v)	Amount available for set off in succeeding Financial Year [(iii)-(iv)]	43.43

9. (a) Details of Unspent CSR amount for the preceding three financial years:

Sl. No.	Preceding Financial Year	Amount transferred to Unspent CSR Account under section 135 (6) (₹ In lacs)	Amount spent in the reporting Financial Year (₹ In lacs)	Amount transferred to any fund specified under Schedule VII as per Section 135(6), if any.			Amount remaining to be spent in succeeding financial years. (₹ In lacs)
				Name of the Fund	Amount (₹ In lacs)	Date of transfer	
1.	2022-23	72.00	9.37	-	-	-	62.63

Note : The projects identified as ongoing projects for ₹ 62.63 lacs are as under :-

- a) Renovation of Junior College Chemistry Laboratory at Dahanukar Marathi Medium School
- b) Renovation of Junior College Computer Lab at Dahanukar Marathi Medium School
- c) Renovation of Junior College Principal Office at Dahanukar Marathi Medium School
- d) Renovation of Junior College Classrooms (2 Nos) at Dahanukar Marathi Medium School
- e) Renovation of Badminton Hall

- (b) Details of CSR amount spent in the financial year for ongoing projects of the preceding financial year(s):

(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)
Sl. No.	Project ID	Name of the Project	Financial Year in which the project was commenced	Project duration	Total amount allocated for the project (₹ in lacs)	Amount spent on the project in the reporting Financial Year (₹ in lacs)	Cumulative amount spent at the end of reporting Financial Year (₹ in lacs)	Status of the project (Completed /Ongoing)
1	TI Project 1	Construction and renovation of toilets and classrooms at the schools at Shirampur.	2023-24	1 year	9.37	9.37	9.37	Completed

**10. In case of creation or acquisition of capital asset, furnish the details relating to the asset so created or acquired through CSR spent in the financial year**

- (a) Date of creation or acquisition of the capital asset(s).- Not Applicable
- (b) Amount of CSR spent for creation or acquisition of capital asset.- Not Applicable
- (c) Details of the entity or public authority or beneficiary under whose name such capital asset is registered, their address etc.- Not Applicable
- (d) Provide details of the capital asset(s) created or acquired (including complete address and location of the capital asset).- Not Applicable

**11. Specify the reason(s), if the company has failed to spend two per cent of the average net profit as per Section 135(5). Not Applicable**

**For and on behalf of the Board of Directors**

**Amit Dahanukar**  
**Chairman & Managing Director**

**For and on behalf of the CSR Committee**

**Shivani Amit Dahanukar**  
**Chairperson – CSR Committee**

**Place:** Mumbai

**Date:** May 21, 2024



## Annexure 1 – CSR

### CSR Activity Report presented by Shrimati Malati Dahanukar Trust (SMDT)

The Company is committed to operate and grow its business in a socially responsible way. We aim to bring about sustainable development by balancing the commercial and economic progress with the social and environment development. Our CSR initiatives are focused to reduce the impact of our business and improve the quality of lives of the communities residing in the vicinity of our breweries. The Company is committed to ensure a healthy environment and empowered community around it and has, accordingly, adopted a triple bottom line approach of people, planet and profit. The Company has embraced the United Nation's (UN) Sustainable Development Goals (SDG) and is mainly directing its efforts towards health & nutrition, education & environment conservation.

The details of the CSR programs or activities undertaken by the Company along with its implementing agency Shrimati Malati Dahanukar Trust (SMDT) during the financial year 2023- 2024 are as follows:

### Healthcare Treatment/Sponsorship and Awareness camps

With a vision of having 100% healthy and intelligent children in the villages surrounding the plant of the Company, efforts continue to focus on promoting the first 1,000 days program through Maternal Infant and Young Child Nutrition (MIYCN) empowerment of the community by implementing the following activities:

Mother and Child nutrition centers (free of cost) are running in Shirampur and outreach centers among different villages around Shirampur. At these centers, the doctors, nutritionists along with local community workers support women in the community in practicing the essential nutrition actions needed for the first 1,000 days. Anthropometric assessments are conducted for the children to determine their nutritional status and mothers are counseled on correct breastfeeding and complementary feeding techniques. In 2023-2024

- Total Phone calls counseling – 3,365 beneficiaries
- 8236 beneficiaries attended online nutrition seminars of different categories
- 1950 (0-6 years) children addressed this year
- 1710 home visits done this year- during home visits we do nutrition counseling, show spoken tutorial videos on tabs and hygiene counseling

- 107 pregnant mother addressed this year through 20 pregnancy club activity
- Women's day celebration done at five different places 305 participants attended the program
- Breastfeeding week 311 nos. Asha, Anganwadi frontline workers.
- Internship program for students - 2 students from USA and 2 students from Baroda university Gujarat

### a) Community nutrition raising activities

In addition to the Mother and Child Nutrition Centres, outreach activities viz. nutritional cooking demonstrations, health videos screening, talks, celebration of National Nutrition Week and World Breastfeeding Week etc. have been conducted during the financial year 2023-24 to raise awareness regarding maternal and child health among different villages and areas in and around the plant of the Company in Shirampur. 159 beneficiaries benefitted in 8 dry cooking demos and 2145 beneficiaries benefitted through 15 monthly activities.

**Nutrition session for School children** - 400 students anthropometric measurement done with report .

### b) Hospital-based Infant Young Child Feeding (IYCF) Counseling Centre

The Company continues to support an IYCF counseling center (a weekly outpatient clinic) at Pravara Medical Trust (PMT), Loni. Breastfeeding and complementary feeding counseling on OPD basis is conducted by the health and nutrition team. The team also visits the delivery and pediatric wards to provide lactation counseling to the admitted mothers. At OPD, 120 children benefitted from nutrition counseling and 550 lactating mothers benefitted through breastfeeding counseling.

### c) Training on "First 1,000 days – Maternal & Child Nutrition"

The health and nutrition team successfully completed 3 training programs for 2014 government frontline workers and NGO staff at various locations, in partnership with IIT B at Nashik Washim and Chattisgarh.

### d) Menstruation Awareness Activity for ZP and Private school and college

710 girls are benefitted.

One of our most visible goals is to act upon the nutritional needs of children and improve the maternal health of pregnant mothers. We know that by focusing on these avenues, we can better the mental, emotional and physical health of the future generations of India.

We work on the nutritional needs of children aged between 0-6 years and are educating young girls on practices related to reproductive health and pregnancy. Our contact programs and community engagement initiatives are designed to ensure that women and parents are able to make informed choices regarding health and nutrition.

Some other topics of focus include preventing the occurrences of water-borne diseases, practicing good personal hygiene, sanitizing areas around and at home; knowing how to identify and avoid breast cancer and spreading awareness on the harmful effects of tobacco and other harmful substances.

By prioritizing the nutrition of children and pregnant mothers, we can better the mental, emotional and physical health of future generations.

### **Literacy**

The Company continues to support the Dahanukar Vidyalay, Tilaknagar (DVT) school and the Balvarg Sarv Anand shala. Multi grade Multi level (MGML) and Activity Base learning (ABL) teaching methods introduced under which standard 1 students of different learning abilities, physical abilities and social classes learns together, were successfully implemented during the year under review.

Education not only empowers children to a better future, but it also changes the course of the world. Education is a right and not a privilege. Keeping this fundamental belief at heart, we have been tirelessly working for the past six decades to revive education amongst the villages in India. This journey has begun with the revival of Zila Parishad schools in the rural parts of Shrirampur and the commencement of computer education at the Tilaknagar school.

To keep children engaged and motivated towards their education, our curriculum integrates art, culture and sports with experiential learning. We intend to offer a learning environment that pushes every child to become an independent learner and to think critically. Our earn-while-you-learn programs have encouraged over 750 children to stay in school and vastly improve their future prospects.

**DVT Primary – 25 students** – Std. 1<sup>st</sup> to std 4<sup>th</sup> for result use grade method. Result was 100%. 0 drop outs.

**DVT Secondary – 142 students** - Std. 5<sup>th</sup> to std 8<sup>th</sup> for result use grade method.

### **Community kitchen**

Nutritious, healthy and wholesome complete meal comprising of rice, dal and vegetable is cooked daily at the community kitchen is served to the children.

### **Supply of R.O water**

The Company supplies safe drinking (R.O) water to various wadis. **Total 89,00,000 Litres** water distributed among 8 places like Dighi road , Girame wasi,Eklahare , Ranjankhol, Labour colony, Khandagale wasti, Factory and Staff colony, Daily 24,383 Liter water distributed to those wadis.

### **Sports and fitness to engage the unemployed youth Sports outreach**

Sport is the best preserver of health. It is the easiest way to unite communities and motivate the youth. By promoting sports and fitness activities around small communities, we aim to ensure the overall wellness of children and young people and provide them an opportunity to explore their interests in various sports.

For the last 6 decades, the Tilaknagar gymkhana has been home to a multitude of diverse sports such as cricket, tennis, volleyball, kabaddi, chess, carrom and more. Here, children and young people from rural communities have showcased their talent in multiple tournaments at the district, state, and national levels.

The Company continues to support training of the sports faculty of schools, distribution of sports equipment, maintenance of playgrounds at ZP schools and conducting various inter village matches in order to develop sports talent that lies hidden in the villages. 4,366 students were benefited from this program that covered 40 ZP schools and Kridamandal in the area. The Company has also organized inter school sports event. The second activity that is carried out under the sports outreach program is “Kridamandal” aimed at engaging youth and unemployed in sports to keep them away from addiction towards tobacco, alcohol etc. this year we have taken online YOGA for all SMDT Staff and students.

Tilaknagar Industries Limited sports club has inoculated the love of sports in over 6,994 children.

### **Waste management, tree plantation and organic production**

#### **Environmental conservation**

All of us share the same earth – the same air and the same skies. It is everyone’s prerogative to ensure that the earth is looked after for this and future generations.

The Company does its efforts towards tree conservation, water conservation and pivoting towards natural energy sources.

For the last five years, we have worked in alignment with UNs Billion Tree program to improve the biodiversity of our forests. This has also included the rearing of native multipurpose trees in a central nursery and enabling the local communities to plant and protect trees in their local forests.

In the districts of Ahmednagar and Umardhed we have engaged our efforts towards the conversion of water by building dams, watersheds and rainwater harvesting. At the remote villages of Shrirampur Taluka, we have battled the energy crisis by installing over 100 solar powered street lights.

By partnering with local communities, we have planted over 4,178 trees in the forests of Maharashtra Chiplun and Shrirampur.

By partnering with local 4 Grampanchayat we planted 600 trees Planted 670 trees for Miyawaki Jungle at Tilakpark Planted 108 tamarind trees.

The Company believes in organic and sustainable farming and grows sugarcane, wheat, soyaben, fruits, vegetables – cabbage, chillies, bottle gourd, brinjal, maize, ginny grass, jowar grass, Bajara, sweetcorn and garlic grass, strawberry etc. in its land besides maintaining a flower and show plant nursery. Additionally, with support of the in-house school students and the Company's employees, more than 100 trees plantation drives were undertaken during the year under review.

- For fodder purpose - Maize, Ginny grass, Jawar, Bajara, Sugarcane and lasoon grass
- For cash crop – sugarcane, fruits, vegetables, Nursery ,sweet corn , Strawberry, wheat and soyabeen.
- Waste management
- Tree plantation – 4178 nos.

- Fodder production 1,41,560 KG (Maize, Ginny grass , Jawar, Sugarcane , lasurn grass and Bajara )
- Kitchen garden activities for 189 families for Anemia free Bharat.

### **Animal Welfare Centre**

The Company continues to take care of abandoned and rescued animals in its animal shelter as well as maintains a Goshala.

### **Tilaknagar Industries CSR support to Earth Brigade Foundation.**

Wildlife, including tigers, migrates towards human settlements in summer in search of water. By providing water inside the forests and addressing wildlife's drinking water need through solar pumpsets, Tilaknagar Industries and Earth Brigade Foundation (EBF) help in mitigating human-wildlife conflict situations arising from wildlife moving out of the forests.

TI and EBF have partnered in providing solar pump installations in multiple locations such as :-

- A) EBF has been able to do solar powered installations in Pilibhit, Kanha and Corbett Tiger Reserve that supports Indian and Global tiger conservation efforts
- B) The highly endangered hard-ground Barasingas by the forest department in Kanha Tiger Reserve.
- C) Providing water to elephant herds and many other wild animals in peak summer in Corbett Tiger Reserve.
- D) Providing drinking water to wildlife through sustainable and low maintenance solar powered pumpsets has helped the forest department to minimise dependence on the fossil-fuel dependent water tankers.

## Annexure G

# BUSINESS RESPONSIBILITY & SUSTAINABILITY REPORTING

### SECTION A: GENERAL DISCLOSURES

#### I. Details of the listed entity

1.	Corporate Identity Number (CIN) of the Listed Entity	L15420PN1933PLC133303
2.	Name of the Listed Entity	Tilaknagar Industries Ltd
3.	Year of incorporation	1933
4.	Registered office address	P.O. Tilaknagar, Tal. Shirampur, Dist. Ahmednagar, Shirampur- 413 720
5.	Corporate address	Industrial Assurance Building, 3 <sup>rd</sup> floor, Churchgate, Mumbai – 400020
6.	E-mail	<a href="mailto:investor@tilind.com">investor@tilind.com</a>
7.	Telephone	22831716
8.	Website	<a href="http://www.tilind.com">www.tilind.com</a>
9.	Financial year for which reporting is being done	2023-24
10.	Name of the Stock Exchange(s) where shares are listed	BSE Limited and National Stock Exchange of India
11.	Paid-up Capital	₹ 192,73,03,530
12.	Name and contact details (telephone, email address) of the person who may be contacted in case of any queries on the BRSR report	Mr. Abhinav Gupta, Tel : 022831716 <a href="mailto:investor@tilind.com">investor@tilind.com</a>
13.	Reporting boundary - Are the disclosures under this report made on a standalone basis (i.e. only for the entity) or on a consolidated basis (i.e. for the entity and all the entities which form a part of its consolidated financial statements, taken together).	All the disclosures made in this report are on standalone basis for Tilaknagar Industries Limited.
14.	Name of assurance provider	NA
15.	Type of assurance obtained	NA

#### II. Products / services

16. Details of business activities (accounting for 90% of the turnover)		
Description of Main Activity	Description of Business Activity	% of Turnover of the entity
Manufacturing	The company is engaged in manufacture of Indian Made Foreign Liquor(IMFL) and Extra Neutral Alcohol (ENA)	100%

17. Products / Services sold by the entity (accounting for 90% of the entity's Turnover)		
Product / Service	NIC Code	% of total Turnover contributed
Indian made foreign liquor (IMFL)	2208	100%

### III Operations

<b>18.</b>	<b>Number of locations where plants and / or operations / offices of the entity are situated</b>		
<b>Location</b>	<b>Number of plants</b>	<b>Number of offices</b>	<b>Total</b>
National	17	7	24
International	NA	NA	NA
Note :	Out of the 17 plants, only 4 are owned by TI. Other plants operate on a contract brewing basis with 100% third party ownership		
<b>19.</b>	<b>Markets served by the entity:</b>		
<b>a.</b>	<b>Number of locations</b>		
	<b>Locations</b>	<b>Number</b>	
	National (No. of States and Union Territories)	27 states and 4 union Territories	Including states and union territories, where our brands are sold to Canteen Stores Dept (CSD).
	International (No. of Countries)	6	
<b>b.</b>	<b>What is the contribution of exports as a percentage of the total turnover of the entity?</b>	<b>0.80%</b>	

#### C. A brief on types of customers

The company is an established player in the Indian Made Foreign Liquor (IMFL) sector and is among India's leading alcohol business companies. It has a wide range of brands across the IMFL segments (Whisky, Brandy, Rum and Gin).

#### A) State Corporation Markets :-

In certain states in conformity with the state policies, the company supplies Indian Made Foreign Liquor (IMFL) brands manufactured by it to the public limited companies, controlled by the government of that state ("State Corporation"). The State Corporation, in turn sells the same to retailers, for final sale to end consumers.

#### B) Private Markets :-

In few states where permissible, the Company sells its products to retailers through distributor channels.

#### C) Canteen Stores Department (CSD)

The Company also supplies its brands to the Canteen Stores Department (CSD) in various states.

#### D) International Consumers

The Company also supplies its products in select overseas markets.

## IV Employees

### 20. Details as at the end of Financial Year:

#### a. Employees and workers (including differently abled):

Sr. No.	Particulars	Total (A)	Male		Female	
			No. (B)	% (B / A)	No. (C)	% (C / A)
<b>EMPLOYEES</b>						
1.	Permanent (D)	242	216	89.26%	26	10.74%
2.	Other than Permanent (E)					
3.	<b>Total employees (D + E)</b>	242	216	89.26%	26	10.74%
<b>WORKERS</b>						
4.	Permanent (F)	86	80	93.02%	6	6.98%
5.	Other than Permanent (G)	0	0		0	
6.	<b>Total workers (F + G)</b>	86	80	93.02%	6	6.98%

#### b. Differently abled Employees and workers

Sr. No.	Particulars	Total (A)	Male		Female	
			No. (B)	% (B / A)	No. (C)	% (C / A)
<b>Differently abled employees</b>						
1.	Permanent (D)					
2.	Other than Permanent (E)			Nil		
3.	<b>Total differently abled employees (D + E)</b>					
<b>Differently abled workers</b>						
4.	Permanent (F)					
5.	Other than permanent (G)			NIL		
6.	<b>Total differently abled workers (F + G)</b>					

### 21. Participation / Inclusion / Representation of women

	Total (A)	No. and percentage of Females	
		No. (B)	% (B / A)
Board of Directors	10	3	30%
Key Management Personnel	5	1	20%

### 22. Turnover rate for permanent employees and workers

	FY 2023-24			FY 2022-23			FY 2021-22		
	Male	Female	Total	Male	Female	Total	Male	Female	Total
Permanent Employees	11.51%	16.00%	11.99%	16.95%	13.33%	16.54%	16.72%	6.06%	15.66%
Permanent Workers	6.10%	0.00%	5.68%	9.09%	0.00%	8.51%	3.49%	0.00%	3.26%

**V. Holding, Subsidiary and Associate Companies (including joint ventures)**

**23. (a) Names of holding / subsidiary / associate companies / joint ventures**

Sr. No.	Name of the holding / subsidiary / associate companies / joint ventures (A)	Indicate whether holding / Subsidiary / Associate / Joint Venture	% of shares held by listed entity	Does the entity indicated at column A, participate in the Business Responsibility initiatives of the listed entity? (Yes / No)
1.	Prag Distillery (P) Ltd.	Subsidiary	100	No
2.	Vahni Distilleries Private Limited	Subsidiary	100	No
3.	PunjabExpo Breweries Private Limited	Subsidiary	100	No
4.	Shivprabha Sugars Ltd.	Subsidiary	90	No
5.	Mason and Summers Marketing Service Private Limited	Associate	26	No

**Note : All the disclosures made in this report are on standalone basis for Tilaknagar Industries Limited.**

**VI. CSR Details**

(i)	Whether CSR is applicable as per section 135 of Companies Act, 2013: (Yes / No)	Yes
(ii)	Turnover (in ₹)	2,97,194.13 (₹ in Lacs)
(iii)	Net worth (in ₹)	66,440.08 (₹ in Lacs)

**VII. Transparency and Disclosures Compliances**

**24. Complaints / Grievances on any of the principles (Principles 1 to 9) under the National Guidelines on Responsible Business Conduct:**

Stakeholder group from whom complaint is received	Grievance Redressal Mechanism in Place (Yes / No) (If Yes, then provide web-link for grievance redress policy)	FY 2023-24			FY 2022-23		
		Number of complaints filed during the year	Number of complaints pending resolution at close of the year	Remarks	Number of complaints filed during the year	Number of complaints pending resolution at close of the year	Remarks
Communities	Yes, a mechanism is in place to interact with our designated officials to understand and address their concerns, if any.	Nil	Nil	Nil	Nil	Nil	
Investors (other than shareholders)	Yes, a mechanism is in place to interact with our designated officials to understand and address their concerns, if any.	Nil	Nil	Nil	Nil	Nil	
Shareholders	Refer Note*	5	Nil	Nil	12	Nil	
Employees and workers	Yes <a href="https://tilind.com/codes-and-policies/">https://tilind.com/codes-and-policies/</a>	Nil	Nil	Nil	Nil	Nil	

Stakeholder group from whom complaint is received	Grievance Redressal Mechanism in Place (Yes / No) (If Yes, then provide web-link for grievance redress policy)	FY 2023-24			FY 2022-23		
		Number of complaints filed during the year	Number of complaints pending resolution at close of the year	Remarks	Number of complaints filed during the year	Number of complaints pending resolution at close of the year	Remarks
Customers	Yes, a mechanism is in place to interact with our designated officials to understand and address their concerns, if any.	77	Nil	Nil	89	Nil	
Value Chain Partners	Yes, a mechanism is in place to interact with our designated officials to understand and address their concerns, if any.	Nil	Nil	Nil	Nil	Nil	
Other (please specify)		Nil	Nil	Nil	Nil	Nil	

\*The shareholders write an email on [investor@tilind.com](mailto:investor@tilind.com) or directly contact the secretarial team for raising any grievances or any other shareholder-related matters.

**25. Overview of the entity's material responsible business conduct issues. Please indicate material responsible business conduct and sustainability issues pertaining to environmental and social matters that present a risk or an opportunity to your business, rationale for identifying the same, approach to adapt or mitigate the risk along-with its financial implications, as per the following format**

S. No.	Material issue identified	Indicate whether risk or opportunity (R / O)	Rationale for identifying the risk / opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative implications)
1.	Energy Optimization and Management	Opportunity	<p>Optimization of energy use leads to reduced carbon foot print of the overall operations of the Company.</p> <p>Decreased direct and indirect use of fossil fuels</p> <p>Reduced indirect impact on environment</p>	<p>Multiple action plans have been initiated and executed to improve energy efficiency:</p> <ol style="list-style-type: none"> <li>1. Transition to use of more efficient devices with 5-star rating,</li> <li>2. Responsible usage of electricity,</li> <li>3. Usage of innovative technologies to optimize and improve energy efficiency in distillation processes (improving efficiency of fermentation process to give more alcohol)</li> </ol>	Positive implication



S. No.	Material issue identified	Indicate whether risk or opportunity (R / O)	Rationale for identifying the risk / opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative implications)
2	Transparency in Business conduct	Opportunity	Ethical business conduct Respecting interests of all stakeholders	Following “code of conduct for directors” to ensure ethical, transparent business conduct.	Positive implications
3	Efficient waste management		Efficient waste management helps manage and reduce overall waste generated from the Company operations, which in-turn reduces its overall environmental impact.  Safe handling and disposal of waste reduces risk to the community and environment.	Organization is presently segregating the waste produced at the source itself and has authorized vendors to further safely handle different types of wastes. The entity is also deploying controls to ensure compliance with the environmental consents obtained.  Further, new ways are being devised to recycle, reuse and deploy the effluent and process waste for safe application and disposal.  Further, alternate ways to use spent raw material to ensure better waste management are being explored.  Waste management strategies involving colour coding of bins, waste segregation, giving e-waste to authorised vendors for recycling and safe disposal & safely handling of hazardous waste are also followed.	Positive implications
4	Responsible Consumption	Risk	Impact on Consumer	Initiated various programmes with an objective to promote responsible consumption of its products in all the markets and key customers the Company caters to.	Negative
5	Efficient Water Management	Risk / Opportunity	To ensure efficient & effective management of water usage as part of the Company operations.	Committed to improve its water use efficiency and to replenish more water than it consumes in its process. Also makes provisions of drinking water facilities, construction of toilets, improving drainage under Water Health & Sanitation (WASH)	Positive

S. No.	Material issue identified	Indicate whether risk or opportunity (R / O)	Rationale for identifying the risk / opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative implications)
6.	Supply Chain Resiliency	Risk / Opportunity	<p>To ensure efficient high-quality product at reasonable price from vendor which follows high standards for environment. Further it has taken few steps towards the same :-</p> <p>Removal of mono-carton in certain brands reducing paper usage leading to saving of natural resources.</p> <p>Use of PET bottles in few brands instead of glass bottles reducing energy consumption and landfills.</p> <p>Weight Reduction in existing glass bottles there by reducing pressure on depleting of natural resources and cost optimization.</p>	Committed to provide respond quickly to operational disruptions through flexible contingency planning and forecasting – from material sourcing to logistics and the final delivery of products and services.	Positive

## SECTION B: MANAGEMENT AND PROCESS DISCLOSURES

This section is aimed at helping businesses demonstrate the structures, policies and processes put in place towards adopting the NGRBC Principles and Core Elements

Disclosure Questions	P1	P2	P3	P4	P5	P6	P7	P8	P9
<b>Policy and management processes</b>									
1. a. Whether your entity's policy / policies cover each principle and its core elements of the NGRBCs. (Yes / No)	Y	Y	Y	Y	Y	Y	Y	Y	Y
b. Has the policy been approved by the Board? (Yes / No)	Y	Y	Y	Y	Y	Y	Y	Y	Y
c. Web Link of the Policies, if available	<a href="https://tilind.com/codes-and-policies/">https://tilind.com/codes-and-policies/</a>								
2. Whether the entity has translated the policy into procedures. (Yes / No)	Y	Y	Y	Y	Y	Y	Y	Y	Y
3. Do the enlisted policies extend to your value chain partners? (Yes / No)	N	N	N	N	N	N	N	N	N
4. Name of the national and international codes / certifications / labels / standards (e.g. Forest Stewardship Council, Fairtrade, Rainforest Alliance, Trustea) standards (e.g. SA 8000, OHSAS, ISO, BIS) adopted by your entity and mapped to each principle.	ISO 14001:2015 ISO 9001: 2015								
5. Specific commitments, goals and targets set by the entity with defined timelines, if any.	The company stands committed to enhanced manufacturing standards, consumer experience and overall organizational excellence.								

Disclosure Questions	P1	P2	P3	P4	P5	P6	P7	P8	P9
6. Performance of the entity against the specific commitments, goals and targets along-with reasons in case the same are not met.	Performance of each of the principles is reviewed periodically by the management committee of the Company.								
7. Statement by director responsible for the business responsibility report, highlighting ESG related challenges, targets and achievements	<ul style="list-style-type: none"> <li>▪ TI is committed to make concerted efforts towards building a brighter future that transcends beyond the mainstream approach of profitability to sustainability, inclusivity, and prosperity.</li> <li>▪ TI stands committed to integrating environmental, social and governance (ESG) principles into its businesses which is central to improving the quality of life of the communities it serves.</li> <li>▪ The company believes in continual improvement of its different policies and processes to keep on achieving excellence in its manufacturing processes, environment and social responsibility along with ethical and transparent governance.</li> <li>▪ TI aims at enhancing health, safety and environmental impacts of its products across its lifecycle.</li> <li>▪ We strive to retain the trust of our stakeholders, and build a greener tomorrow. The BRSR report allows us to share the progress of our sustainability-related activities with our stakeholders and strengthen stakeholder trust.</li> <li>▪ The Company is committed to conducting beneficial and fair business practices to the labour, human capital and to the community. It provides employees and business associates with safe and healthy working conditions.</li> <li>▪ Our leadership team and the office staff are involved in multiple environmental and social welfare initiatives</li> <li>▪ We, at TI, take pride in our strong risk and opportunities-based process framework which helps our organization to proactively identify the risks and effectively mitigate the same to acceptable levels, while ensuring adequate leverage from the inherent opportunities to consistently drive our organization on the path of continual improvements.</li> <li>▪ The BRSR initiatives foster a culture of inclusion, diversity, ethical behavior and an opportunity to reduce our environmental footprint.</li> <li>▪ At the heart of our corporate purpose, we look forward to developing a sustainable growth trajectory that allows for a shared future for all our stakeholders.</li> </ul>								
8. Details of the highest authority responsible for implementation and oversight of the Business Responsibility policy (ies).	The Chairman & Managing Director, under the guidance of the Board of Directors, is responsible for implementation and oversight of the Business Responsibility Policies.								

Disclosure Questions	P1	P2	P3	P4	P5	P6	P7	P8	P9
9. Does the entity have a specified Committee of the Board / Director responsible for decision making on sustainability related issues? (Yes / No). If yes, provide details.	Currently, TI has not appointed a separate ESG Committee, however, we are under the process to evaluate and constitute the committee in next year.								
10. Details of Review of NGRBCs by the Company:									
<b>Subject for Review</b>	<b>Indicate whether review was undertaken by Director / Committee of the Board / Any other Committee</b>					<b>Frequency (Annually / Half yearly / Quarterly / Any other – please specify)</b>			
Performance against above policies and follow up action –	All the Policies under the principles are reviewed according periodically or on a need basis, by the respective department heads and Senior Management.								
Compliance with statutory requirements of relevance to the principles, and, rectification of any non-compliances –	The Company is in compliance with the existing regulations as applicable and a Statutory Compliance Certificate on applicable laws is provided by the Managing Director / Chief Financial Officer / Company Secretary to the Board of Directors.								
11. Has the entity carried out independent assessment / evaluation of the working of its policies by an external agency? (Yes / No). If yes, provide name of the agency.	TI has not carried out an independent assessment/evaluation of the working of its policies by an external agency. However, the Company conducts periodic review of the policies internally by the Senior Management which drives the policies, projects and performance of the laid down aspects of business responsibility and sustainability.								
12. If answer to question (1) above is “No” i.e. not all Principles are covered by a policy, reasons to be stated:									
The entity does not consider the Principles material to its business (Yes / No)	Not Applicable								
The entity is not at a stage where it is in a position to formulate and implement the policies on specified principles (Yes / No)									
The entity does not have the financial or / human and technical resources available for the task (Yes / No)									
It is planned to be done in the next financial year (Yes / No)									
Any other reason (please specify)									

### SECTION C: PRINCIPLE WISE PERFORMANCE DISCLOSURE

This section is aimed at helping entities demonstrate their performance in integrating the Principles and Core Elements with key processes and decisions. The information sought is categorized as “Essential” and “Leadership”. While the essential indicators are expected to be disclosed by every entity that is mandated to file this report, the leadership indicators may be voluntarily disclosed by entities which aspire to progress to a higher level in their quest to be socially, environmentally and ethically responsible.

**PRINCIPLE 1 -Businesses should conduct and govern themselves with integrity, and in a manner that is Ethical, Transparent and Accountable.**

**Essential Indicators**

1. Percentage coverage by training and awareness programmes on any of the Principles during the financial year:

Segment	Total number of training and awareness programmes held	Topics / principles covered under the training and its impact	%age of persons in respective category covered by the awareness Programmes
Board of Directors	1	Recent amendments in the SEBI (LODR) Regulations, 2015 notified by SEBI on June 14, 2023 and effective from July 14, 2023	100%
Key Managerial Personnel	1	Recent amendments in the SEBI (LODR) Regulations, 2015 notified by SEBI on June 14, 2023 and effective from July 14, 2023	100%
Employees other than BoD and KMPs	7	1.Details of Insider Trading - Dos and Don't's. 2.POSH Training 3. First Aid Training. 4.Road Safety 5.Safety Mock drill 6.Fire fighting training 7.Sales Tranning (Soft Skills)	79.74%
Workers	4	1. First Aid Training. 2.Road Safety 3.Safety Mock drill 4.Fire fighting training	39.53%

2 **Details of fines / penalties / punishment / award/ compounding fees / settlement amount paid in proceedings (by the entity or by directors / KMPs) with regulators / law enforcements agencies / judicial institutions, in the financial year, in the following format (Note: the entity shall make disclosures on the basis of materiality as specified in Regulation 30 of SEBI (Listing Obligations and Disclosure Obligations) Regulations, 2015 and as disclosed on the entity's website):**

<b>Monetary</b>					
	NGRBC Principle	Name of the regulatory / enforcement agencies / judicial institutions	Amount (In ₹)	Brief of the Case	Has an appeal been preferred? (Yes / No)
Penalty / Fine	NIL	NIL	NIL	NIL	
Settlement	NIL	NIL	NIL	NIL	
Compounding Fee	NIL	NIL	NIL	NIL	
<b>Non-Monetary</b>					
	NGRBC Principle	Name of the regulatory / enforcement agencies / judicial Institutions	Brief of the Case	Has an appeal been preferred? (Yes / No)	
Imprisonment	NIL	NIL	NIL	NIL	
Punishment	NIL	NIL	NIL	NIL	

**3. Of the instances disclosed in Question 2 above, details of the Appeal / Revision preferred in cases where monetary or non-monetary action has been appealed.**

Case Details	Name of the regulatory / enforcement agencies / judicial institutions
	Not Applicable

**4. Does the entity have an anti-corruption or anti-bribery policy? If yes, provide details in brief and if available, provide a web-link to the policy.**

Yes, the Company has formulated Code of Conduct, to conduct the business in an ethical manner as well as to create a work environment that is conducive to all stakeholders.

Further, the Company has adopted a Whistle Blower Policy through which its stakeholders can report their genuine concerns about unethical behaviour, actual or suspected fraud or violation of the Company's Code of Conduct. It also provides adequate safeguards against victimisation of persons who uses such mechanism.

The policy is available on the following web link: <https://tilind.com/wp-content/uploads/2022/04/Code-of-conduct-Policy-1.pdf>

**5. Number of Directors / KMPs / employees / workers against whom disciplinary action was taken by any law enforcement agency for the charges of bribery / corruption**

	FY 2023-24	FY 2022-23
Directors	No disciplinary action was taken by any law enforcement agency on our directors, KMPs, staff & workers for the charges of bribery / corruption.	
KMPs		
Employees		
Workers		

**6. Details of complaints with regard to conflict of interest**

	FY 2023-24		FY 2022-23	
	Number	Remarks	Number	Remarks
Number of complaints received in relation to issues of Conflict of Interest of the Directors	Nil	Not applicable	Nil	Not applicable
Number of complaints received in relation to issues of Conflict of Interest of the KMPs	Nil	Not applicable	Nil	Not applicable

**7. Provide details of any corrective action taken or underway on issues related to fines / penalties / action taken by regulators / law enforcement agencies / judicial institutions, on cases of corruption and conflicts of interest.**

Nil as there were no fines / penalties / action taken by by regulators / law enforcement agencies / judicial institutions, on cases of corruption and conflicts of interest.

**8. Number of days of accounts payables ((Accounts payable \*365) / Cost of goods /services procured) in the following format:**

Particulars	FY 2023-24	FY 2022-23
Number of days of accounts payables	38	39

## 9. Open-ness of business

Provide details of concentration of purchases and sales with trading houses, dealers, and related parties along-with loans and advances & investments, with related parties, in the following format:

		(₹ In Lacs)	
Parameter	Metrics	FY 2023-24	FY 2022-23
Concentration of Purchases	a. Purchases from trading houses as % of total purchases	Not Applicable	
	b. Number of trading houses where purchases are made from		
	c. Purchases from top 10 trading houses as % of total purchases from trading houses		
Concentration of Sales	a. Sales to dealers / distributors as % of total sales	100%	
	b. Number of dealers / distributors to whom sales are made		
	c. Sales to top 10 dealers / distributors as % of total sales to dealers / distributors		
Share of RPTs in	a. Purchases (Purchases with related parties / Total Purchases)	0.38%	0.22%
	b. Sales (Sales to related parties / Total Sales)	0.01%	0.03%
	c. Loans & advances (Loans & advances given to related parties / Total loans & advances)	9.23%	66.89%
	d. Investments (Investments in related parties / Total Investments made)	83.56%	96.61%

Note:-

- For the above purposes, we have considered 'trading houses' as companies that specialize in export, import and trading of goods and services.
- Given the regulated sector the Company operates in, 100% of its sales are through accredited dealers / distributors which includes state government and government-owned corporations operating in the IMFL sector govt corporation as well.

## PRINCIPLE 2 Businesses should provide goods and services in a manner that is sustainable and safe

### Essential Indicators

- Percentage of R&D and capital expenditure (capex) investments in specific technologies to improve the environmental and social impacts of product and processes to total R&D and capex investments made by the entity, respectively.**

	FY 2023-24	FY 2022-23	Details of improvements in environmental and social impacts
R&D	Nil	Nil	NA
Capex	1.13%	Nil	This includes investment in energy efficient machinery and technology improvements during the financial year

**a. Does the entity have procedures in place for sustainable sourcing? (Yes/No) : Yes**

**b. If yes, what percentage of inputs were sourced sustainably?**

The Company strives regularly to source materials locally like Extra Neutral Alcohol (ENA), Pet Bottles, Labels and Shipping Cartons in order to reduce the carbon footprint of the logistics activity. The Company is considering formalizing an approach to sustainable sourcing and engaging with its suppliers on environmental and wider social and governance parameters.

2. Describe the processes in place to safely reclaim your products for reusing, recycling and disposing at the end of life, for (a) Plastics (including packaging) (b) E-waste (c) Hazardous waste and (d) other waste.

Sr.No	Category	Processes in Place
1.	Plastics (including packaging)	Plastics (including packaging) are sent to Registered Scrap Dealers who directly sell to Re-Processors for Re-use.
2.	E-Waste	E-Waste are sent to authorised recyclers.
3.	Hazardous Waste	Used Oils are sent to authorised recyclers.
4.	Other Waste	Not Applicable

3. Whether Extended Producer Responsibility (EPR) is applicable to the entity's activities (Yes / No). If yes, whether the waste collection plan is in line with the Extended Producer Responsibility (EPR) plan submitted to Pollution Control Boards? If not, provide steps taken to address the same.

During the year, we applied for an EPR registration. The application is still under review with the regulatory authorities.

**PRINCIPLE 3 Businesses should respect and promote the well-being of all employees, including those in their value chains**

Essential Indicators

1. a. Details of measures for the well-being of employees:

Category	% of employees covered by										
	Health insurance			Accident insurance		Maternity benefits		Paternity Benefits		Day Care facilities	
	Total (A)	Number (B)	% (B / A)	Number (C)	% (C / A)	Number (D)	% (D / A)	Number (E)	% (E / A)	Number (F)	% (F / A)
<b>Permanent Employees</b>											
Male	216	216	100%	216	100%	Nil	Nil	Nil	Nil	Nil	Nil
Female	26	26	100%	26	100%	26	100%	Nil	Nil	Nil	Nil
<b>Total</b>	<b>242</b>	<b>242</b>	<b>100%</b>	<b>242</b>	<b>100%</b>	<b>26</b>	<b>100%</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>
<b>Other than Permanent employees</b>											
Male	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Female	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
<b>Total</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>

b. Details of measures for the well-being of employees:

Category	% of employees covered by										
	Health insurance			Accident insurance		Maternity benefits		Paternity Benefits		Day Care facilities	
	Total (A)	Number (B)	% (B / A)	Number (C)	% (C / A)	Number (D)	% (D / A)	Number (E)	% (E / A)	Number (F)	% (F / A)
<b>Permanent Workers</b>											
Male	80	80	100%	80	100%	Nil	Nil	Nil	Nil	Nil	Nil
Female	6	6	100%	6	100%	6	100%	Nil	Nil	Nil	Nil
<b>Total</b>	<b>86</b>	<b>86</b>	<b>100%</b>	<b>86</b>	<b>100%</b>	<b>6</b>	<b>100%</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>
<b>Other than Permanent workers</b>											
Male	Nil	Nil	100%	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Female	Nil	Nil	100%	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
<b>Total</b>	<b>Nil</b>	<b>Nil</b>	<b>100%</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>



**Spending on measures towards well-being of employees and workers (including permanent and other than permanent) in the following format**

	FY 2023-24	FY 2022-23
Cost incurred on well-being measures (in lacs)	29.8	27.2
Total Revenue (in lacs)	297194	247564
%	<b>0.01%</b>	<b>0.01%</b>

**2. Details of retirement benefits, for Current FY and Previous Financial Year.**

Benefits	FY 2023-24			FY 2022-23		
	No. of employees covered as a % of total employees	No. of workers covered as a % of total workers	Deducted and deposited with the authority (Y/N/N.A.)	No. of employees covered as a % of total employees	No. of workers covered as a % of total workers	Deducted and deposited with the authority (Y/N/N.A.)
PF	99.59%	100%	Y	98.67%	100%	Y
Gratuity	100%	100%	Y	100%	100%	Y
ESI	4.10%	24.42%	Y	13.78%	43.33%	Y
Others – please specify						

**3. Accessibility of workplaces**

Are the premises / offices of the entity accessible to differently abled employees and workers, as per the requirements of the Rights of Persons with Disabilities Act, 2016? If not, whether any steps are being taken by the entity in this regard.

Both head office and factory offices continue in its endeavors to make its premises accessible to differently abled employees and workers.

**4. Does the entity have an equal opportunity policy as per the Rights of Persons with Disabilities Act, 2016? If so, provide a web-link to the policy.**

Yes. TI code of conduct includes equal opportunities for all.

**5. Return to work and Retention rates of permanent employees and workers that took parental leave.**

Gender	Permanent employees		Permanent workers	
	Return to work rate	Retention rate	Return to work rate	Retention rate
Male	–	–	–	–
Female	01	100%	–	–
<b>Total</b>	01	100%	–	–

**6. Is there a mechanism available to receive and redress grievances for the following categories of employees and worker? If yes, give details of the mechanism in brief.**

	Yes/No
	<b>(If Yes, then give details of the mechanism in brief)</b>
Permanent Workers	All workers and employees address their grievances to corporate HR and local HR for redressal.
Other than Permanent Workers	
Permanent Employees	The Company has a Whistle-blower policy under which the employees and workers are encouraged to report violations of applicable laws and regulations and the Code of Conduct without fear of any retaliation.
Other than Permanent Employees	

**7. Membership of employees and worker in association(s) or Unions recognised by the listed entity:**

Benefits	FY 2023-24			FY 2022-23		
	Total employees / workers in respective category (A)	No. of employees / workers in respective category, who are part of association(s) or Union (B)	% (B / A)	Total employees / workers in respective category (C)	No. of employees / workers in respective category, who are part of association(s) or Union (D)	% (D / C)
<b>Permanent Employees</b>						
- Male	Nil	Nil	Nil	Nil	Nil	Nil
- Female	Nil	Nil	Nil	Nil	Nil	Nil
<b>Permanent Workers</b>	86	86	100	90	90	100
- Male	80	80	100	84	84	100
- Female	6	6	100	06	06	100

**8. Details of training given to employees and workers:**

	FY 2023-24					FY 2022-23				
	Total (A)	On Health and safety measures		On Skill upgradation		Total (D)	On Health and safety measures		On Skill upgradation	
		No. (B)	% (B / A)	No. (C)	% (C / A)		No. (E)	% (E / D)	No. (F)	% (F / D)
<b>Employees</b>										
Male	216	34	15.74%	Nil	Nil	201	39	19.4%		
Female	26	4	15.35%	Nil	Nil	24	6	25%		
<b>Total</b>	<b>242</b>	<b>38</b>	<b>15.70%</b>			<b>225</b>	<b>45</b>	<b>20%</b>		
<b>Workers</b>										
Male	80	29	36.25%	Nil	Nil	84	65	77.38%		
Female	6	5	83.33%	Nil	Nil	6	6	100%		
<b>Total</b>	<b>86</b>	<b>34</b>	<b>39.53%</b>			<b>90</b>	<b>71</b>	<b>78.88%</b>		

Note : Although there were no formal skill upgradation program, the Departmental and Functional Heads regularly upgrade the skills of its employees to improve their productivity.

**9. Details of performance and career development reviews of employees and worker:**

	FY 2023-24			FY 2022-23		
	Total (A)	No. (B)	% (B / A)	Total (C)	No. (D)	% (D / C)
<b>Employees</b>						
Male	216	216	100%	201	201	100%
Female	26	26	100%	24	24	100%
<b>Total</b>	<b>242</b>	<b>242</b>	<b>100%</b>	<b>225</b>	<b>225</b>	<b>100%</b>
<b>Workers</b>						
Male	80	80	100%	84	84	100%
Female	06	06	100%	06	06	100%
<b>Total</b>	<b>86</b>	<b>86</b>	<b>100%</b>	<b>90</b>	<b>90</b>	<b>100%</b>

**10. Health and safety management system:**

**a. Whether an occupational health and safety management system has been implemented by the entity? (Yes / No). If yes, the coverage such system?**

The company has adequate Environment and Health Policy (EHS) in place to ensure health & safety aspects are taken care of.

**b. What are the processes used to identify work-related hazards and assess risks on a routine and non-routine basis by the entity?**

Currently, there is no established formal system, however, every new job that involves a risk assessment before commencing, entails obtaining the essential approvals & work permits.

**c. Whether you have processes for workers to report the work related hazards and to remove themselves from such risks. (Y/N)**

While there is no formal process as such, but appropriate measures are taken to address any identified risk based on visual observation or assessment, ensuring its elimination or mitigation.

**d. Do the employees / worker of the entity have access to non-occupational medical and healthcare services? (Yes / No)**

Yes. TI understands the significant impact of its employees' physical and mental well-being on the company's growth objectives and success. In addition to provide competitive salaries, we believe in rendering a supportive work environment that addresses employees' financial needs. As part of our commitment to their overall well-being, all employees are entitled to a variety of health and wellness perks, such as accident and medical insurance coverage.

**11. Details of safety related incidents, in the following format:**

Safety Incident/Number	Category	FY 2023-24	FY 2022-23
Lost Time Injury Frequency Rate (LTIFR) (per one million-person hours worked)	Employees		
	Workers		
Total recordable work-related injuries	Employees		
	Workers		
No. of fatalities	Employees		Nil
	Workers		
High consequence work-related injury or ill-health (excluding fatalities)	Employees		
	Workers		

**12. Describe the measures taken by the entity to ensure a safe and healthy work place.**

- TI does full medical check up for all its corporate staff and workers at its brewing facilities
- Regular safety trainings are imparted to the entire workforce
- The Company mandates compulsory use of PPE (Personnel Protective equipment) in all high-risk processes and areas within its brewing facilities
- It is compulsory for all the workers to wear safety shoes issued when on duty.
- All safety related norms in line with ISO standards are followed.
- A Safety week was conducted in Shirampur with the theme of "Zero Harm" along with Flag Hoisting & Safety Pledge, Stage Play on Road Safety, Mock Drill, and Helmet Awareness & Rewards.

**13. Number of Complaints on the following made by employees and workers:**

	FY 2023-24			FY 2022-23		
	Filed during the year	Pending resolution at the end of year	Remarks	Filed during the year	Pending resolution at the end of year	Remarks
Working Conditions Health & Safety			Nil			

**14. Assessments for the year:**

	% of your plants and offices that were assessed (by entity or statutory authorities or third parties)
Health and safety practices	100%
Working Conditions	100%

**15. Provide details of any corrective action taken or underway to address safety-related incidents (if any) and on significant risks / concerns arising from assessments of health & safety practices and working conditions.**

Not applicable as no incident requiring any corrective action was reported during the reporting period.

**PRINCIPLE 4: Businesses should respect the interests of and be responsive to all its stakeholders****Essential Indicators****1. Describe the processes for identifying key stakeholder groups of the entity.**

In order to meet stakeholders' expectations and company strategies, the company identifies and interacts with variety of stakeholders. Employees, Shareholders, Suppliers, communities, Government Authorities and Vendors/Suppliers among the internal and external groupings of important stakeholders defined based on their immediate impact on the operations and working of the company.

**2. List stakeholder groups identified as key for your entity and the frequency of engagement**

Stakeholder Group	Whether Identified as Vulnerable & Marginalized Group (Yes/No)	Channels of Communication (SMS, Email, Newspaper , Advertisement , Community meetings , Notice Board , Website)	Frequency of Engagement (Annually / Half Yearly / Quarterly , others – please specify)	Purpose and Scope of Engagement including Key topics and concern raised during such engagement
Shareholders & Investors	No	Email, Newspapers, website, advertisements	As stipulated by law	Expectation – <ul style="list-style-type: none"> <li>▪ Profitability and Transpency</li> <li>▪ Growth &amp; Expansion</li> <li>▪ Efficiencies</li> </ul> Mode of Engagement <ul style="list-style-type: none"> <li>▪ AGM</li> <li>▪ Press conferences</li> <li>▪ Stock exchange announcements</li> <li>▪ Updates on company websites</li> </ul> Value Created <ul style="list-style-type: none"> <li>▪ Appreciation in return on investment and capital employed.</li> <li>▪ Grwoth &amp; Expansion</li> </ul>

Stakeholder Group	Whether Identified as Vulnerable & Marginalized Group (Yes/No)	Channels of Communication (SMS, Email, Newspaper , Advertisement , Community meetings , Notice Board , Website)	Frequency of Engagement (Annually / Half Yearly / Quarterly , others – please specify)	Purpose and Scope of Engagement including Key topics and concern raised during such engagement
Employees	No	Emails, SMS, Meetings, Surveys, Feedback, Letters, Website and Internal portals	Ongoing	<p>Expectations</p> <ul style="list-style-type: none"> <li>▪ Safety &amp; Job Security</li> <li>▪ Employee well being</li> <li>▪ Positive work environment</li> <li>▪ Growth opportunity</li> </ul> <p>Mode of Engagement</p> <ul style="list-style-type: none"> <li>▪ Training &amp; Performance mgmt.</li> <li>▪ Employee engagement events</li> <li>▪ Regular updates</li> </ul> <p>Value Created</p> <ul style="list-style-type: none"> <li>▪ Fair wages</li> <li>▪ Opportunity for learning &amp; Growth</li> </ul>
Customers	No	Emails, Phone Calls, Meetings, Surveys, Web Portals, Newspapers	Ongoing	<p>Expectations</p> <ul style="list-style-type: none"> <li>▪ Superior quality products</li> <li>▪ Eco friendly products</li> <li>▪ Ethical business practices</li> </ul> <p>Mode of Engagement</p> <ul style="list-style-type: none"> <li>▪ Conferences, Trade fairs &amp; Customer meets</li> <li>▪ Websites</li> <li>▪ Customer visits</li> </ul> <p>Value Created</p> <ul style="list-style-type: none"> <li>▪ Timely delivery</li> <li>▪ Partnership for growth</li> <li>▪ Differentiated products</li> </ul>
Suppliers	No	Meetings, Annual Reports or Compliance Filings	Ongoing	<p>Expectations</p> <ul style="list-style-type: none"> <li>▪ Resource efficiency</li> <li>▪ Revenue growth &amp; Fair margins</li> <li>▪ Long term partnership</li> </ul> <p>Mode of Engagement</p> <ul style="list-style-type: none"> <li>▪ Supplier development</li> <li>▪ On boarding process</li> </ul> <p>Value Created</p> <ul style="list-style-type: none"> <li>▪ Development opportunities</li> <li>▪ Secure operations</li> </ul>

## PRINCIPLE 5 Businesses should respect and promote human rights

### Essential Indicators

1. Employees and workers who have been provided training on human rights issues and policy(ies) of the entity, in the following format:

	FY 2023-24			FY 2022-23		
	Total (A)	No. of employees / workers covered (B)	% (B / A)	Total (C)	No. of employees / workers covered (D)	% (D / C)
<b>Employees</b>						
Permanent	242	242	100%	225	225	100%
Other than permanent	Nil	Nil	NA	Nil	Nil	NA
<b>Total Employees</b>	<b>242</b>	<b>242</b>	<b>100%</b>	<b>225</b>	<b>225</b>	<b>100%</b>
<b>Workers</b>						
Permanent	86	86	100%	90	90	100%
Other than permanent	Nil	Nil	NA	Nil	Nil	NA
<b>Total Workers</b>	<b>86</b>	<b>86</b>	<b>100%</b>	<b>90</b>	<b>90</b>	<b>100%</b>

2. Details of minimum wages paid to employees and workers :

	FY 2023-24					FY 2022-23				
	Total (A)	Equal to Minimum Wage		More than Minimum Wage		Total (D)	Equal to Minimum Wage		More than Minimum Wage	
		No. (B)	% (B / A)	No. (C)	% (C / A)		No. (E)	% (E / D)	No. (F)	% (F / D)
<b>Employees</b>										
<b>Permanent</b>	<b>242</b>	-		<b>242</b>	<b>100%</b>	<b>195</b>	-		<b>195</b>	<b>100%</b>
Male	216	-		216	100%	174	-		174	100%
<b>Female</b>	<b>26</b>	-		<b>26</b>	<b>100%</b>	<b>21</b>	-		<b>21</b>	<b>100%</b>
<b>Other Permanent</b>						<b>30</b>	-		<b>30</b>	<b>100%</b>
Male						27	-		27	100%
Female						3	-		3	100%
<b>Workers</b>										
<b>Permanent</b>	<b>86</b>	-		<b>86</b>	<b>100%</b>	<b>90</b>	-		<b>90</b>	<b>100%</b>
Male	80	-		80	100%	84	-		84	100%
Female	6	-		6	100%	6	-		6	100%
<b>Other Permanent</b>										
Male	Nil	-				Nil	-			
Female	Nil	-				Nil	-			

All our employees and workers are paid as per statutory minimum wages or more than minimum wages.

**3. Details of remuneration / salary / wages, in the following format:**

	Male		Female	
	Number	Median remuneration / salary / wages of respective category	Number	Median remuneration / salary / wages of respective category
Board of Directors (BoD)	2	3,10,08,665	1	1,88,15,200
Key Managerial Personnel	4	2,17,32,568	1	1,88,15,200
Employees other than BoD and KMP	241	6,08,997	26	7,89,332
Workers	87	4,28,616	6	5,95,268

**a. Gross wages paid to females as % of total wages paid by the entity, in the following format:**

	FY 2023-24	FY 2022-23
Gross wages paid to female workers	2,131,108	1,959,892
Total wages paid to all workers	27,121,717	27,696,794
Gross wages paid to females as % of total wages	7.86%	7.08%

**4. Do you have a focal point (Individual / Committee) responsible for addressing human rights impacts or issues caused or contributed to by the business? (Yes/No)**

The individuals can raise their concerns related to human rights issues with the HR function at the Head Office and respective factories.

**5. Describe the internal mechanisms in place to redress grievances related to human rights issues.**

- TI regards respect for human rights as one of its fundamental and core values and strives to support, protect and promote human rights to ensure that fair and ethical business and employment practices are followed.
- We are committed to maintain a safe and harmonious business environment and workplace for everyone and has aimed to provide reasonable safeguards for the benefit of employees at the workplace, while having due regard for their privacy and dignity.
- TI has zero tolerance towards and prohibit all forms of slavery, child labour, human trafficking, violence or physical, and all kinds of sexual, psychological or verbal abuse.
- Grievances related to human rights are handled by HR function as and when the complaints are received.

**6. Number of Complaints on the following made by employees and workers**

	FY 2023-24			FY 2022-23		
	Filed during the year	Pending resolution at the end of year	Remarks	Filed during the year	Pending resolution at the end of year	Remarks
Sexual Harassment						
Discrimination at workplace						
Child Labour						
Forced Labour/ Involuntary Labour						Nil
Wages						
Other human rights related issues						

**7. Mechanisms to prevent adverse consequences to the complainant in discrimination and harassment cases.**

To promote a culture of transparency and accountability, we have implemented a robust Whistleblower policy. This policy enables individuals to confidently raise concerns or complaints on any matter without a fear of reprisal. As a company, we prioritize maintaining the confidentiality and anonymity of the complainant, ensuring that their identity remains protected throughout the process.

**8. Do human rights requirements form part of your business agreements and contracts? (Yes/No)**

Yes. TI Code of conduct has broad aspects of human rights covered in all its pecuniary transactions with its stakeholders.

**9. Assessments for the year**

	<b>% of your plants and offices that were assessed (by entity or statutory authorities or third parties)</b>
Child labour	100%
Forced/involuntary labour	100% - Internal Auditor visit our brewing facilities on regular basis
Sexual harassment	100% by TI's Complaints Committee.
Discrimination at workplace	100% assessed by our corporate and brewing-level HR department/team
Wages	100% - by internal auditor

**10. Provide details of any corrective actions taken or underway to address significant risks / concerns arising from the assessments at Question 9 above.**

Nil

**PRINCIPLE 6: Businesses should respect and make efforts to protect and restore the environment**

**Essential Indicators**

**1. Details of total energy consumption (in Joules or multiples) and energy intensity, in the following format:**

<b>Parameter</b>	<b>FY 2023-24</b>	<b>FY 2022-23</b>
From renewable sources	-	-
Total electricity consumption (A)	-	-
Total fuel consumption (B)	-	-
Energy consumption through other sources (C)	-	-
Total energy consumed from renewable sources (A+B+C)	-	-
From non-renewable sources	-	-
Total electricity consumption (D)	4.37	14.05
Total fuel consumption (E)	0.73	133.35
Energy consumption through other sources (F)	-	-
Total energy consumed from Non-renewable sources (D+E+F)	5.10	147.40
Total energy consumed (A+B+C+D+E+F)	5.10	147.40
Turnover (₹ Lacs)	297,194.13	247,563.54
Energy intensity per rupee of turnover (Total energy consumption in Tera Joules / turnover in ₹ lacs)	0.000017	0.000597
Energy intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP) (Total energy consumed in Tera Joules / Revenue from operations in ₹ lacs adjusted for PPP)	0.000349	0.012339
Energy intensity in terms of physical output (Total energy consumption in Tera Joules / total output in Cases)	0.00000046	0.0000153



**Note: The revenue from operations has been adjusted for PPP based on the latest PPP conversion factor for India published by World Bank which is 20.22 for FY 24 & 20.67 for FY 23.**

**Note: Indicate if any independent assessment / evaluation / assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.**

No independent assessment has been carried out by an external agency.

2. **Does the entity have any sites / facilities identified as designated consumers (DCs) under the Performance, Achieve and Trade (PAT) Scheme of the Government of India? (Y / N) If yes, disclose whether targets set under the PAT scheme have been achieved. In case targets have not been achieved, provide the remedial action taken, if any.**

Not Applicable.

3. **Provide details of the following disclosures related to water, in the following format :**

Parameter	FY 2023-24	FY 2022-23
<b>Water withdrawal by source (in kilolitres)</b>		
(i) Surface water		
(ii) Groundwater		
(iii) Third party water	1,55,774	4,36,079
(iv) Seawater / desalinated water		
(v) Others		
<b>Total volume of water withdrawal (in kilolitres) (i + ii + iii + iv + v)</b>	<b>1,55,774</b>	<b>4,36,079</b>
Water intensity per rupee of turnover (in lacs) (Water consumed (KL) / turnover in ₹ lacs)	0.53	1.77
Water intensity per rupee of turnover (in lacs) adjusted for Purchasing Power Parity (PPP) (Total water consumed in KL / Revenue from operations in lacs adjusted for PPP)	10.65	36.50
Water intensity in terms of physical output (Total water consumed / total output in Cases)	0.013958244	0.04523641

Note: The revenue from operations has been adjusted for PPP based on the latest PPP conversion factor for India published by World Bank which is 20.22 for FY 24 & 20.67 for FY 23.

Indicate if any independent assessment / evaluation / assurance has been carried out by an external agency? (Y / N) If yes, name of the external agency.

**No independent assessment has been carried out by an external agency.**

4. **Provide the following details related to water discharged (mention the level of treatment for each category):**

Parameter	FY 2023-24	FY 2022-23
<b>Water discharge by destination and level of treatment (in kilolitres)</b>		
(i) Surface water	NIL	NIL
(ii) Groundwater	NIL	NIL
(iii) Third party water	NIL	NIL
(iv) Seawater / desalinated water	NIL	NIL
(v) Others – with treatment	NIL	86396 M3
- Reused in plant operations (EPT treated)	NIL	86396 M3
- Used for gardening (STP treated)		
<b>Total Water Discharge (in kilolitres)</b>	<b>NIL</b>	<b>86396 M3</b>

Note : Plant was shut down during the year 2023-24

5. Has the entity implemented a mechanism for Zero Liquid Discharge?
6. Discharge? If yes, provide details of its coverage and implementation

Yes, we have implemented a mechanism for Zero Liquid Discharge at Shirampur plant as per the details given below :-

#### Effluent Treatment and disposal Plant (ETP) Details (ZLD)

##### Effluent Treatment Plant-

Effluent treatment through anaerobic digestion or bio-methanation : TI has installed and commissioned three anaerobic reactors or digesters having combined treatment capacity of 400 Kilo Liters (KL) effluent (Raw Spent Wash) per day.

##### Effluent Disposal Systems-

A) Separation of clear water from BME through Disc Tube Reverse Osmosis (DTRO) Separation System :TI has installed a DTRO plant having treatment capacity of 250 KL effluent per day.

B) Effluent disposal through Concentration and Incineration System :

i) Effluent Concentration through Multiple Effect Evaporator (MEE) plant-TI has installed Multiple Effect Evaporator for the concentration of effluent. Its installed treatment capacity is 475 KL effluent per day.

ii) Effluent Incineration in bagasse-fired boiler : -TI has installed and commissioned a bagasse-fired boiler which is specially designed to use a mixture of effluent concentrate and bagasse.

To achieve this, effluent concentrate coming out of MEE plant and bagasse is mixed manually in the proportion of 40:60. The mixture is dried and used as fuel in boiler.

7. Please provide details of air emissions (other than GHG emissions) by the entity, in the following format:

Parameter	Please specify unit	FY 2023-24	FY 2022-23
NOx	Mg / Nm <sup>3</sup>	5	4.48
Sox	Mg / Nm <sup>3</sup>	8.02	7.68
Particulate matter (PM)	Mg / Nm <sup>3</sup>	27.46	26.29
Persistent organic pollutants (POP)	-	NA	NA
Volatile organic compounds (VOC)	-	NA	NA
Hazardous air pollutants (HAP)	-	NA	NA
Others – please Specify	-	NA	NA

Note: Indicate if any independent assessment / evaluation / assurance has been carried out by an external agency? (Y / N) If yes, name of the external agency.

Yes, Polytest Laboratories (Pune) - an external agency had carried out an independent assessment / evaluation / assurance.

8. Provide details of greenhouse gas emissions (Scope 1 and Scope 2 emissions) & its intensity, in the following format:

Parameter	Unit	FY 2023-24	FY 2022-23
<b>Total Scope 1 emissions</b> (Break-up of the GHG into CO <sub>2</sub> , CH <sub>4</sub> , N <sub>2</sub> O, HFCs, PFCs, SF <sub>6</sub> , NF <sub>3</sub> , if available)	Metric tonnes of CO <sub>2</sub> equivalent	54.30	12,876.61
<b>Total Scope 2 emissions</b> (Break-up of the GHG into CO <sub>2</sub> , CH <sub>4</sub> , N <sub>2</sub> O, HFCs, PFCs, SF <sub>6</sub> , NF <sub>3</sub> , if available)	Metric tonnes of CO <sub>2</sub> equivalent	868.04	2,791.17
<b>Total Scope 1 &amp; Scope 2 emissions</b>		922.33	15,667.78
<b>Total Scope 1 and Scope 2 emission intensity per ₹ of turnover</b> (Metric tonnes of CO <sub>2</sub> equivalent / turnover in ₹ lacs)		0.0031	0.0635

Parameter	Unit	FY 2023-24	FY 2022-23
<b>Total Scope 1 and Scope 2 emission intensity per rupee of turnover (in lacs) adjusted for Purchasing Power Parity (PPP)</b>		<b>0.06</b>	<b>1.31</b>
(Total Scope 1 and Scope 2 GHG emissions / Revenue from operations in lacs adjusted for PPP)			
Total Scope 1 and Scope 2 emission intensity in terms of physical output (Metric tonnes of CO <sub>2</sub> equivalent / total output in cases)		0.000083	0.00162529

Note: The Scope 1 and Scope 2 calculations are from the electricity and fuel usage at the corporate office and the Shrirampur brewing facility. Scope 1 calculations are undertaken using guidelines and emissions factors prescribed by IPCC (2006 version). Latest GWP factors published as part of AR6 are used for the calculations. Scope 2 calculations are undertaken using the emission factor prescribed by Central Electricity Authority (version 19).

The Company activities do not involve any process or fugitive emissions.

Note: The revenue from operations has been adjusted for PPP based on the latest PPP conversion factor for India published by the World Bank which is 20.22 for FY 24 & 20.67 for FY 23.

Note: Indicate if any independent assessment / evaluation / assurance has been carried out by an external agency? (Y / N)  
If yes, name of the external agency.

**9. Does the entity have any project related to reducing Green House Gas emission? If Yes, then provide details.**

Not Applicable

**10. Provide details related to waste management by the entity, in the following format:**

Parameter	FY 2023-24	FY 2022-23
<b>Total Waste generated (in metric tonnes)</b>		
Plastic waste <b>(A)</b>	10.180	38.180
E-waste <b>(B)</b>	0.160	0.200
Bio-medical waste <b>(C)</b>	NIL	NIL
Construction and demolition waste <b>(D)</b>		65.000
Battery waste <b>(E)</b>	NIL	0.870
Radioactive waste <b>(F)</b>	NIL	NIL
Other Hazardous waste. Please specify, if any. <b>(G)</b>	NIL	NIL
Other Non-hazardous waste generated (H). Please specify, if any. (Break-up by composition i.e. by materials relevant to the sector)	Coal Ash - 0.00 MT Yeast sludge - 0.00 MT (Plant was closed as per management call)	Coal ash 1285.920 MT Yeast sludge 272.49 MT
Total (A+B + C + D + E + F + G + H)	10.34 MT	1558.41 MT
Turnover (₹ in Lakhs)	297,194.13	247,563.52
Waste intensity per rupee of turnover (Waste generated (in MT) / turnover in ₹ lakhs)	0.000035	0.006716
Waste intensity per rupee of turnover adjusted for Purchasing Power Parity(PPP) (Total waste generated in MT/Revenue from operation adjusted for PPP)	0.0007	0.1388
Waste intensity in terms of physical output (Total waste generated in MT / Total output in cases)	0.0000009274	0.0001724751

Parameter	FY 2023-24	FY 2022-23
<b>For each category of waste generated, total waste recovered through recycling, re-using or other recovery operations (in metric tonnes)</b>		
<b>Category of waste</b>		
(i) Recycled	NIL	NIL
(ii) Re-used	NIL	NIL
(iii) Other recovery operations	NIL	NIL
Total		
<b>For each category of waste generated, total waste disposed by nature of disposal method (in metric tonnes)</b>		
<b>Category of waste</b>		
(i) Incineration	NIL	NIL
(ii) Landfilling	NIL	NIL
(iii) Other disposal operations	Coal Ash – 0.00 MT used for bricks manufacture Yeast Sludge 0.00 MT used as manure	Coal ash 1285.920 MT used for bricks manufacture Yeast sludge 272.49 MT used as manure
<b>Total</b>	<b>0.00</b>	<b>1558.41</b>

11. **Note:** Indicate if any independent assessment / evaluation / assurance has been carried out by an external agency? (Y / N) If yes, name of the external agency.

No independent assessment / evaluation / assurance has been carried out by an external agency.

12. **Briefly describe the waste management practices adopted in your establishments. Describe the strategy adopted by your company to reduce usage of hazardous and toxic chemicals in your products and processes and the practices adopted to manage such wastes.**

Not Applicable.

13. **If the entity has operations / offices in / around ecologically sensitive areas (such as national parks, wildlife sanctuaries, biosphere reserves, wetlands, biodiversity hotspots, forests, coastal regulation zones etc.) where environmental approvals / clearances are required, please specify details in the following format:**

S. No.	Location of operations / offices	Type of operations	Whether the conditions of environmental approval / clearance are being complied with? (Y / N) If no, the reasons thereof and corrective action taken, if any.
1	Not applicable	-	-
2	Not Applicable	-	-

14. **Details of environmental impact assessments of projects undertaken by the entity based on applicable laws, in the current financial year:**

Name and brief details of Project	EIA Notification No	Date	Whether Conducted by Independent Agency (Yes / No)	Results Communicated in Public Domain (Yes / No)	Relevant Web Link
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There has been no requirement for the Company to conduct an environmental impact assessments for the fiscal year 2023-24.

15. Is the entity compliant with the applicable environmental law / regulations / guidelines in India; such as the Water (Prevention and Control of Pollution) Act, Air (Prevention and Control of Pollution) Act, and Environment protection act and rules thereunder (Y / N). If not, provide details of all such non-compliances, in the following format:

Yes, the company is in compliance with the applicable environmental related applicable laws.

S. No.	Specify the Law / regulation guidelines which was not complied with	Provide details of the Non -Compliance	Any fines / penalties/ actions taken by regulatory agencies such as pollution control boards or by court	Corrective action taken , if any
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During the year, there were no instances of non-compliances / fines / penalties / actions taken by regulatory agencies.

**PRINCIPLE 7 Businesses, when engaging in influencing public and regulatory policy, should do so in a manner that is responsible and transparent**

**Essential Indicators**

1. a. Number of affiliations with trade and industry chambers / associations.

The company is affiliated with three trade and industry chambers / associations.

16. b. List the top 10 trade and industry chambers / associations (determined based on the total members of such body) the entity is a member of / affiliated to.

S. No.	Name of the trade and industry chambers / associations	Reach of trade and industry chambers / associations (State / National)
1	ISWAI (International Spirits & Wines Association of India)	National
2	CIABC (Confederation of Indian Alcoholic Beverage Companies)	National
3	Association for Distilleries and IMFL Manufacturers	State (Andhra Pradesh, Telangana, Karnataka and Maharashtra)

2. Provide details of corrective action taken or underway on any issues related to anti- competitive conduct by the entity, based on adverse orders from regulatory authorities

Name of authority	Brief of the case	Corrective action taken
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During the year, there have been no adverse orders from regulatory authorities in relation to anti-competitive conduct by the Company.

**PRINCIPLE 8 Businesses should promote inclusive growth and equitable development**

**Essential Indicators**

1. Details of Social Impact Assessments (SIA) of projects undertaken by the entity based on applicable laws, in the current financial year.

Name and brief details of Project	SIA Notification no	Date of notification	Whether conducted by independent agency (Yes / No)	Result communicated in public domain (Yes / No)	Relevant web link
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Not applicable

**2. Provide information on project(s) for which ongoing Rehabilitation and Resettlement (R&R) is being undertaken by your entity, in the following format:**

Sr.No	Name of Project which R&R in on going	State	District	No of Project affected families(PAF)	% of PAF covered by R&R	Amt paid to PAF in the FY
Not applicable						

**3. Describe the mechanisms to receive and redress grievances of the community.**

Our CSR processes keep in mind the specific needs of the communities that it operates in. Accordingly, the Company finalises its community initiatives after an understanding of the specific needs of each community through stakeholder engagement. We also strive to employ contractors and workmen from the local communities.

**4. Percentage of input material (inputs to total inputs by value) sourced from suppliers:**

Particulars	(₹ in Lacs)	
	FY 2023-24	FY 2022-23
Directly sourced from MSMEs / small producers	11,555.94	12,264.63
Directly from India	100%	

**5. Job creation in smaller towns – Disclose wages paid to persons employed (including employees or workers employed on a permanent or non-permanent / on contract basis) in the following locations, as % of total wage cost. [New question introduced]**

Location	FY 2023-24	FY 2022-23
Rural	21.37%	26.72%
Semi-urban	2.57%	8.54%
Urban	5.93%	2.66%
Metropolitan	70.13%	62.08%

**PRINCIPLE 9 Businesses should engage with and provide value to their consumers in a responsible manner**

**Essential Indicators**

**1. Describe the mechanisms in place to receive and respond to consumer complaints and feedback.**

The Company receives and responds to consumer complaints and obtains feedback through a) Telephonic calls and b) Emails on Customer Care ID.

**2. Turnover of products and / services as a percentage of turnover from all products / service that carry information about:**

As a percentage to total turnover	
a) Environmental and Social parameters relevant to the Product	Not applicable. However, the information pertinent to environment and social parameters are printed on labels as well as secondary packaging of our brands
b) Safe and responsible usage	
c) Recycling and / or safe disposal	

**3. Number of consumer complaints in respect of the following :**

	FY 2023-24			FY 2022-23		
	Received during the year	Pending resolution at end of year	Remarks	Received during the year	Pending resolution at end of year	Remarks
Data privacy	NIL	NIL	NIL	NIL	NIL	
Advertising	NIL	NIL	NIL	NIL	NIL	
Cyber-security	NIL	NIL	NIL	NIL	NIL	
Delivery of essential Services	NIL	NIL	NIL	NIL	NIL	
Restrictive Trade Practices	NIL	NIL	NIL	NIL	NIL	
Unfair Trade Practices	NIL	NIL	NIL	NIL	NIL	
Other	77	NIL	NIL	89	NIL	

**4. Details of instances of product recalls on account of safety issues:**

	Number	Reason for Recall
Voluntary recalls		
Forced recalls		NIL

**5. Does the entity have a framework / policy on cyber security and risks related to data privacy? (Yes / No) If available, provide a web-link of the policy.**

The Company has a comprehensive IT Risk Management policy which addresses the issues related to risk management of TI's Information Assets and supporting infrastructures. The web link of the IT Risk Management Policy can be accessed at <https://tilind.com/codes-and-policies/>

**6. Provide details of any corrective actions taken or underway on issues relating to advertising, and delivery of essential services; cyber security and data privacy of customers; re-occurrence of instances of product recalls; penalty / action taken by regulatory authorities on safety of products / services. –**

During the year, there have been no instances of any penalty / action taken by regulatory authorities in relation to safety of the Company's products.

**7. Provide the following information relating to data breaches:**

	FY 2023-24	FY 2022-23
a. Number of instances of data breaches		
b. Percentage of data breaches involving personally identifiable information of customers		NIL
c. Impact, if any, of the data breaches		

## **ANNEXURE 'H' TO THE DIRECTORS' REPORT**

### **BOARD OF DIRECTORS' RESPONSES TO THE OBSERVATIONS, QUALIFICATIONS AND ADVERSE REMARKS IN AUDITORS' REPORT ON THE STANDALONE AND CONSOLIDATED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED MARCH 31, 2024**

**[Pursuant to Section 134(3)(f) of the Companies Act, 2013]**

With reference to the Statutory Auditors' Observations, Qualifications and Adverse Remarks in their Audit Reports on the standalone and consolidated financial statements of the Company for the financial year ended March 31, 2024, the Board of Directors provides its explanations / comments as under:

**i. Auditors' observations under paragraph a of 'Basis for Qualified Opinion' of the Auditors' Report to the standalone and consolidated financial statements:**

The Company has not carried out impairment assessment of one of the ENA plants as required by Indian Accounting Standard (Ind AS 36) 'Impairment of Assets' though there is an indication of impairment. Reference is invited to note no. 42 of the standalone financial statements.

Same observations have been given with respect to Note No. 43 of the consolidated financial statements.

**Board's response:** The Company expects to restart the grain distillery plant post incurring of relevant capital expenditure. In view of this, the management believes that there is no impairment in value of its ENA Plant and hence the recoverable amount of the ENA Plant is not required to be estimated.

**For and on behalf of the Board of Directors**

**Amit Dahanukar**  
**Chairman & Managing Director**

**Place:** Mumbai

**Date:** May 21, 2024



# CORPORATE GOVERNANCE REPORT

The Report on Corporate Governance for the financial year ended March 31, 2024 containing, *inter-alia*, the matters as specified in Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) is presented hereunder:

## 1. COMPANY’S PHILOSOPHY ON CORPORATE GOVERNANCE

Corporate governance is an embodiment of systems, processes and principles which ensures conduct of business with fairness, transparency and accountability in the best interest of all the stakeholders.

The Company believes in good corporate governance and has well established systems, policies and practices to ensure transparency, integrity, professionalism and accountability at the highest level in its operations through application of best management practices, compliance of laws in letter and spirit, adherence to the ethical standards for effective management and discharge of its social responsibilities for sustainable development.

In line with the principles set out in Chapter II of the Listing Regulations, the Company ensures equitable treatment to all its shareholders, protects and facilitates exercise of their rights and provides them with adequate and timely information. The Company also endeavors to increase co-operation with all its stakeholders and recognizes their rights established by law or through mutual agreements. The Company acknowledges its accountability towards its stakeholders and ensures dissemination of timely and

accurate information on all material matters in such a way that same is accessible to them in equal, timely and cost-efficient manner.

The compliance with the applicable corporate governance requirements specified under Regulations 17 to 27 and 46(2)(b) to (i) and para C, D & E of Schedule V of the Listing Regulations during the financial year ended March 31, 2024 is elaborated hereunder:

## 2. BOARD OF DIRECTORS

The Board of Directors (“the Board”) represents a fine blend of professionals possessing relevant qualifications and experience in general corporate management, finance, banking, administration and other allied fields which enable the Board to discharge its responsibilities more effectively. The Board, fully acquainted with its functions, duties and responsibilities as stipulated under Regulation 4(2)(f) of the Listing Regulations and the Companies Act, 2013, endeavors its best to discharge the same in the interest of all the stakeholders and provides strategic direction, sets performance goals for the management and monitors their achievement with a view to optimize the performance of the Company and maximize shareholders’ wealth.

In line with the provisions of Regulation 17 of the Listing Regulations, the Company had 10 Directors as on March 31, 2024, with an optimum combination of Executive, Non-Executive, Independent and Women Directors. The Company has disclosed profiles of its Directors on its website, accessible at <https://tilind.com/board-members/>.

**Composition of the Board along with the number of other Directorships/Committee positions held as on March 31, 2024, by the Directors is as follows:**

Name of the Director	Director Identification Number	No. of Directorship in other public companies*	No. of Committee positions held in other public companies#		Other listed entities where the Directors of the Company held directorship	
			Member	Chairperson	Name of the listed entity	Category of Directorship
<b>Executive Directors</b>						
Mr. Amit Dahanukar, Chairman & Managing Director	00305636	Nil	Nil	Nil	Nil	Nil
Mr. C. R. Ramesh, Whole-time Director	08876738	Nil	Nil	Nil	Nil	Nil
Mrs. Shivani Amit Dahanukar, Executive Director	00305503	Nil	Nil	Nil	Nil	Nil

Name of the Director	Director Identification Number	No. of Directorship in other public companies*	No. of Committee positions held in other public companies#		Other listed entities where the Directors of the Company held directorship	
			Member	Chairperson	Name of the listed entity	Category of Directorship
<b>Non-Independent, Non-Executive Director</b>						
Ms. Swapna Shah	08807901	Nil	Nil	Nil	Nil	Nil
<b>Independent Directors</b>						
Dr. Ravindra Bapat **	00353476	Nil	Nil	Nil	Nil	Nil
Mr. C.V. Bijlani **	02039345	Nil	Nil	Nil	Nil	Nil
Mr. Kishorekumar G. Mhatre	07527683	Nil	Nil	Nil	Nil	Nil
Mr. Satish Chand Mathur	03641285	7	2	1	Indiabulls Housing Finance Limited Kesar Petroproducts Limited	Independent, Non-Executive Director Independent, Non-Executive Director
Maj Gen Dr. Dilawar Singh (Retd.)	08216047	Nil	2	Nil	Nil	Nil
Ms. Aparna Chaturvedi	00028647	Nil	Nil	Nil	Nil	Nil

\* Private limited companies (other than subsidiary of public company), foreign companies and companies under Section 8 of the Companies Act, 2013 are excluded for the above purpose.

# Only Audit Committee and Stakeholders Relationship Committee have been considered for the above purpose

\*\* Ceased to be Independent Director of the Company w.e.f. April 01, 2024 upon completion of second term

No Director is, inter-se, related to any other Director on the Board except Mr. Amit Dahanukar and Mrs. Shivani Amit Dahanukar, who are related to each other as spouse.

No Director holds directorship in more than 20 companies or in more than 10 public companies or in more than 7 listed companies.

In terms of the provisions of Regulation 26 of the Listing Regulations, the Directors have made necessary disclosures with respect to committee positions held by them in all public limited companies and none of them is a Member of more than 10 committees or Chairperson of more than 5 committees prescribed in the said Regulation.

All the Independent Directors have furnished declarations stating that they meet the criteria of independence as laid down in Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of the Listing Regulations. In terms of Regulation 25(8) of the Listing Regulations, the Independent Directors have also confirmed that they are not aware of any circumstances or situations, which exist or may be reasonably anticipated, that can impair or impact their ability to discharge their duties with an

objective independent judgment and without any external influence. In the opinion of the Board, the Independent Directors fulfill the conditions specified in the Listing Regulations and are independent of the management.

The maximum tenure of the Independent Directors is in accordance with the provisions of the Companies Act, 2013 and they are not liable to retire by rotation. The Company has issued formal letter of appointment to its Independent Directors and has disclosed the terms & conditions of the same on its website, accessible at <https://tilind.com/tc-of-appointment-of-independent-directors/>.

The Board has met 6 times during the financial year 2023-24 as per details given below:

Sr. No.	Date of Meeting
1.	May 16, 2023
2.	July 04, 2023
3.	August 08, 2023
4.	November 02, 2023
5.	January 15, 2024
6.	February 12, 2024

**The attendance of the Directors at the Board Meetings held during the financial year 2023-24 and the last Annual General Meeting held on September 28, 2023 are as follows:**

Name of the Director	Category	Attendance at the Meetings held during FY 2023-24	
		Board Meetings	Annual General Meeting
Mr. Amit Dahanukar	Chairman & Managing Director	5	Yes
Mr. C. R. Ramesh	Whole-Time Director	6	Yes
Mrs. Shivani Amit Dahanukar	Executive Director	2	Yes
Ms. Swapna Shah	Non-Executive Director	6	Yes
Dr. Ravindra Bapat	Independent Director	1	No
Mr. C.V. Bijlani	Independent Director	6	Yes
Mr. Kishorekumar G. Mhatre	Independent Director	6	Yes
Mr. Satish Chand Mathur	Independent Director	5	No
Maj Gen Dr. Dilawar Singh (Retd.)	Independent Director	5	Yes
Ms. Aparna Chaturvedi	Independent Director	5	Yes
Ms. Savitrii Dadhich*	Independent Director	1	No

\* Additional (Independent) Director from June 01, 2023 to September 28, 2023.

To enable the Board to discharge its responsibilities effectively and take informed decisions, comprehensive agenda and notes along with background materials, wherever required, are circulated well in advance to the Directors in accordance with the applicable Secretarial Standards. The Board periodically reviews the compliance reports in respect of all laws and regulations applicable to the Company along with the minimum information prescribed under Part A of the Schedule II of the Listing Regulations placed before it on quarterly basis. The minutes of the Board meetings and all significant transactions and arrangements entered into by the subsidiary companies are also reviewed by the Board.

### Performance Evaluation of the Directors

The Nomination, Remuneration and Evaluation Policy of the Company, adopted by the Board based on the recommendations made by the Nomination and Remuneration Committee contains the criteria for performance evaluation of all the Independent and Non-Independent Directors as given hereunder:

- accomplishment of the Company's mission, objectives and strategic results for which the Executive Director is responsible;
- adherence by the Executive Director to operational policies approved by the Board;
- ability to contribute and monitor Company's Corporate Governance practices;
- ability to contribute by introducing best practices to address top-management issues;

- active participation in long-term strategic planning; and
- commitment to the fulfillment of their obligations and fiduciary responsibilities (including participation and attendance at the Board / Committee / General Meetings).

The mechanism adopted by the Company for the annual performance evaluation of all its Directors, Chairman, Board as a whole (including its Committees) has been explained in detail in the Directors' Report forming part of the Annual Report.

### Remuneration of Directors

The Nomination and Remuneration Policy of the Company states that Non-Executive /Independent Directors of the Company may receive remuneration by way of sitting fees for participation in the Meetings of the Board or Committee thereof and profit related commission, as per limits prescribed under the Companies Act, 2013 and approved by the Shareholders. There is no pecuniary or business relationship between the Non-Executive Director/ Independent Directors and the Company except for the sitting fees paid to them during the year and advisory fees paid to Ms. Swapna Shah, Non-Executive Director during the year.

Mr. Amit Dahanukar, Chairman & Managing Director, Mrs. Shivani Amit Dahanukar, Executive Director and Mr. C. R. Ramesh, Whole-Time Director of the Company were paid managerial remuneration and sittings fees, wherever applicable as approved by the shareholders during the financial year 2022-23 and 2023-24.

**Remuneration paid to the Directors for the financial year 2023-24 is as follows:**

(₹ in Lacs)

Name of the Director	Category	Salaries Allowances & Perquisites	Contribution to SA/PF	Sitting Fees
Mr. Amit Dahanukar	Chairman & Managing Director	353.62	18.43	-
Mr. C.R. Ramesh (Including perquisites on ESOPs)	Whole-Time Director	246.40	1.72	3.00
Mrs. Shivani Amit Dahanukar	Executive Director	178.55	9.60	-
Ms. Swapna Shah	Non-Executive Director	18.00 ^	-	5.75
Dr. Ravindra Bapat	Independent Director	-	-	1.25
Mr. C.V. Bijlani	Independent Director	-	-	7.50
Mr. Kishorekumar G. Mhatre	Independent Director	-	-	6.25
Mr. Satish Chand Mathur	Independent Director	-	-	2.75
Maj Gen Dr. Dilawar Singh (Retd.)	Independent Director	-	-	4.00
Ms. Aparna Chaturvedi	Independent Director	-	-	4.50
Ms. Savitri Dadhich	Additional (Independent) Director	-	-	0.50

^Consultancy fees (holding office in place of profit) were paid during the financial year 2023-24.

Apart from the above remuneration, gratuity and leave encashment are payable to the Chairman & Managing Director and Executive Directors as per rules of the Company. During the financial year 2023-24, no performance-linked incentives were paid to the Directors of the Company.

**Equity Shares/Employee Stock Options (ESOPs) of the Company held by the Directors are as follows:**

Name of the Director	Category	Number of Equity Shares held		Number of ESOPs held	
		As on March 31, 2024	As on March 31, 2023	As on March 31, 2024	As on March 31, 2023
Mr. Amit Dahanukar	Chairman & Managing Director	26,844,552	29,844,552	Nil	Nil
Mr. C. R. Ramesh	Whole-time Director	217,966	139,700	1,61,600	3,00,000
Mrs. Shivani Amit Dahanukar	Executive Director	32,976,043	32,976,043	Nil	Nil
Ms. Swapna Shah	Non-Executive Director	Nil	Nil	Nil	Nil
Dr. Ravindra Bapat	Independent Director	32,250	32,250	Nil	Nil
Mr. C.V. Bijlani	Independent Director	15,000	15,000	Nil	Nil
Mr. Kishorekumar G. Mhatre	Independent Director	Nil	Nil	Nil	Nil
Mr. Satish Chand Mathur	Independent Director	Nil	Nil	Nil	Nil
Maj Gen Dr. Dilawar Singh (Retd.)	Independent Director	Nil	Nil	Nil	Nil
Ms. Aparna Chaturvedi	Independent Director	Nil	Nil	Nil	Nil

Since the Companies Act, 2013 prohibits grant of ESOPs to the Independent Directors, no ESOPs were granted to Independent Directors during the financial year 2023-2024.

## Code of Conduct

The Code of Conduct applicable to all the Board Members and Senior Management Personnel, adopted by the Board in accordance with the provisions of Regulation 17(5) of the Listing Regulations, has been uploaded on the website of the Company, accessible at <https://tilind.com/codes-and-policies/>.

In accordance with the provisions of Regulation 26(3) of the Listing Regulations, all the Board Members and Senior Management Personnel of the Company have affirmed compliance with the said Code of Conduct for the financial year ended March 31, 2024. A declaration to this effect signed by Mr. Amit Dahanukar, Chairman & Managing Director of the Company is annexed hereto and forms an integral part of this Report.

## Codes under Prohibition of Insider Trading Regulations

The 'Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information' and 'TI Code of Conduct for Prevention of Insider Trading' are formulated in accordance with the provisions of the SEBI (Prohibition of Insider Trading) Regulations, 2015. The abovementioned codes ensure fair disclosure of events and occurrences that could impact price discovery in the market for shares of the Company and prevention of dealing in its shares by the employees and other connected persons, while they are exposed to or expected to be exposed to unpublished price sensitive information.

## Separate Meeting of Independent Directors

In accordance with the provisions of Regulation 25(3) of the Listing Regulations, a separate meeting of the Independent Directors, chaired by Mr. C.V. Bijlani, was held on February 12, 2024, without the presence of Non-Independent Directors or Members of the management, to review the performance of Non-Independent Directors, Chairman and the Board as a whole (including its Committees) and assess the quality,

quantity and timeliness of flow of information between the management and the Board. All the Independent Directors were present at the Meeting except Dr. Ravindra Bapat and Ms. Aparna Chaturvedi who had conveyed their inability to attend the meeting in advance.

## Familiarization Programs for Independent Directors

The Independent Directors are familiarized with their roles, rights and responsibilities in the Company, nature of the industry in which it operates, its business model and changes in the regulations applicable to the Company through familiarization programs conducted by the management as well as external consultants. The Company has disclosed details of such programs on its website, accessible at <https://tilind.com/familiarisation-of-independent-directors/>.

## 3. COMMITTEES OF THE BOARD

The following committees have been constituted by the Board in compliance with the applicable provisions of the Listing Regulations and the Companies Act, 2013 with composition, terms of reference and role as mentioned herein below:

### A) Audit Committee

The Audit Committee, constituted in accordance with the provisions of Section 177 of the Companies Act, 2013 read with Regulation 18 of the Listing Regulations, comprised of 5 Directors as on March 31, 2024 having knowledge / expertise in the areas of accounting / financial management.

The Audit Committee met 4 times during the financial year 2023-2024 as per details given herein below:

Sr. No.	Date of Meeting
1.	May 16, 2023
2.	August 08, 2023
3.	November 02, 2023
4.	February 12, 2024

**The composition of the Audit Committee as on March 31, 2024 and attendance of the Committee Members at the Audit Committee Meetings held during the financial year 2023-24 are as follows:**

Name of the Member	Designation	Qualification	No. of Meetings Attended
Mr. C.V. Bijlani (upto March 31, 2024)	Chairman	M.A., C.A.I.I.B.	4
Dr. Ravindra Bapat (upto March 31, 2024)	Member	M.S., M.B.A., F.I.S.C.	1
Mr. Kishorekumar G. Mhatre	Member	LL.B.	4
Ms. Swapna Shah	Member	M.B.A., IBM	4
Ms. Aparna Chaturvedi	Member	M.B.A.	2

**Note:**

1. Ms. Aparna Chaturvedi was appointed as Member of Audit Committee in Board Meeting dated May 16, 2023;
2. Ms. Aparna Chaturvedi, Independent Director has been appointed as the Chairperson of the Audit Committee from April 01, 2024;
3. Maj Gen Dr. Dilawar Singh (Retd.), Independent Director has been appointed as a Member of the Audit Committee from April 01, 2024;

The Chairman & Managing Director, Chief Financial Officer, Internal Auditor and Statutory Auditor are permanent invitees to the Audit Committee Meetings.

The Cost Auditors is also invited to attend the Meetings, as and when required.

Mr. Minuzeer Bamboat, Company Secretary is the Secretary to the Committee.

Mr. C.V. Bijlani, Chairman of the Audit Committee, attended the Annual General Meeting of the Company held on September 28, 2023.

The terms of reference of the Committee are as follows:

- i. overseeing the Company's financial reporting process and disclosure of financial information to ensure presentation of correct, sufficient and credible financial statements;
- ii. recommending to the Board, the appointment, remuneration and terms of appointment of auditors of the Company;
- iii. reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the Board for approval, with particular reference to the following:
  - matters required to be included in the Director's Responsibility Statement to be included in the Board's Report in terms of Clause (c) of Section 134(3) of the Companies Act, 2013;
  - changes, if any, in accounting policies and practices and reasons for the same;
- iv. reviewing, with the management, the quarterly financial statements before submission to the Board for approval;
- v. reviewing, with the management, the statement of use/application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue or preferential issue or qualified institutions placement and making appropriate recommendations to the Board to take up steps in this regard;
- vi. reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;
- vii. approval or any subsequent modification of transactions of the Company with related parties;
- viii. scrutinizing inter-corporate loans and investments;
- ix. valuation of undertakings or assets of the Company, wherever it is necessary;
- x. evaluating the internal financial controls and risk management systems;
- xi. reviewing, with the management, performance of Statutory and Internal Auditors and adequacy of the internal control systems;
- xii. reviewing the adequacy of internal audit function, including the structure of the internal audit department, if any, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;

- xiii. discussing with Internal Auditors of any significant findings and follow up thereon;
- xiv. reviewing the findings of any internal investigations by the Internal Auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board;
- xv. discussion with Statutory Auditors before the commencement of audit about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
- xvi. looking into the reasons for substantial defaults, if any, in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
- xvii. reviewing the functioning of the Whistle Blower mechanism;
- xviii. approving the appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate;
- xix. reviewing the following information:
  - management discussion and analysis of financial conditions and results of operations;
  - statement of significant related party transactions (as defined by the Audit Committee), submitted by management;
  - management letters/letters of internal control weaknesses issued by the Statutory Auditors; and
  - internal audit reports relating to internal control weaknesses
- xx. reviewing the appointment, removal and terms of remuneration of the Chief Internal Auditors, if any;
- xxi. reviewing the utilisation of loans and/ or advances from/ investment by the holding company in the subsidiary exceeding rupees 100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans / advances / investments existing as on the date of coming into force of this provision;
- xxii. consider and comment on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on the listed entity and its shareholders;

- xxiii. Reviewing quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1) and annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice in terms of Regulation 32(7);
- xxiv. carrying out such other functions as may be assigned by the Board from time to time.

The Committee is vested with necessary powers to discharge the abovementioned roles and responsibilities. There have not been any instances during the year when the recommendations of the Committee were not accepted by the Board.

## B) Stakeholders Relationship Committee

The Stakeholders Relationship Committee, constituted in accordance with the provisions of Section 178 of the Companies Act, 2013 read with Regulation 20 of the Listing Regulations, comprised of 5 Directors as on March 31, 2024.

The Stakeholders Relationship Committee met 4 times during the financial year 2023-24 as per the details given herein below:

Sr. No.	Date of Meeting
1.	May 16, 2023
2.	August 08, 2023
3.	November 02, 2023
4.	February 12, 2024

Mr. Minuzeer Bamboat, Company Secretary is the Secretary to the Committee.

### The composition of the Stakeholders Relationship Committee as on March 31, 2024 and attendance of the Committee Members at the Stakeholders Relationship Committee Meetings held during the financial year 2023-24 are as follows:

Name of the Member	Designation	No. of Meetings attended
Mr. C.V. Bijlani (upto March 31, 2024)	Chairman	4
Mr. Amit Dahanukar	Member	4
Dr. Ravindra Bapat (upto March 31, 2024)	Member	1
Ms. Aparna Chaturvedi	Member	3
Maj Gen Dr. Dilawar Singh (Retd.)	Member	3

Note:

1. Maj Gen Dr. Dilawar Singh (Retd.), Independent Director has been appointed as the Chairman of the Stakeholders Relationship Committee from April 01, 2024;
2. Mr. C.V. Bijlani, Independent Director and Chairman of the Stakeholders Relationship Committee, attended the Annual General Meeting of the Company held on September 28, 2023.

The terms of reference of the Committee are as follows:

- i. overseeing the performance of the Registrar and Share Transfer Agents;
- ii. resolving the grievances of the security holders of the Company including complaints related to transfer/

- transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc.;
- iii. review of measures taken for effective exercise of voting rights by shareholders;
- iv. review of adherence to the service standards adopted by the Company in respect of various services being rendered by the Registrar & Share Transfer Agent;
- v. review of the various measures and initiatives taken by the Company for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/ annual reports/statutory notices by the shareholders of the Company; and
- vi. resolving any other grievances of the security holders.

#### Statement of various complaints received and resolved during the financial year 2023-24 is as follows:

Nature of Complaint	Opening balance as on April 01, 2023	Received during the year	Resolved during the year	Closing balance as on March 31, 2024
Non-receipt of share certificates lodged for transfer	Nil	Nil	Nil	Nil
Non-receipt of dividend warrants	Nil	Nil	Nil	Nil
Non-receipt of annual reports	Nil	Nil	Nil	Nil
Non-receipt of demat rejected share certificates	Nil	Nil	Nil	Nil
Non-receipt of demat credit of shares	Nil	Nil	Nil	Nil
Non-receipt of bonus shares certificates	Nil	Nil	Nil	Nil
Non receipt of remat share certificates	Nil	Nil	Nil	Nil
SEBI/ROC/Stock Exchanges	Nil	5	5	Nil
<b>Total</b>	<b>Nil</b>	<b>5</b>	<b>5</b>	<b>Nil</b>

There are no instances of complaints not solved to the satisfaction of shareholders.

#### C) Nomination and Remuneration Committee

The Nomination and Remuneration Committee, constituted in accordance with the provisions of Section 178 of the Companies Act, 2013 read with Regulation 19 of the Listing Regulations, comprised of 4 Independent Directors as on March 31, 2024.

The Nomination and Remuneration Committee met 2 times during the financial year 2023-24 as per the details given herein below:

Sr. No.	Date of Meeting
1.	May 16, 2023
2.	January 15, 2024

The composition of the Nomination and Remuneration Committee as on March 31, 2024 and attendance of the Committee Members at the Nomination and Remuneration Committee Meeting held during the financial year 2023-24 are as follows:

Name of the Member	Designation	No. of Meetings attended
Mr. C.V. Bijlani (upto March 31, 2024)	Chairman	2
Dr. Ravindra Bapat (upto March 31, 2024)	Member	0
Mr. Kishorekumar G. Mhatre	Member	2
Maj Gen Dr. Dilawar Singh (Retd.)	Member	2



Note:

1. Mr. Kishorekumar G. Mhatre, Independent Director has been appointed as the Chairman of the Nomination and Remuneration Committee from April 01, 2024; and
2. Ms. Swapna Shah, Non- Executive Director has been appointed as a Member of the Nomination and Remuneration Committee from April 01, 2024;
3. Mr. C.V. Bijlani, Chairman of the Nomination and Remuneration Committee, attended the Annual General Meeting of the Company held on September 28, 2023.

Mr. Minuzeer Bamboat, Company Secretary is the Secretary to the Committee.

The terms of reference of the Committee are as follows:

1. formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommending a policy to the Board, relating to the remuneration for the directors, key managerial personnel and other employees ensuring that:
  - a. the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate directors of the quality required to run the Company successfully;
  - b. relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and
  - c. remuneration to directors, key managerial personnel and senior management involves a balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the Company and its goals.
- 1A. For every appointment of an independent director, the Nomination and Remuneration Committee shall evaluate the balance of skills, knowledge and experience on the Board and on the basis of such evaluation, prepare a description of the role and capabilities required of an independent director. The person recommended to the Board for appointment as an independent director shall have the capabilities identified in such description. For the purpose of identifying suitable candidates, the Committee may:
  - a. use the services of an external agencies, if required;
  - b. consider candidates from a wide range of backgrounds, having due regard to diversity; and
  - c. consider the time commitments of the candidates.
2. identify persons who are qualified to become directors and who may be appointed in senior management in

accordance with the criteria laid down, and recommend to the board of directors their appointment and removal and specifying the manner for effective evaluation of performance of Board, its committees and individual directors to be carried out either by the Board, by the Nomination and Remuneration Committee or by an independent external agency and review its implementation and compliance;

3. devising a policy on diversity of Board of Directors;
4. extension and/or continuance of the terms of appointment of the independent Directors, on the basis of the report of performance evaluation of Independent Directors; and
5. recommend to the Board, all remuneration, in whatever form, payable to Senior Management.

There have not been any instances during the year when the recommendations of the Committee were not accepted by the Board.

Based on the recommendations of the Nomination and Remuneration Committee, the Board has formulated the following policies:

**i. Nomination, Remuneration and Evaluation Policy**

The Policy seeks to harmonize the aspirations of human resources consistent with the Company's goals by achieving the following objectives:

- formulation of the criteria for determining qualifications, positive attributes required for appointment of Directors, Key Managerial Personnel and Senior Management and also the criteria for determining the independence of a Director;
- setting up the framework for tenure, removal/retirement of Directors, Key Managerial Personnel and Senior Management;
- setting up the framework for determining remuneration (fixed and performance linked) payable to the Directors, Key Managerial Personnel and Senior Management; and
- setting up the framework for evaluation of the performance of the Board and its constituents.

The key principles pertaining to Directors' appointment and remuneration as contained in the Policy are as follows:

- The Nomination and Remuneration Committee shall have regard to integrity, qualification, expertise and experience in general corporate management, finance, banking or other allied fields appropriate to the business of the Company while nominating a candidate for Directorship, so as to have a diverse Board;

- The Committee, while nominating a candidate as Independent Director, shall also satisfy itself that such candidate meets the criteria of independence as prescribed in Regulation 16(1) (b) of the Listing Regulations and Section 149(6) of the Companies Act, 2013;
  - The Committee, while recommending remuneration structure for the Directors, shall ensure that the same is based on the prevailing industry norms, performance of the Company, track record, potential and performance of Directors and is suitably rewarding and sufficient to attract, retain and motivate them to achieve superior operational results;
  - The Committee shall ensure that the remuneration of the Executive Directors aims at striking a balance between fixed pay and incentive pay (commission) reflecting short and long term performance objectives appropriate to the working of the Company and its goals; and
- The Committee may also recommend payment of commission to Non-Executive Directors (including Independent Directors) based on the Company's performance apart from sitting fees payable to them for attending the Board/Committee meetings.

The Company has uploaded the Nomination, Remuneration and Evaluation Policy on its website, accessible at <https://tilind.com/codes-and-policies/>.

## ii. Board Diversity Policy

The Board Diversity Policy casts responsibility on the Nomination and Remuneration Committee to review the structure, size and composition of the Board and the appointment of new Directors for ensuring that the Board has a balanced composition of skills, experience and expertise, appropriate to the requirements of the business of the Company.

The Company has uploaded the Board Diversity Policy on its website, accessible at <https://tilind.com/codes-and-policies/>.

Pursuant to the provisions of Sub Clause (h) of Clause 2 of Part C of Schedule V of the Listing Regulations, the list of core skills/expertise/competencies identified by the Board as required in the context of its business and sector for it to function effectively and those actually available with the Board are mentioned herein below:

Sr. No.	Core skills/expertise/competencies	AD	CR	SAD	SS	RB	CVB	KGM	SCM	MGDS	APC
1.	Entrepreneurship	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓
2.	Business Management	✓	✓	✓	✓	-	✓	✓	✓	-	✓
3.	Strategy Planning	✓	✓	✓	✓	-	✓	✓	-	✓	✓
4.	Community Welfare	-	-	✓	✓	✓	-	-	-	✓	✓
5.	Financial Planning and Financial Modelling	-	-	-	✓	-	✓	-	-	-	✓
6.	Legal and Compliance Management	-	-	✓	-	-	-	✓	✓	-	✓
7.	General Administration	✓	✓	✓	-	✓	-	✓	-	-	-
8.	Procurement and Planning	✓	✓	-	✓	-	-	-	-	✓	-
9.	Accounting and Financial Management	-	-	-	-	-	✓	-	✓	✓	✓
10.	Operations management	✓	✓	-	✓	-	-	-	✓	-	-

Note: AD- Mr. Amit Dahanukar; CR- Mr. C. R. Ramesh, SAD- Mrs. Shivani Amit Dahanukar; SS- Ms. Swapna Shah; RB- Dr. Ravindra Bapat; CVB- Mr. C.V. Bijlani; KGM- Mr. Kishorekumar G. Mhatre; SCM- Mr. Satish Chand Mathur; MGDS- Maj Gen Dr. Dilawar Singh (Retd.), and APC- Ms. Aparna Chaturvedi.

### iii. Succession Policy

The Succession Policy casts responsibility on the Nomination and Remuneration Committee to ensure orderly identification and selection of new Directors or Senior Management Personnel in the event of any vacancy, whether such vacancy exists by reason of an anticipated retirement, an unanticipated departure, expansion of the size of the Company, or otherwise.

The Company has uploaded the Succession Policy on its website, accessible at <https://tilind.com/codes-and-policies/>.

### D) Corporate Social Responsibility Committee

The Corporate Social Responsibility Committee (CSR Committee), constituted in accordance with the provisions of Section 135 of the Companies Act, 2013, comprised of 5 Directors as on March 31, 2024.

The Committee met once during the financial year 2023-24 as per the details given herein below:

Sr. No.	Date of Meeting
1.	May 16, 2023

Mr. Minuzeer Bamboat, Company Secretary is the Secretary to the Committee.

**The composition of the CSR Committee as on March 31, 2024 and attendance of the Committee Members at the CSR Committee Meeting held during the financial year 2023-24 are as follows:**

Name of the Member	Designation	No. of Meetings attended
Mrs. Shivani Amit Dahanukar	Chairperson	1
Mr. C.V. Bijlani (upto March 31, 2024)	Member	1
Dr. Ravindra Bapat (upto March 31, 2024)	Member	0
Ms. Swapna Shah	Member	1
Ms. Aparna Chaturvedi	Member	1

The terms of reference of the CSR Committee are as follows:

- i. to formulate and recommend to the Board, a Corporate Social Responsibility Policy (CSR Policy) which shall indicate, inter-alia, the CSR activities to be

undertaken by the Company as specified in Schedule VII of the Companies Act, 2013 as amended from time to time;

- ii. to recommend and obtain approval of the Board for the amount of expenditure that can be incurred on the activities referred to in clause(i);
- iii. to ensure that the activities as are included in CSR Policy of the Company are undertaken by the Company;
- iv. to prepare a transparent monitoring mechanism for ensuring implementation of the CSR projects/ programs/activities being undertaken/proposed to be undertaken by the Company;
- v. to oversee matters concerning the implementation of the Company's Business Responsibility Policy, to ensure compliance with the provisions relating to Business Responsibility Report contained in the SEBI Circular No. CIR/CFD/CMD/10/2015 dated November 04, 2015 and to decide on any matter or doubt with respect to the applicability, interpretation, operation and implementation of the said Policy; and
- vi. to discharge such other functions as may be assigned by the Board from time to time.

The Committee has been entrusted with necessary powers to discharge the above-mentioned roles and responsibilities.

The Company has uploaded the CSR Policy and the Annual Report on CSR Activities for the financial year 2023-2024 on its website, accessible at <https://tilind.com/codes-and-policies/> and <https://tilind.com/investors-financial-reporting/>.

### E) Compensation Committee

The Compensation Committee\*\*, constituted in accordance with the provisions of the SEBI (Share Based Employee Benefits) Regulations, 2014, comprised of 4 Directors as on March 31, 2024.

*\*\*Subsequently the Board of Directors at its meeting held on May 21, 2024 approved to delegate the powers of the Compensation Committee to Nomination and Remuneration Committee and consequently discontinued Compensation Committee.*

The Committee met twice during the financial year 2023-2024.

Sr. No.	Date of Meeting
1.	May 16, 2023
2.	February 12, 2024

**The composition of the Compensation Committee as on March 31, 2024 and attendance of the Committee Members at the Compensation Committee Meetings held during the financial year 2023-24 are as follows:**

Name of the Member	Designation	No. of Meetings attended
Mr. C. V. Bijlani (upto March 31, 2024)	Chairman	2
Dr. Ravindra Bapat (upto March 31, 2024)	Member	0
Mr. Kishorekumar G. Mhatre	Member	2
Ms. Swapna Shah	Member	2

Note:

- Mr. Kishorekumar G. Mhatre, Independent Director has been appointed as the Chairman of the Compensation Committee from April 01, 2024; and
- Maj Gen Dr. Dilawar Singh (Retd.), Independent Director has been appointed as a Member of the Compensation Committee from April 01, 2024.

Mr. Minuzeer Bamboat, Company Secretary is the Secretary to the Committee.

The terms of reference of the Committee are as follows:

- granting of Stock Options to the eligible employees;
- ascertaining the detailed terms and conditions for such grants;
- administering the Employee Stock Option Schemes of the Company; and
- exercising the powers and performing the duties as prescribed under SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021.

The Committee is vested with necessary powers to discharge the abovementioned roles and responsibilities.

## F) Risk Management Committee

The Risk Management Committee is constituted as per Regulation 21 of the Listing Regulations, comprised of 3 Members as on March 31, 2024.

The Committee met 4 times during the financial year 2023-2024 as per the details given herein below:

Sr. No.	Date of Meeting
1.	May 16, 2023
2.	August 08, 2023
3.	November 02, 2023
4.	February 12, 2024

**The composition of the Risk Management Committee as on March 31, 2024 and attendance of the Committee Members at the Risk Management Committee Meetings held during the financial year 2023-24 are as follows:**

Name of the Member	Designation	No. of Meetings attended
Mr. Amit Dahanukar	Chairman	4
Mr. C.V. Bijlani (upto March 31, 2024)	Member	4
Mrs. Shivani Amit Dahanukar	Member	2

Note:

- Mr. Kishorekumar G. Mhatre, Independent Director has been appointed as a Member of the Risk Management Committee from April 01, 2024; and
- Mr. Abhinav Gupta, Chief Financial Officer has been appointed as a Member of the Risk Management Committee from April 01, 2024.

Mr. Minuzeer Bamboat, Company Secretary is the Secretary to the Committee.

The terms of reference of the Committee are as follows:

- identification of risk and developing risk mitigation plans & systems;
- implementing risk reduction/mitigation strategies; and
- reviewing the effectiveness of the Risk Management Policy.

The Committee appraises the Audit Committee periodically about key risks associated with the business of the Company and the measures taken to mitigate them. The risk management framework of the Company has been explained in detail in the Directors' Report forming part of the Annual Report.

### G) Share Transfer Committee

The Share Transfer Committee\*\*, constituted in accordance with the provisions of Regulation 40(2) of the Listing Regulations, comprised of 4 Directors as on March 31, 2024.

*\*\*Subsequently the Board of Directors at its meeting held on May 21, 2024 approved to delegate the power to approve the transfer or transmission or transposition of securities and its related documents to the Compliance Officer and subsequently discontinued the Share Transfer Committee.*

The terms of reference of the Share Transfer Committee include, inter-alia, ensuring timely approval and processing of requests received from Members with respect to share transfer/ transmission, issue of duplicate share certificates, demat/remat, split/consolidation of shares, etc.

#### The composition of the Share Transfer Committee as on March 31, 2024 is as follows:

Name of the Member	Designation
Mr. Amit Dahanukar	Chairman
Mrs. Shivani Amit Dahanukar	Member
Mr. C.V. Bijlani (upto March 31, 2024)	Member
Mr. Satish Chand Mathur	Member

Mr. Minuzeer Bamboat, Company Secretary is the Secretary to the Committee.

The requests, if any, received from the Members are dealt by the Committee on required basis. The Report on transfer/ transmission etc. of shares approved by the Committee is placed in the Meeting of the Board of Directors.

### H) Finance Committee

The Finance Committee comprises of 4 members to deal with specific matters delegated by the Board of Directors.

#### The composition of the Finance Committee as on March 31, 2024 is as follows:

Name of the Member	Designation
Mr. Amit Dahanukar	Chairman
Mrs. Shivani Amit Dahanukar	Member
Ms. Swapna Shah	Member
Mr. Abhinav Gupta	Member

The Company Secretary is the Secretary to the Finance Committee.

### 4. SENIOR MANAGEMENT:

The Senior Management comprises the leadership team, consisting of core management members and functional heads. As of March 31, 2024, the following individuals served as senior management personnel of the Company:

Name	Designation
Mr. Abhinav Gupta	Chief Financial Officer
Mr. Minuzeer Bamboat	Company Secretary & Compliance Officer
Mr. Ahmed Rahimtoola	Chief Marketing Officer
Mr. Ameya Deshpande	President - Corporate Development & Strategy
Mr. Tarun Behl	Vice President - Works
Ms. Hemangi J Joshi	General Manager - Legal
Mr. Ratnakar Kashinath Kadlag	Sr. Manager - R&D
Mr. Devrath Kadam	Sr. Manager - HR

During FY 2023-24, following were the changes in Senior Management:

- Ms. Manju Anand, President - Governance & Compliance resigned effective July 18, 2023.
- Ms. Dipti Todkar, Company Secretary resigned effective July 17, 2023.
- Mr. Minuzeer Bamboat appointed as Company Secretary & Compliance Officer w.e.f. January 15, 2024.

### 5. SUBSIDIARY COMPANIES

The Company has 4 subsidiary companies and none of them falls under the definition of "material subsidiary". The Audit Committee reviews the financial statements and, in particular, the investments made by the subsidiary companies. The minutes of the Board Meetings of the subsidiary companies are periodically placed before the Board. The Board is periodically informed about all significant transactions and arrangements entered into by all the subsidiary Companies.

The Policy for determining 'material subsidiaries', adopted by the Board in accordance with the provisions of Regulation 16 of the Listing Regulations, has been uploaded on the website of the Company, accessible at <https://tilind.com/codes-and-policies/>.

- The Liquidator of Prag Distilleries Private Ltd. had filed an application at NCLT- Mumbai, on October 08, 2022, seeking withdrawal of the Petition filed by the

financial creditor SCB and closure of the liquidation process and for reinstating the Board of Directors for management of the operations of Prag. The withdrawal order from NCLT- Mumbai was received on June 23, 2023 and the Board of Directors has been reinstated.

- Four wholly owned subsidiaries of the Company (TI), viz. (i) Kesarval Springs Distillers Private Limited ("KSDPL"); (ii) Mykingdom Ventures Private Limited ("MVPL"); (iii) Srirampur Grains Private Limited ("SGPL"); and (iv) Studd Projects Private Limited ("SPPL") were merged with Tilaknagar Industries Ltd. vide NCLT order dated May 17, 2023. The Companies have filed E-Form INC-28 with Registrar of Companies and the merger is effective.

## 6. SECRETARIAL AUDIT

In accordance with the provisions of Section 204(1) of the Companies Act, 2013 and Rule No.9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 read with Regulation 24A of the Listing Regulations, the Secretarial Audit Report of the Company for the financial year ended March 31, 2024 obtained from M/s. Mitesh J. Shah & Associates, Practicing Company Secretaries firm is annexed to the Directors' Report.

## 7. CMD/CFO CERTIFICATION

A certificate given by the Chairman & Managing Director and Chief Financial Officer of the Company to the Board, in accordance with the provisions of Regulation 17(8) of the Listing Regulations, on the accuracy of the financial statements for the financial year ended March 31, 2024 and adequacy of internal controls is annexed hereto and forms an integral part of this Report.

## 8. COMPLIANCE REPORTS/CERTIFICATES FROM PRACTICING COMPANY SECRETARY

- During the financial year 2023-24, quarterly compliance reports on corporate governance had been submitted by the Company to the stock exchanges within the time limit prescribed under Regulation 27(2) of the Listing Regulations. The same were also placed before the Board for its review and also uploaded on the website of the Company.
- The Company has obtained an Annual Secretarial Compliance Report from M/s. Mitesh J. Shah & Associates, Practicing Company Secretaries firm, regarding compliances with all applicable SEBI

Regulations, Circulars and Guidelines for the Financial year ended March 31, 2024.

- A certificate regarding the compliance of the conditions of corporate governance by the Company as required under Schedule V (E) of the Listing Regulations obtained from M/s. Mitesh J. Shah & Associates, Practicing Company Secretaries firm is annexed hereto and forms an integral part of this Report.
- A certificate pursuant to Regulation 34(3) and Schedule V Para C Clause (10)(i) of the Listing Regulations confirming that none of the Directors on the Board of the Company has been debarred or disqualified from being appointed or continue as directors of companies by SEBI/Ministry of Corporate Affairs or any such statutory authority obtained from M/s. Mitesh J. Shah & Associates, Practicing Company Secretaries firm is annexed hereto and forms an integral part of this Report.

## 9. DISCLOSURES

### A) Disclosure on materially significant related party transactions that may have potential conflict with the interests of the Company at large

The Company has not entered into any materially significant transaction with related parties having potential conflict with its interest at large during the financial year 2023-24. The statements containing the transactions entered into by the Company with related parties at arm's length basis and in the ordinary course of business are reviewed by the Audit Committee on quarterly basis including transactions entered with related parties pursuant to omnibus approval granted by the Committee.

The Policy on related party transactions, which provides the criteria for determining the materiality of related party transactions and also the manner of dealing with related party transactions, adopted by the Board in accordance with the provisions of Regulation 23(1) of the Listing Regulations, has been uploaded on the website of the Company, accessible at <https://tilind.com/codes-and-policies/>.

### B) Disclosure of Accounting Treatment

The Company has prepared the financial statements for the financial year 2023-24 in accordance with Indian Accounting Standards (IND AS) to comply with the Accounting Standards as specified under the Section 133 of the Companies Act, 2013 read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and the relevant provisions of the Act, as applicable.

**C) Details of non-compliance by the Company, penalties, strictures imposed on the Company by Stock Exchanges or SEBI or any Statutory Authority, on any matter related to Capital Markets, during the last three years**

During the financial year 2023-24, there was delay of one day in furnishing prior intimation about meeting of the Board of Directors held on February 12, 2024 for considering and approving, inter alia, the unaudited financial results (standalone and consolidated) for the quarter and nine months ended December 2023. The Company had paid the fine of ₹ 11,800/- (including GST) each to BSE Limited & National Stock Exchange of India Limited in this regard.

**D) Whistle Blower Policy**

The Whistle Blower Policy of the Company, adopted by the Board, provides mechanism to its Directors, employees and other stakeholders to raise concerns about any violation of legal or regulatory requirements, misrepresentation of any financial statement and to report actual or suspected fraud or violation of the Code of Conduct of the Company.

The Policy allows the whistleblowers to have direct access to the Chairman of the Audit Committee in exceptional circumstances and also protects them from any kind of discrimination or harassment. During the financial year 2023-24, no employee was denied access to the Audit Committee and no incidence of whistleblowing was reported. The Whistle Blower Policy of the Company can be accessed at <https://tilind.com/codes-and-policies/>.

**E) Disclosure by Senior Management Personnel**

No material financial and/or commercial transactions were entered into by the Company with the Senior Management Personnel, where they could have had personal interest conflicting with its interest at large.

**F) Reconciliation of Share Capital Audit**

Reconciliation of Share Capital Audit Report pursuant to Regulation 76 of the Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018 submitted by M/s. D Maurya & Associates, Practicing Company Secretaries firm confirms that as on March 31, 2024, the aggregate number of equity shares of the Company held in demat form with NSDL, CDSL and in physical form were reconciled with the total number of issued/paid-up shares of the Company.

**G) Commodity Price Risks and Commodity Hedging Activities**

The Company has adequate risk assessment and minimization system in place including for commodities.

The Company does not have material exposure of any commodity and accordingly, no hedging activities for the same are carried out during the financial year 2023-24. Therefore, there is no disclosure to offer in terms of SEBI circular no. SEBI/HO/CFD/CMD1/CIR/P/2018/0000000141 dated November 15, 2018.

**H) Utilisation of Funds raised through Preferential Allotment or Qualified Institutions Placement**

The Company has raised ₹ 31,100 Lacs through preferential allotment during the financial year 2021-22, 2022-23 and 2023-24. The utilization of funds till March 31, 2024 is as follows:

Sr. No	Objects	Funds utilized (₹ in lacs)
1.	Fund business growth, capital expenditure and other strategic initiatives	1,207
2.	Augment working capital needs of the Company	7,208
3.	Repay debt	20,192
4.	For general corporate purposes	741
<b>Total</b>		<b>29,348</b>

**I) Confirmation with respect to acceptance of recommendations of Committees**

The Board of Directors confirms that during the year, it has accepted all the recommendations received from all its Committees.

**J) Fees for all services paid to the Statutory Auditors and all entities in the network firm of the Statutory Auditors**

Details of Audit fees for all services paid to the Statutory Auditors and all entities in the network firm on a consolidated basis are provided in Note No. 37 of the Consolidated Financial Statements.

**K) Disclosures in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013**

The Company is committed to provide a healthy environment to all its employees and has zero tolerance for sexual harassment at workplace. In order to prohibit, prevent and redress complaints of sexual harassment at workplace, it has complied with the provisions relating to the constitution of the Internal Complaints Committee under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 [14 of 2013].

The Company has not received any complaint of sexual harassment during the financial year 2023-24.

**L) Disclosure by listed entity and its subsidiaries of 'Loans and advances in the nature of loans to firms/ companies in which directors are interested by name and amount**

The details are disclosed in the financial statements for the financial year 2023-24.

**M) Details of Material Subsidiaries of the listed entity, including the date and place of incorporation and the name and date of appointment of the Statutory Auditors of such subsidiaries**

There are no material subsidiaries of the listed entity as on March 31, 2024.

**N) Details of agreements binding the listed entity**

Pursuant to Regulation 30A of the Listing Regulations, no agreement has been entered or executed by the shareholders, promoters, promoter group entities, related parties, directors, key managerial personnel and employees of the Company during the financial year.

**O) Compliance with mandatory requirements and adoption of the non-mandatory requirements**

The Company has complied with all the applicable mandatory requirements relating to Corporate Governance as prescribed under the Listing Regulations as disclosed in the relevant sections of this Report.

The status of adoption of the non-mandatory requirements as prescribed in Schedule II (E) of the Listing Regulations is provided herein below:

**i. The Board**

This Clause is not applicable to the Company as the Chairman of the Board is an Executive Director.

**ii. Shareholder Rights**

The Company publishes its quarterly/half yearly and annual financial results in English and Marathi newspapers having wide circulation. The financial results and significant events, if any, are communicated by the Company to the Stock Exchanges and are also uploaded on its website i.e. [www.tilind.com](http://www.tilind.com). The same are not sent to the Members individually.

**iii. Modified opinion(s) in audit report**

There are certain observations, qualifications and adverse remarks in the Audit Reports submitted by the Statutory Auditors for the financial year ended March 31, 2024 which are disclosed in the Directors' Report along with explanation/comments of the Board thereon.

**iv. Separate Posts of Chairperson and The Managing Director or the Chief Executive Officer**

The Company is not having separate post of Chairman and Managing Director. Mr. Amit Dahanukar is the Chairman & Managing Director of the Company.

**v. Reporting of Internal Auditors**

Internal Auditors of the Company report directly to the Audit Committee of the Board.

**10. GENERAL BODY MEETINGS**

**a) Details of last 3 Annual General Meetings held along with Special Resolutions passed are as under:**

Financial Year	Day, Date & Time	Venue	Particulars of Special Resolutions passed
2022-23	Thursday, September 28, 2023 at 10.30 a.m. IST	Video Conferencing ('VC')/ Other Audio Visual Means ('OAVM')	A) Re-appointment and remuneration of Mr. Amit Dahanukar (DIN: 00305636) as Chairman and Managing Director B) Re-appointment and remuneration of Mr. Chemangala Ramachar Ramesh (Mr. C. R. Ramesh) (DIN: 08876738) as a Whole Time Director
2021-22	Monday, August 29, 2022 at 10.30 a.m.	Video Conferencing ('VC')/ Other Audio Visual Means ('OAVM')	A) Appointment and remuneration of Mrs. Shivani Amit Dahanukar (DIN: 00305503) as an Executive Director B) Remuneration payable to Mr. Amit Dahanukar, Chairman & Managing Director for the period June 01, 2022 to November 06, 2023
2020-21	Thursday, September 30, 2021 at 10.30 a.m.	Video Conferencing ('VC')/ Other Audio Visual Means ('OAVM')	Re-appointment of Ms. Aparna Chaturvedi (DIN:00028647) as an Independent Woman Director of Company.

All special resolutions set out in the notices for the Annual General Meetings were passed by the shareholders at the respective meetings with requisite majority.



**b) Details of Extra-Ordinary General Meetings held during the financial year 2023-2024 along with Special Resolutions passed are as under:**

No Extra-Ordinary General Meeting was held during the financial year 2023-2024.

**c) Details of Postal Ballot conducted during the financial year 2023-2024 are as under:**

Date of postal ballot notice	Resolution passed	Voting Results	Approval Date	Scrutinizer
September 27, 2023	A) Re-appointment of Maj. Gen. Dr. Dilawar Singh (Retd.) (DIN: 08216047) as an Independent Director of the Company.	Voting in favour: 99.99% Voting against: 0.01%	October 27, 2023	CS Pradyumansinh Vala, Practicing Company Secretary (FCS-5193, C.P.No.4237)
	B) Re-appointment of Mr. Satish Chand Mathur (DIN: 03641285) as an Independent Director of the Company.	Voting in favour: 99.68% Voting against: 0.32%		

**Procedure for postal ballot:**

The postal ballot was carried out as per the provisions of Sections 108 and 110 and other applicable provisions of the Act, read with the Rules framed thereunder and applicable circulars issued by the Ministry of Corporate Affairs from time to time.

**11. MEANS OF COMMUNICATION**

**i. Quarterly/Half Yearly/Annual Results**

Quarterly/Half Yearly/Annual Results of the Company are regularly submitted to the Stock Exchanges through NSE Electronic Application Processing System (NEAPS) and BSE Corporate Compliance & Listing Centre. The same are also published in the newspapers viz. The Financial Express/ Business Standard and Navshakti /Kesari. The Company's financial results and official press releases are displayed on the Company's website i.e. [www.tilind.com](http://www.tilind.com)

**ii. Website**

The Company posts its Quarterly/Half Yearly/Annual Results, Annual Report, official news releases, presentations made to investors and transcripts of the meetings with institutional investors/analysts, if any, on its website i.e. [www.tilind.com](http://www.tilind.com). This website contains the basic information about the Company e.g. details of its business, financial information, shareholding pattern, compliance with corporate governance, contact information of the designated officials of the Company who are responsible for assisting and handling investor grievances and such other details as prescribed under Regulation 46 of the Listing Regulations. The Company ensures that the contents of its website are updated at all times.

**iii. Designated e-mail id**

The Company has designated an e-mail id viz. [investor@tilind.com](mailto:investor@tilind.com) to enable the Members to register their complaints, if any, for expeditious redressal.

## 12. GENERAL SHAREHOLDER INFORMATION

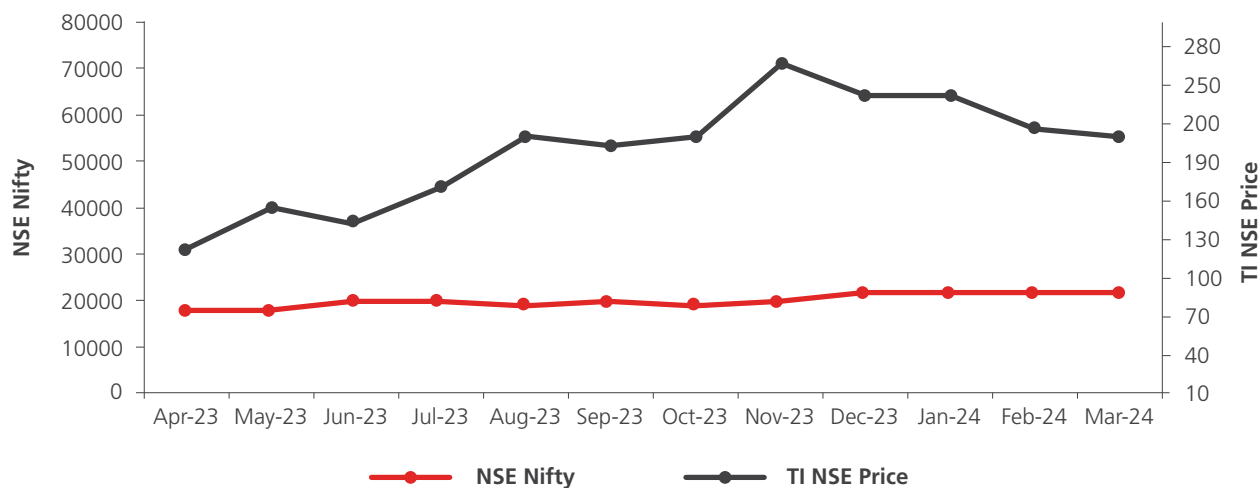
<b>I</b>	<b>89<sup>th</sup> Annual General Meeting</b>	
	Day, Date and Time	: Friday, September 27, 2024 at 10.30 a.m.
	Venue	: To be held through Video Conference (VC) or Other Audio Visual Means (OAVM)
<b>II</b>	<b>Financial Calendar</b>	
	Financial Year	: April 01, 2024 to March 31, 2025
	Financial reporting of results	
	▪ Quarterly unaudited results : (other than last quarter)	1 <sup>st</sup> quarter – on or before August 14, 2024 2 <sup>nd</sup> quarter – on or before November 14, 2024 3 <sup>rd</sup> quarter – on or before February 14, 2025
	▪ Annual audited results	: on or before May 30, 2025
<b>III</b>	<b>Book Closure Date</b>	: Saturday, September 21, 2024 to Friday, September 27, 2024 (both days inclusive) for the 89 <sup>th</sup> Annual General Meeting
<b>IV</b>	<b>Dividend Payment Date</b>	: The Directors have recommended final dividend for the financial year 2023-24. The dividend, if approved shall be paid within 30 days from the date of annual general meeting.
<b>V</b>	<b>Registrar and Share Transfer Agents</b>	Bigshare Services Pvt. Ltd. Unit: Tilaknagar Industries Ltd. Office No. S6-2, 6 <sup>th</sup> Floor, Pinnacle Business Park, Next to Ahura Centre, Mahakali Caves Road, Andheri East, Mumbai - 400093 Ph: (022) 62638200 Fax: (022) 62638299 Email: <a href="mailto:investor@bigshareonline.com">investor@bigshareonline.com</a> Website: <a href="http://www.bigshareonline.com">www.bigshareonline.com</a>
<b>VI</b>	<b>Share Transfer System</b>	: The power to consider and approve share transmission/transposition/ consolidation/ subdivision, etc., has been delegated to the Share Transfer Committee indicated in para 3(G) of this Report. The requests, if any, received from the Members are dealt by the Committee as per the provisions of Listing Regulations. All request(s) received for share transmission(s) are processed and share certificate(s) duly endorsed are returned within the period stipulated under Regulation 40(9) of the Listing Regulations, provided the documents are valid and complete in all respects.  Pursuant to the provisions of Section 124(5) of the Act, if the dividend transferred to the Unpaid Dividend Account of the Company remains unpaid or unclaimed for a period of seven consecutive years from the date of such transfer then the said unclaimed or unpaid dividend amount shall be transferred by the Company along with interest accrued, if any, to the Investor Education and Protection Fund (“the IEPF”), a fund established under sub-section (1) of Section 125 of the Act.  In order to educate the shareholders and with an intent to protect their rights, the Company also sends regular reminders to shareholders to claim their unclaimed dividends / shares before it is transferred to the IEPF. Shareholders may note that both the unclaimed dividends and corresponding shares transferred to the IEPF, including all benefits accruing on such shares, if any, can be claimed from the IEPF following the procedure prescribed in the Rules. No claim shall lie in respect thereof with the Company.  The Company obtains yearly certificate from D Maurya & Associates, Practicing Company Secretaries firm confirming the compliance by the Company of the timelines specified under Regulation 40(9) of the Listing Regulations for registering transfer, Sub-division and consolidation etc. and files the same with the stock exchanges in the prescribed timeline.

### Details of unpaid/unclaimed dividend as on March 31, 2024 is as under:

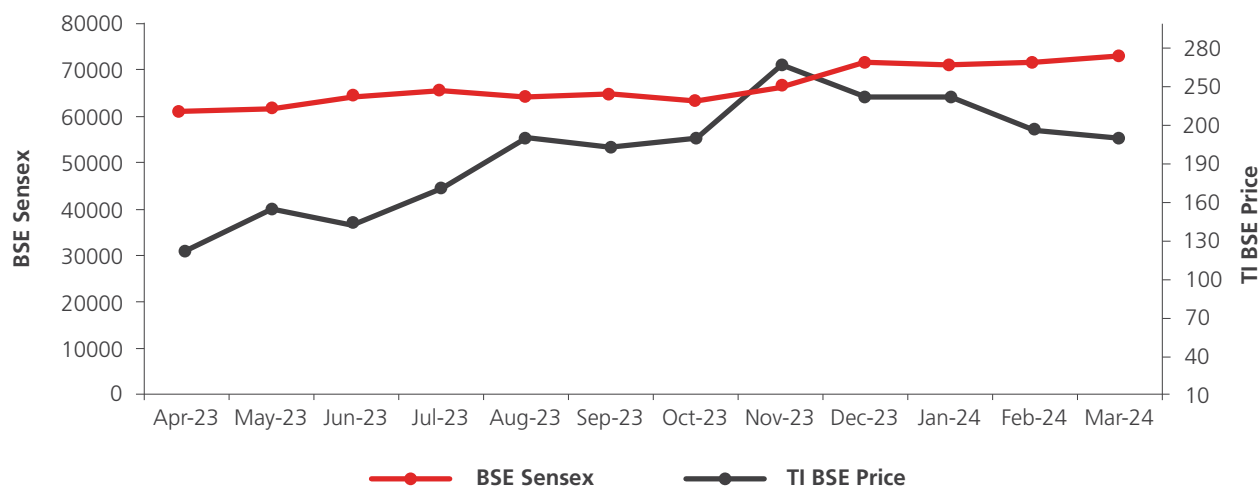
Sr. No.	Financial year	Unclaimed Amount (₹)	Due date for Transfer to IEPF
1	2021-22	123,537.90	October 2029
2	2022-23	187,549.87	October 2030

<b>VII Corporate Identification Number (CIN)</b>	L15420PN1933PLC133303
<b>VIII Listing on Stock Exchanges</b>	<p>1. BSE Limited (Scrip Code: 507205) Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai, Maharashtra - 400 001</p> <p>2. National Stock Exchange of India Limited (Scrip Code: TI) Exchange Plaza, C-1, Block G, Bandra Kurla Complex, Bandra (East), Mumbai, Maharashtra - 400 051</p> <p>The Company has paid the annual listing fees for the financial year 2024-25 to the abovementioned stock exchanges within the prescribed timelines.</p>
<b>IX Dematerialisation of Shares &amp; Liquidity</b>	Trading in equity shares of the Company is permitted only in dematerialised form. The Company's shares are held in dematerialised form to the extent of 99.60% of the total issued and paid-up shares as on March 31, 2024. The promoters hold their entire shareholding within dematerialised form.
<b>X Demat ISIN For Equity Shares</b>	<p>INE133E01013</p> <p>The Company has paid the Annual custodian fees for the financial year 2024-25 to NSDL and CDSL within the prescribed timelines.</p>
<b>XI Outstanding GDRs/ ADRs/ Warrants or any Convertible Instruments, Conversion date and likely impact on equity</b>	As on March 31, 2024, there are no outstanding GDRs/ ADRs/ Warrants or any Convertible Instruments.
<b>XII Plant Locations (owned manufacturing units)</b>	<p>(i) Tilaknagar Industries Ltd., P.O. Tilaknagar, Tal. Shirampur, Dist. Ahmednagar, Maharashtra - 413 720</p> <p>(ii) Prag Distillery (P) Ltd., R.S. No. 199/1, 200/2, Bicca Bolu, Rajanagaram Road, Nallamilli, Rangampeta Mandal, East Godavari District, (Andhra Pradesh) – 533 343</p> <p>(iii) Vahni Distilleries Private Limited, No. 140, Tavaregera Village, Kushtagi Taluka, Koppal District, Karnataka – 584 131</p> <p>(iv) PunjabExpo Breweries Private Limited, Plot No. 237, 238, Village Jeoli, Tehsil Derabassi, Dist. Mohali, Punjab – 140 507</p>
<b>XIII Commodity price risk or foreign exchange risk &amp; hedging activities</b>	<p>The Company's exposure towards commodity price risk is minimal. The Company manages the foreign exchange risk in accordance with its Foreign Exchange Risk Management Policy.</p> <p>The details of foreign exchange exposures as on March 31, 2024 are disclosed in the Notes to the financial statements.</p>
<b>XIV List of all credit ratings obtained by the Company along with any revisions thereto during the relevant financial year</b>	<p>During the financial year 2023-24, the Company has obtained new credit rating as follows:</p> <p>CRISIL Ratings: CRISIL A-/Stable for term loan and Working capital facility.</p> <p>The details of the Credit Ratings obtained by the Company have been uploaded on the website of the Company, accessible at <a href="https://tilind.com/others/">https://tilind.com/others/</a>.</p>
<b>XV Address for Correspondence</b>	<p>The Company Secretary, Tilaknagar Industries Ltd., Corporate Office: 3<sup>rd</sup> Floor, Industrial Assurance Building, Churchgate, Mumbai - 400 020. Tel: (022) 2283 1716/18 Fax: (022) 2204 6904 Website: <a href="http://www.tilind.com">www.tilind.com</a> Email: <a href="mailto:investor@tilind.com">investor@tilind.com</a></p>

### XVI Stock Performance in comparison to NSE Nifty



### XVII Stock Performance in comparison to BSE Sensex



The shares of the Company are traded in Group A (Small Cap) category at BSE and are also actively traded on NSE.

### XVIII Market Price Data

Period	Monthly High and Low Quotes and Volume of Shares traded at BSE and NSE					
	BSE			NSE		
	High Price (₹)	Low Price (₹)	Volume (Nos.) (in lacs)	High Price (₹)	Low Price (₹)	Volume (Nos.) (in lacs)
<b>2023</b>						
April	132.75	109.50	6.89	132.70	110.50	69.44
May	160.00	124.25	21.21	160.00	124.15	200.07
June	159.75	140.00	7.72	159.90	140.10	55.34
July	178.10	142.20	18.10	178.35	141.20	136.10
August	224.95	165.55	22.55	224.95	165.45	219.54
September	221.65	196.40	9.91	222.00	195.85	70.31

Monthly High and Low Quotes and Volume of Shares traded at BSE and NSE						
Period	BSE			NSE		
	High Price (₹)	Low Price (₹)	Volume (Nos.) (in lacs)	High Price (₹)	Low Price (₹)	Volume (Nos.) (in lacs)
October	227.00	176.80	11.14	227.00	177.00	87.47
November	291.00	202.70	31.57	291.40	204.50	486.67
December	279.15	233.85	17.39	279.00	233.45	131.57
<b>2024</b>						
January	263.25	232.75	18.13	263.50	236.30	124.94
February	257.00	212.00	25.96	257.00	211.95	191.42
March	225.90	182.60	27.81	225.45	182.051	170.92

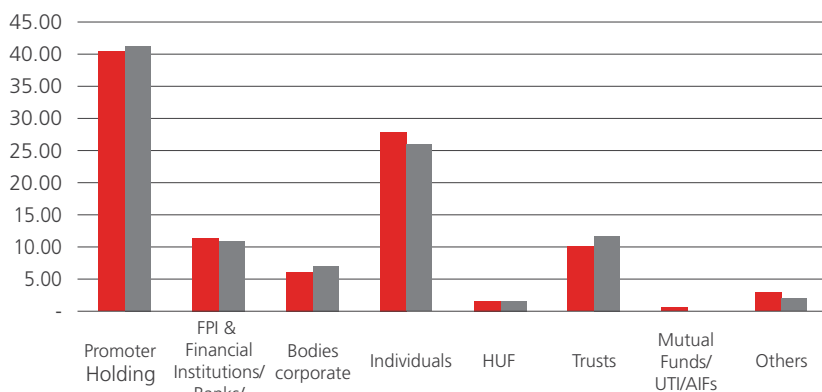
### XIX Shareholding Pattern

Category	As on March 31, 2024*			As on March 31, 2023*		
	No. of Share Holders	No. of Shares held	%	No. of Share holders	No. of Shares held	%
<b>Promoter Holding</b>	<b>6</b>	<b>7,74,58,460</b>	<b>40.19</b>	<b>6</b>	<b>7,62,76,070</b>	<b>41.15</b>
<b>Public Holding</b>						
• Mutual Funds/UTI	2	1,50,742	0.08	-	-	-
• Alternate Investment Funds	1	33,471	0.02	-	-	-
• Financial Institutions/Banks	11	14,274	0.01	11	14,274	0.01
• Foreign Portfolio Investors	51	2,19,39,430	11.39	17	2,01,89,225	10.89
• Bodies Corporate	367	1,20,44,427	6.25	233	1,31,26,837	7.08
• Individuals	89,827	5,37,73,841	27.90	32,656	48,129,977	25.98
• HUF	1198	25,92,369	1.34	633	25,53,955	1.38
• Clearing Members	38	17,32,250	0.90	47	603,240	0.33
• NRI	929	28,11,133	1.46	397	23,56,409	1.27
• Overseas Bodies Corporate	-	-	-	-	-	-
• Trusts	5	1,91,73,696	9.95	5	2,13,77,178	11.53
• \$\$TI – Unclaimed Suspense Account	1	2,034	0.00	-	-	-
• IEPF	1	7,08,911	0.37	1	711,759	0.38
• NBFCs registered with RBI	-	-	-	1	1,075	0.00
• Others	3	2,95,315	0.15	-	-	-
<b>Total Public Shareholding</b>	<b>92,434</b>	<b>11,52,71,893</b>	<b>59.81</b>	<b>34,001</b>	<b>10,90,63,929</b>	<b>58.85</b>
<b>Total Shareholding</b>	<b>92,440</b>	<b>19,27,30,353</b>	<b>100.00</b>	<b>34,007</b>	<b>18,53,39,999</b>	<b>100.00</b>

\* Shareholding clubbed on the basis of PAN

\$\$ the voting rights on these shares shall remain frozen till the rightful owner of such shares claims the shares.

## Shareholding Pattern



■ 31-3-2024	40.19	11.39	6.25	27.90	1.35	9.95	0.10	2.87
■ 31-3-2023	41.15	10.90	7.08	25.98	1.38	11.53	-	1.98

## XX Distribution of Shareholding as on March 31, 2024

\* Shareholding not clubbed on the basis of PAN

Category	Number of Shareholders	% of total number of Shareholders	Total Number of Shares	% of total number of shares
1 to 5000	83,795	88.99	77,66,069	4.03
5001 to 10,000	4,708	5.00	37,57,239	1.95
10,001 to 20,000	2,572	2.73	39,05,011	2.03
20,001 to 30,000	960	1.02	24,48,598	1.27
30,001 to 40,000	412	0.44	14,75,104	0.77
40,001 to 50,000	413	0.44	19,32,812	1.00
50,001 to 1,00,000	621	0.66	45,17,990	2.34
1,00,001 & above	686	0.73	16,69,27,530	86.61
<b>Total</b>	<b>94,167</b>	<b>100.00</b>	<b>19,27,30,353</b>	<b>100.00</b>

## XXI Top Ten Shareholders (other than Promoters) as on March 31, 2024

Sr. No.	Name of the Shareholders	No. of Shares held	% of Holding
1	Barclays Wealth Trustees India Pvt Ltd (acting as a Trustee of Lotus Family Trust)	1,18,86,792	6.17
2	Think India Opportunities Master Fund LP	1,05,26,315	5.46
3	BOFA Securities Europe SA – ODI	61,93,960	3.21
4	S .S. Spirits LLP	52,08,333	2.70
5	Edelweiss Asset Reconstruction Company Limited (EARC Trust SC 241)	41,83,754	2.17
6	A Jaipal Reddy	34,72,222	1.80
7	Edelweiss Asset Reconstruction Company Limited (EARC Trust SC 269)	31,01,847	1.61
8	Amit Roy Sharma	27,27,000	1.41
9	Shailendra Shrimal	13,86,000	0.72
10	Dhruva Shumsher Rana	13,46,373	0.70
<b>Total</b>		<b>5,00,32,596</b>	<b>25.96</b>

## DECLARATION ON CODE OF CONDUCT

To,

The Board of Directors,

**Tilaknagar Industries Ltd.,**

Corp office: 3<sup>rd</sup> Floor, Industrial Assurance Building,  
Churchgate, Mumbai – 400 020

Dear Sir(s),

This is to confirm that the Board has, as per the requirements of Regulation 17(5) of the Listing Regulations, laid down a Code of Conduct applicable to all the Board Members and Senior Management Personnel of the Company. The Code of Conduct has also been posted on the website of the Company.

In accordance with the provisions of Schedule V (D) of the said Regulations, it is further confirmed that all Directors and Senior Management of the Company have affirmed compliance with the Code of Conduct of the Company for the financial year ended March 31, 2024, as envisaged in Regulation 26(3) thereof.

**For Tilaknagar Industries Ltd**

**Amit Dahanukar**

**Chairman & Managing Director**

**Place: Mumbai,**

**Date: May 21, 2024**

# COMPLIANCE CERTIFICATE ON CORPORATE GOVERNANCE

(In terms of Regulation 34(3) and Schedule V (E) of  
SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,

The Members,  
**Tilaknagar Industries Limited**  
P.O. Tilaknagar, Tal. Shrirampur,  
Ahmednagar-413720

Dear Sir(s),

We have examined the compliance of conditions of Corporate Governance by Tilaknagar Industries Limited CIN: L15420PN1933PLC133303, having its registered office at P.O. Tilaknagar, Tal. Shrirampur, Ahmednagar-413720, Maharashtra, India and its Corporate office at 3<sup>rd</sup> Floor, Industrial Assurance Building, Churchgate, Mumbai-400020, Maharashtra, India for the year ended on **March 31, 2024**, as stipulated in Regulation 17 to 27 and clauses (b) to (i) of sub-regulation (2) of regulation 46 and para C, D and E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015 ('Listing Regulations') pursuant to the Listing Agreement of the Company with Stock Exchanges.

The compliance of conditions of corporate governance is the responsibility of the management. Our examination was limited to the procedures and implementation thereof, adopted by the company for ensuring compliance of the conditions of the corporate governance. It is neither an audit nor an expression of opinion on the Financial Statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we hereby certify that the Company has complied with the conditions of Corporate Governance to the extent applicable, as stipulated in the provisions specified in chapter IV of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Listing Agreement of the said Company with stock exchange.

We further state that such compliance is neither any assurance as to future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the company.

This certificate is issued solely for the purpose of complying with the aforesaid Regulations and may not be suitable for any other purpose.

**For Mitesh J. Shah & Associates**  
**Company Secretaries**

**Mitesh Shah**

**Proprietor**

**FCS No.: 10070**

**C. P. No.: 12891**

**Peer Review Certificate No. 1730/2022**

**UDIN: F010070F000392914**

**Date: 21.05.2024**

**Place: Mumbai**



## CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

(pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,

The Members,

**Tilaknagar Industries Ltd.,**

P. O. Tilaknagar, Tal. Shirampur,

Ahmednagar- 413720, Maharashtra.

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of Tilaknagar Industries Limited having **CIN L15420PN1933PLC133303** and having registered office at P. O. Tilaknagar, Tal. Shirampur, Ahmednagar-413720, Maharashtra (hereinafter referred to as 'the Company'), produced before me by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In my opinion and to the best of my information and according to the verifications (including Directors Identification Number (DIN) status at the portal [www.mca.gov.in](http://www.mca.gov.in)) as considered necessary and explanations furnished to me by the Company & its officers, I hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on March 31, 2024 have been debarred or disqualified from being appointed or continuing as Directors of Companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority.

Sr. No.	Name of Director	DIN	Date of appointment in Company
1.	Mr. Amit Dahanukar	00305636	07 November, 2009
2.	Mr. C R Ramesh	08876738	13 November, 2020
3.	Mr. C. V. Bijlani	02039345	02 July, 2009
4.	Mr. Kishorekumar G. Mhatre	07527683	09 June, 2016
5.	Maj Gen Dr. Dilawar Singh (Retd.)	08216047	31 October, 2018
6.	Ms. Swapna Shah	08807901	31 July, 2020
7.	Mrs. Shivani Amit Dahanukar	00305503	28 September, 2006
8.	Dr. Ravindra Bapat	00353476	28 September, 2006
9.	Mr. Satishchand Mathur	03641285	31 October, 2018
10.	Ms. Aparna Chaturvedi	00028647	31 July, 2020

Ensuring the eligibility for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. My responsibility is to express an opinion on these based on my verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

**For M/s. Mitesh J. Shah & Associates  
Company Secretaries**

**Mitesh J. Shah**

**Proprietor**

**FCS No.: 10070**

**C. P. No.: 12891**

**Peer Review Certificate No. 1730/2022**

**UDIN: F010070F000392837**

**Date: 21 May, 2024**

**Place: Mumbai**

## CMD CFO CERTIFICATION

To,

The Board of Directors,  
**Tilaknagar Industries Ltd.**,  
Corp. Office: 3<sup>rd</sup> Floor,  
Industrial Assurance Building,  
Churchgate, Mumbai 400 020

Dear Sir(s),

We the undersigned hereby certify that:

- (a) We have reviewed financial statements and the cash flow statement of Tilaknagar Industries Ltd. ("the Company") for the financial year ended March 31, 2024 and that to the best of our knowledge and belief:
  - (i) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
  - (ii) these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- (b) There are, to the best of our knowledge and belief, no transactions entered into by the Company during the financial year ended March 31, 2024 which are fraudulent, illegal or violative of the Company's Code of Conduct.
- (c) We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of the internal control systems of the Company pertaining to financial reporting and we have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- (d) We have indicated to the Auditors and the Audit Committee:
  - (i) significant changes, if any, in internal control over financial reporting during the financial year ended March 31, 2024;
  - (ii) significant changes, if any, in accounting policies during the financial year ended March 31, 2024 and that the same have been disclosed in the notes to the financial statements; and
  - (iii) instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

For **Tilaknagar Industries Ltd.**

**Amit Dahanukar**

Chairman & Managing Director

For **Tilaknagar Industries Ltd.**

**Abhinav Gupta**

Chief Financial Officer

**Place:** Mumbai

**Date:** May 21, 2024

# Independent Auditor's Report

To the Members of TILAKNAGAR INDUSTRIES LTD.

## Report on the Audit of the Consolidated Financial Statements

### Qualified Opinion

We have audited the accompanying consolidated financial statements of **Tilaknagar Industries Ltd.** ("the Holding Company") and its subsidiaries (the Holding Company and its subsidiaries collectively referred to as "the Company" or "the Group"), and an associate which comprise the consolidated balance sheet as at March 31, 2024, the consolidated statement of profit and loss (including other comprehensive income), the statement of changes in equity and the statement of cash flows for the year ended on that date, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "consolidated financial statements").

In our opinion and to the best of our information and according to the explanations given to us, except for the possible effects of the matters described in basis for qualified opinion paragraph, the aforesaid consolidated financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2024, the profit (including other comprehensive income), changes in equity and its cash flows for the year ended on that date.

### Basis for Qualified Opinion

- a. The Holding Company has not carried out impairment assessment of one of the ENA plants as required by Indian Accounting Standard (Ind AS 36) 'Impairment of Assets' though there is an indication of impairment. Reference is invited to Note no. 43 of the consolidated annual financial statements.

We conducted our audit of the consolidated financial statements in accordance with the Standards on Auditing specified under section 143(10) of the Act (SAs). Our responsibilities under those Standards are further described in the 'Auditor's Responsibilities for the Audit of the Consolidated Financial Statements' section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the independence requirements that are relevant to our audit of the consolidated financial statements under the

provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence obtained by us along with the consideration of audit report of the other auditors referred to in sub-paragraph (a) of the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our opinion on the consolidated financial statements.

### Emphasis of matter:

We draw attention to Note no 50 of the Consolidated financial Statements, describing the Search operations carried out by the Income tax authorities at certain premises of the Company in February 2024. Pending the outcome of the search proceedings, the consequent impact on the financial statements for the year ended March 31, 2024, if any, is currently not ascertainable.

Our opinion is not modified in respect of this matter.

### Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.

### Provisions, Contingencies and Litigations and disclosure of Contingent liabilities:

#### Description of Key Audit Matter:

As at the year end, the Company has exposures towards litigations relating to various tax and other matters as set out in the Notes below. Significant management judgement is required to assess such matters to determine the probability of occurrence of material outflow of economic resources and whether a provision should be recognised or a disclosure should be made. The management judgement is also supported with legal advice in certain cases as considered appropriate. As the ultimate outcome of the matters are uncertain and the positions taken by the management are based on the application of their best judgement, related legal advice including those relating to interpretation of laws / regulations, it is considered to be a Key Audit Matter.

The Company derives its revenue from sale of liquor products to a wide range of customers through a network of distributors and state government corporations. The Company launches various

sales promotional schemes in different states for Distributors, Retailers and Counter Sales Managers to market its products. The Company is required to estimate the provisions for the above sales promotional schemes. Due to the large network of distribution, significance of amounts and judgements involved in assessing appropriate provision, this matter is considered as key audit matter.

Refer Note no. 30, 44 and 1.4 (vii) of financial statements and accounting policies for contingent liabilities, provisions, and related disclosures.

### **Auditor's response:**

Our audit procedures included the following:

- We understood, assessed and tested the design and operating effectiveness of key controls surrounding provisions, assessment of litigations relating to the relevant laws and regulations;
- Tested the adequacy of provisions made for various sales promotion schemes launched by the Company and committed to its distributors, retailers and counter sales managers. On sample basis tested the transactions recorded during the year basis the verification of supporting documents.
- We have reviewed the legal and other professional expenses and enquired with the management for recent developments and the status of the material litigations which were reviewed;
- We performed our assessment on a test basis on the underlying calculations supporting the contingent liabilities / other significant litigations disclosed in the Consolidated financial statements;
- We used auditor's experts / specialists to gain an understanding and to evaluate the disputed tax matters;
- We considered external legal opinions, where relevant, obtained by management;
- We evaluated management's assessments by understanding precedents set in similar cases and assessed the reliability of the management's past estimates / judgements;
- We evaluated management's assessment around those matters that are not disclosed or not considered as contingent liability, as the probability of material outflow is considered to be remote by the management; and
- We assessed the adequacy of the Company's disclosures

Based on the above work performed, the assessment in respect of provisions, litigations and related disclosures relating to contingent liabilities / other significant litigations in the Consolidated financial statements is considered to be reasonable.

### **Information Other than the Financial Statements and Auditor's Report Thereon**

The Management and Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Board's Report including Annexures to Board's Report, Business Responsibility Report, Corporate Governance and Shareholder's Information, but does not include the consolidated financial statements and our auditor's report thereon.

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work performed and based on the work done / audit report of other auditors we conclude that there is a material misstatement of this other information we are required to report the fact. We have nothing to report in this regard.

### **Responsibility of Management for the Consolidated Financial Statements**

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these consolidated financial statements that give a true and fair view of the financial position, financial performance, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the accounting Standards specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the consolidated financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purposes of preparation of the consolidated financial statements by the Directors of the Company, as aforesaid.

In preparing the consolidated financial statements, management of the respective Companies included in the Group are responsible for assessing the ability of the respective Companies to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the respective management and Boards of Directors either intend to liquidate their respective Companies or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the Companies included in the Group are also responsible for overseeing the financial reporting process of the Group.

### **Auditor's Responsibilities for the Audit of the Consolidated Financial Statements**

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Holding Company and its subsidiary Companies incorporated in India has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

- Obtain sufficient appropriate audit evidence regarding the financial information of the entity within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of financial information of the entity included in the consolidated financial statements of which we are the independent auditors. For the other entities included in the consolidated financial statements, which has been audited by other auditors, such other auditors remain responsible for the direction, supervision and performance of the audit carried out by them. We remain solely responsible for our audit opinion. Our responsibilities in this regard are further described in sub-paragraph (a) of the section titled 'Other Matters' in this audit report.

We believe that the audit evidence obtained by us along with the consideration of audit report of the other auditors referred to in sub-paragraph (a) of the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements

Materiality is the magnitude of misstatements in the consolidated financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the consolidated financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including

any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication

### Other Matters

- a) We did not audit the financial statements / information of 4 subsidiaries included in the consolidated financial statements whose Ind AS financial statements include total assets of ₹ 2,235.73 lacs as at March 31, 2024, total revenue of ₹ 1,207.51 lacs, total profit of ₹ 1,5140.07 lacs (after exceptional items) and net cash flows of ₹ 36.77 lacs for the year ended March 31, 2024 as considered in the consolidated annual financial statements. These Financial statements have been audited by other auditors whose reports have been furnished to us by the Management, and our opinion on the Consolidated Ind AS financial statements insofar as it relates to the amounts and disclosures included in respect of these subsidiaries and our report in terms of section 143 (3) of the Act insofar as it relates to the aforesaid subsidiaries is based solely on the reports of such auditors. Our opinion on the consolidated Ind As financial statements is not modified in respect of the above matter with respect to our reliance on the work done and the reports of other auditors.
- b) The Consolidated financial statements also include Group's share of loss / profit ₹ Nil for the year ended March 31, 2024 as considered in the consolidated financial statements in respect of 1 Associate whose financial statements have not been audited by us. The Financial Statements / information of the Associate is not available and the Group has provided its share of loss to the extent of the Investment. In our opinion and according to the information and explanation given to us by the management this financial statements / information are not material to the Group. Our opinion is not modified in respect of the above matter.

### Report on Other Legal and Regulatory Requirements

1. As required by Section 143(3) of the Act, we report that:
  - a) We have sought and except for the matter described in the Basis for Qualified Opinion paragraph, obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements.
  - b) Except for the possible effects of the matter described in the Basis for Qualified Opinion paragraph above and for the matter stated in the paragraph 2i(vi) below on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014,, in our opinion, proper books of account as required by law have been kept by the Company and its subsidiaries incorporated in India and relevant records relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books and records of the Company and reports other auditors.
  - c) The consolidated balance sheet, the statement of profit and loss (including other comprehensive income), the consolidated statement of changes in equity and the statement of cash flows dealt with by this Report are in agreement with the books of account maintained by the Company and its subsidiaries incorporated in India including the relevant records relating to the preparation of the aforesaid consolidated financial statements.
  - d) Except for the possible effects of the matter described in the Basis for Qualified Opinion paragraph above, in our opinion, the aforesaid Consolidated financial statements comply with the Ind AS specified under Section 133 of the Act.
  - e) The matter described in the Basis for Qualified Opinion paragraph above, in our opinion, may have an adverse effect on the functioning of the Group .
  - f) On the basis of the written representations received from the directors as on March 31, 2024 taken on record by the Board of Directors of the Company and its subsidiaries incorporated in India, none of the directors of the Company and its subsidiaries incorporated in India is disqualified as on March 31, 2024 from being appointed as a director in terms of Section 164 (2) of the Act.

- g) The modifications relating to the maintenance of accounts and other matters connected therewith are as stated in basis for qualified opinion paragraph and paragraph '2.(b)' above on reporting under Section 143(3)(b) of the Act and in paragraph '2.(i)(vi)' below on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014.
- h) With respect to the adequacy of the internal financial controls over financial reporting of the Company and its subsidiaries incorporated in India and the operating effectiveness of such controls, refer to our separate Report in "Annexure B". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of such controls.
- i) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:

In our opinion and to the best of our information and according to the explanations given to us the remuneration paid by the Holding Company to the directors during the year is in accordance with the provisions of section 197 of the Act.

- j) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
- i. The Consolidated financial statements disclose the impact of pending litigations on the consolidated financial position of the group.
  - ii. The Group did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
  - iii. There are no amounts required to be transferred to the Investor Education and Protection Fund by the Holding Company and its Subsidiary Company.
  - iv. (a) The respective Managements of the Holding Company and its subsidiary which are companies incorporated in India, whose financial statements have been audited under the Act, have represented to us that, to the best of their knowledge and belief, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the

Company or any of such subsidiaries to or in any other person or entity, including foreign entity ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company or any of such subsidiary ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

- (b) The respective Managements of the Holding Company and its subsidiary which are companies incorporated in India, whose financial statements have been audited under the Act, have represented to us that, to the best of their knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the Company or any of such subsidiary from any person or entity, including foreign entity ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company or any of such subsidiary shall, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- (c) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances performed by us on the Holding Company and its subsidiaries which are companies incorporated in India whose financial statements have been audited under the Act, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.
- v. (a) The final dividend proposed in the previous year, declared and paid by the Holding Company during the year is in accordance with Section 123 of the Act, as applicable.

- (b) The Holding Company did not declare any interim dividend in the current year.
- (c) The Board of Directors of the Holding Company have proposed final dividend for the year which is subject to the approval of the members at the ensuing Annual General Meeting. The amount of dividend proposed is in accordance with section 123 of the Act, as applicable.
- vi. Based on our examination which included test checks, and the reports of other auditors the company and its subsidiaries has used an accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software except that it was not enabled at the database level to log any direct data changes for the accounting software used. Further, during the course of our audit and based on report of other auditors we did not come across any instance of audit trail feature being tampered with.
2. With respect to the matters specified in paragraphs 3(xxi) and 4 of the Companies (Auditor's Report) Order, 2020 (the "Order"/ "CARO") issued by the Central Government in terms of Section 143(11) of the Act, to be included in the Auditor's report, according to the information and explanations given to us, and based on the CARO reports issued by us for the Holding Company and its subsidiaries included in the consolidated financial statements of the Company, to which reporting under CARO is applicable, we report that there are no qualifications or adverse remarks in these CARO reports except as below.

<b>Name of the entity</b>	<b>CIN</b>	<b>Relationship</b>	<b>Clause number of the CARO report.</b>
Tilaknagar Industries Ltd.	L15420PN1933PLC133303	Holding Company	Clause iii ^

^Clause pertains to loans granted to parties

**For Harshil Shah & Company**

Chartered Accountants

ICAI Firm Reg. No. 141179W

**Harshil Shah**

Partner

Membership No. 124146

ICAI UDIN : 24124146BKEXNC6290

Place : Mumbai

Date : May 21, 2024



## Annexure - A to the Auditors' Report

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

### Opinion

In conjunction with our audit of the consolidated financial statements of **Tilaknagar Industries Ltd.** (herein after referred to as "the Holding Company) as of and for the year ended March 31, 2024, we have audited the internal financial controls with reference to consolidated financial statements of the Holding Company and such companies incorporated in India under the Companies Act, 2013 which are its subsidiary companies, as of that date.

In our opinion, the Holding Company and its subsidiaries incorporated in India have, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2024 based on the internal control over financial reporting criteria established by the respective companies considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the ICAI.

### Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining Internal Financial Controls based on the Internal Control over Financial Reporting criteria established by the Company considering the essential components of Internal Control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

### Auditors' Responsibility

Our responsibility is to express an opinion on the Company's Internal Financial Controls over Financial Reporting based on

our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an Audit of Internal Financial Controls, both applicable to an Audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain Reasonable Assurance about whether adequate Internal Financial Controls over Financial Reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the Internal Financial Controls system over Financial Reporting and their operating effectiveness. Our audit of Internal Financial Controls over Financial Reporting included obtaining an understanding of Internal Financial Controls over Financial Reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of Internal Control based on the assessed risk. The procedures selected depend on the Auditor's Judgment, including the assessment of the risks of material misstatement of the Ind AS Financial Statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Internal Financial Controls system over Financial Reporting with reference to Consolidated Financial statements.

### Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;

(2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

### **Inherent Limitations of Internal Financial Controls Over Financial Reporting**

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and

not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

#### **For Harshil Shah & Company**

Chartered Accountants  
ICAI Firm Reg. No. 141179W

#### **Harshil Shah**

Partner

Place : Mumbai

Date : May 21, 2024

Membership No. 124146

ICAI UDIN : 24124146BKEXNC6290

# Consolidated Balance Sheet

as at March 31, 2024

(₹ in lacs)

	Note No.	As at March 31, 2024	As at March 31, 2023
<b>I ASSETS</b>			
<b>Non-Current Assets</b>			
Property, Plant and Equipment	2a	39,410.51	41,752.21
Capital Work-in-Progress	2a(i)	28.32	10.62
Right of Use Assets	2b	177.64	219.16
Other Intangible Assets	2c	45.04	31.22
Financial Assets			
Investments	3	1,078.77	53.79
Loans	4	11.55	13.39
Other Financial Assets	5	2,639.10	2,850.38
Deferred Tax Assets (Net)	6	-	-
Other Non-Current Assets	7	562.41	645.91
Non-Current Tax Assets (Net)	28	538.07	428.89
		<b>44,491.41</b>	<b>46,005.57</b>
<b>Current Assets</b>			
Inventories	8	10,083.29	11,620.93
Financial Assets			
Investments	3	99.08	2,206.98
Trade Receivables	9	41,849.84	33,881.17
Cash and Cash Equivalents	10a	1,031.53	3,481.43
Other Bank Balances	10b	3,148.35	935.88
Loans	4	4.93	1.61
Other Financial Assets	5	217.12	771.15
Other Current Assets	7	2,418.48	2,248.92
		<b>58,852.62</b>	<b>55,148.07</b>
<b>TOTAL ASSETS</b>		<b>1,03,344.03</b>	<b>1,01,153.64</b>
<b>II EQUITY AND LIABILITIES</b>			
<b>Equity</b>			
Equity Share Capital	11	19,273.04	18,534.00
Other Equity	12	46,115.72	29,757.64
		<b>65,388.76</b>	<b>48,291.64</b>
<b>Liabilities</b>			
<b>Non-Current Liabilities</b>			
Financial Liabilities			
Borrowings	13	6,310.30	2,400.65
Lease Liabilities	31	181.86	213.75
Other Financial Liabilities	14	5,496.81	6,427.29
Provisions	15	403.62	410.09
Deferred Tax Liabilities (Net)	6	-	-
Other Non-Current Liabilities	16	-	-
		<b>12,392.59</b>	<b>9,451.78</b>
<b>Current Liabilities</b>			
Financial Liabilities			
Borrowings	13	5,614.88	22,910.91
Lease Liabilities	31	36.77	28.34
Trade Payables			
Total outstanding dues of micro & small enterprises	17	2,605.97	3,441.94
Total outstanding dues of creditors other than micro & small enterprises	17	9,460.64	9,473.41
Other Financial Liabilities	14	4,601.84	2,959.71
Provisions	15	2,281.75	3,371.60
Current Tax Liabilities (Net)	28	-	-
Other Current Liabilities	16	960.83	1,224.31
		<b>25,562.68</b>	<b>43,410.22</b>
<b>TOTAL EQUITY AND LIABILITIES</b>		<b>1,03,344.03</b>	<b>1,01,153.64</b>

Significant accounting policies

1

The accompanying notes are an integral part of the financial statements

2-54

As per our Report of even date annexed.

For and on behalf of the Board of Directors

**For Harshil Shah & Company**  
Chartered Accountants  
Firm Registration No.141179W

**Amit Dahanukar**  
Chairman & Managing Director  
(DIN:00305636)

**Aparna Chaturvedi**  
Director  
(DIN: 00028647)

**Harshil Shah**  
Partner  
Membership No.124146

**Abhinav Gupta**  
Chief Financial Officer

**Minuzeer Bamboat**  
Company Secretary

Place : Mumbai  
Date : May 21, 2024

# Consolidated Statement of Profit and Loss

## for the year ended March 31, 2024

	Note No.	Year ended March 31, 2024	Year ended March 31, 2023
(₹ in lacs)			
<b>INCOME</b>			
Revenue from Operations			
Sale of Products	18	2,95,179.39	2,46,072.31
Other Operating Income	18.1	646.65	855.54
Other Income	19	1,413.82	750.32
<b>Total Income</b>		<b>2,97,239.86</b>	<b>2,47,678.17</b>
<b>EXPENSES</b>			
Cost of Materials Consumed	20	69,219.72	63,328.52
(Increase) / Decrease in Inventories	21	1,661.33	(1,697.75)
Excise Duty		1,56,430.74	1,30,491.54
Employee Benefit Expense	22	4,684.05	3,759.12
Finance Cost	23	2,673.93	4,018.68
Depreciation and Amortisation	2	3,189.32	3,234.60
Other Expenses	24	45,285.40	37,328.06
<b>Total Expenses</b>		<b>2,83,144.49</b>	<b>2,40,462.77</b>
<b>Profit / (loss) before exceptional items and tax</b>		<b>14,095.37</b>	<b>7,215.40</b>
Add / (less) : Exceptional Items	45	(294.27)	7,773.94
<b>Profit / (Loss) Before Tax</b>		<b>13,801.10</b>	<b>14,989.34</b>
Less : Tax Expense			
1) Current Tax		-	-
2) Taxes for Earlier Years	28	-	(0.55)
3) Deferred Tax	27	-	-
<b>Total Tax Expense</b>			<b>(0.55)</b>
<b>Profit / (Loss) After Tax</b>		<b>13,801.10</b>	<b>14,989.89</b>
Less : Share of loss of Joint Venture & Associates		-	-
<b>Profit / (Loss) After Tax</b>		<b>13,801.10</b>	<b>14,989.89</b>
<b>Other Comprehensive Income</b>			
<b>Items that will not be reclassified to Profit &amp; Loss</b>			
Remeasurement of Defined Benefit Plans	32	(20.04)	(51.35)
Tax On Above		-	-
<b>Items that will be reclassified to Profit &amp; Loss</b>			
<b>Total Other Comprehensive Income / (Loss)</b>		<b>(20.04)</b>	<b>(51.35)</b>
<b>Total Comprehensive Income For The Year</b>		<b>13,781.06</b>	<b>14,938.54</b>
<b>Profit / (Loss) After Tax For The Year Attributable To :</b>			
Owners of the Company		13,801.10	14,989.89
Non-Controlling Interest		-	-
<b>Profit / (Loss) After Tax For The Year</b>		<b>13,801.10</b>	<b>14,989.89</b>
<b>Other Comprehensive Income / (Loss) for the Year attributable to :</b>			
Owners of the Company		(20.04)	(51.35)
Non-Controlling Interest		-	-
<b>Other Comprehensive Income / (Loss) For The Year</b>		<b>(20.04)</b>	<b>(51.35)</b>
<b>Total Comprehensive Income For The Year attributable to :</b>			
Owners of the Company		13,781.06	14,938.54
Non-Controlling Interest		-	-
<b>Total Comprehensive Income For The Year</b>		<b>13,781.06</b>	<b>14,938.54</b>
Earnings per equity share	40		
1) Basic		7.23	8.79
2) Diluted		7.16	8.56

Significant accounting policies

1

The accompanying notes are an integral part of the financial statements

2-54

As per our Report of even date annexed.

For and on behalf of the Board of Directors

**For Harshil Shah & Company**  
Chartered Accountants  
Firm Registration No.141179W

**Amit Dahanukar**  
Chairman & Managing Director  
(DIN:00305636)

**Aparna Chaturvedi**  
Director  
(DIN: 00028647)

**Harshil Shah**  
Partner  
Membership No.124146

**Abhinav Gupta**  
Chief Financial Officer

**Minuzeer Bamboat**  
Company Secretary

Place : Mumbai  
Date : May 21, 2024

# Consolidated Statement of Cash Flow

for the year ended March 31, 2024

(₹ in lacs)

	Year Ended March 31, 2024		Year Ended March 31, 2023	
<b>A) Cash flow from Operating activities</b>				
<b>Net profit (Loss) before tax</b>		<b>13,801.10</b>		<b>14,989.34</b>
Adjustment for:				
Exceptional Items-Creditors - Written Back	-		(5,132.93)	
Exceptional Items-Unsustainable Balance Debts -Written Back	(512.45)		(12,662.71)	
Exceptional Items-Balances Write off / Provision	182.05		10,021.69	
Exceptional Items-Trade Receivable Balances Written off	624.67		-	
Depreciation & Amortisation	3,189.32		3,234.60	
Loss / (Profit) on sale / write off of assets	2.43		3.26	
Unrealised (Gain) / Loss on Investment	(0.46)		(31.56)	
Loss / (Profit) on sale of investments	(123.44)		(75.85)	
Excess Provision written back	(892.38)		(424.19)	
Allowance for doubtful advances / Deposits	294.50		23.04	
Bad Debts	8.63		20.93	
Provision for non-moving and obsolete inventories	-		46.95	
Advances written off	186.80		5.77	
Sundry balances written back	(14.46)		-	
Expected Credit Loss / ( Written back) on trade receivables	(176.80)		335.66	
Unrealised Foreign Exchange Fluctuation (Gain) / Loss	6.79		6.91	
Employee stock option expenses	557.22		349.55	
Finance Costs	2,673.93		4,018.67	
Dividend Income	(0.03)		(0.03)	
Interest income	(178.53)	5,827.79	(205.77)	(466.01)
<b>Operating Profit before working capital changes</b>		<b>19,628.89</b>		<b>14,523.33</b>
Adjustment for:				
(Decrease) / Increase in trade payables, current liabilities, provisions and other financial liabilities	(1,458.92)		6,096.21	
(Increase) / Decrease in financial assets, loans and advances and other assets	908.23		1,629.26	
(Increase) / Decrease in inventories	1,537.65		(4,435.98)	
(Increase) / Decrease in trade receivables	(8,431.96)	(7,445.00)	(10,568.07)	(7,278.58)
Direct taxes (net) refund / (paid)		(109.18)		(115.82)
<b>Net Cash from Operating activities</b>		<b>12,074.71</b>		<b>7,128.93</b>
<b>B) Cash Flow from Investing activities</b>				
Purchase of property, plant and equipment including CWIP	(821.84)		(1,087.89)	
Sale of property, plant and equipment	-		19.49	
Investment in equity shares of other entity	(1,024.98)		(50.02)	
Purchase of investments in Mutual Fund	(9,543.20)		(8,499.58)	
Sale of investments in Mutual Fund	11,775.00		6,400.00	
(Increase) / Decrease in other bank balances	(2,212.47)		1,850.38	
Loans given to employees	(3.90)		(15.00)	
Repayment of Loans given to Employees	2.42		-	
Dividend received	0.03		0.03	
Interest Received	178.53		205.77	
<b>Net Cash from Investing Activities</b>		<b>(1,650.41)</b>		<b>(1,176.82)</b>

# Consolidated Statement of Cash Flow

for the year ended March 31, 2024

(₹ in lacs)

	Year Ended March 31, 2024		Year Ended March 31, 2023
<b>C) Cash Flow from Financing activities</b>			
Proceeds from issue of shares including application money	3,238.16		19,817.49
Proceeds from borrowings	14,075.00		2,325.00
Repayment of borrowings	(27,174.11)		(24,942.51)
Principal payment of lease liabilities	(63.20)		(52.91)
Payment of dividend / unclaimed dividend	(482.43)		(160.96)
Finance costs paid	(2,467.62)		(3,730.80)
<b>Net Cash from Financing Activities</b>		<b>(12,874.20)</b>	<b>(6,744.69)</b>
<b>Net increase in Cash &amp; Cash equivalents (A+B+C)</b>		<b>(2,449.90)</b>	<b>(792.58)</b>
Opening cash & cash equivalents		3,481.43	4,274.01
<b>Closing cash &amp; cash equivalents</b>		<b>1,031.53</b>	<b>3,481.43</b>

**Notes :**

(₹ in lacs)

(a) Cash and cash equivalents comprises of	As at March 31, 2024	As at March 31, 2023
i) Balances with Banks		
In Current Accounts	850.04	515.98
ii) Short-Term Bank Deposits (Maturity within 3 months)	166.52	2,956.18
iii) Cash on Hand	14.97	9.27
	<b>1,031.53</b>	<b>3,481.43</b>

(₹ in lacs)

(b) Change in liability arising from financing activities- Borrowings (Refer Note 13)	As at March 31, 2024	As at March 31, 2023
Balance as at April 01,	25,311.56	58,497.49
Cashflow (Net)	(15,566.73)	(26,348.31)
Non-Cashflow (Net)	2,180.35	(6,837.62)
Balance as at March 31,	<b>11,925.18</b>	<b>25,311.56</b>

(c) the above Consolidated statement of cash flow have been prepared under the "indirect method" as set out in Ind AS 7, "Statement of cash flow "

(d) Figures of previous year have been regrouped, reclassified and recast, wherever considered necessary.

As per our Report of even date annexed.

For and on behalf of the Board of Directors

**For Harshil Shah & Company**  
Chartered Accountants  
Firm Registration No.141179W

**Amit Dahanukar**  
Chairman & Managing Director  
(DIN:00305636)

**Aparna Chaturvedi**  
Director  
(DIN: 00028647)

**Harshil Shah**  
Partner  
Membership No.124146

**Abhinav Gupta**  
Chief Financial Officer

**Minuzeer Bamboat**  
Company Secretary

Place : Mumbai  
Date : May 21, 2024

# Consolidated Statement of Changes in Equity

for the year ended March 31, 2024

## A) Equity Share Capital

(₹ in lacs)

	As at March 31, 2024	As at March 31, 2023
<b>Balance as at April 01,</b>	<b>18,534.00</b>	<b>15,862.18</b>
Changes in equity share capital due to prior period errors	-	-
<b>Restated balance as at April 01</b>	<b>18,534.00</b>	<b>15,862.18</b>
Changes in equity share capital during the year	739.04	2,671.82
<b>Balance as at March 31</b>	<b>19,273.04</b>	<b>18,534.00</b>

## B) Other Equity

### 1) Current Reporting Period (2023-2024)

(₹ in lacs)

	Reserves and Surplus						Total
	Securities Premium Account	General Reserve	Capital Reserve	Share Based Payments Reserve	Retained Earnings	Money Received against Share Warrants	
<b>Balance at the beginning of the current reporting period</b>	<b>47,388.62</b>	<b>1,599.12</b>	<b>18.97</b>	<b>612.86</b>	<b>(20,741.10)</b>	<b>879.17</b>	<b>29,757.64</b>
Changes in Accounting Policies or prior period errors	-	-	-	-	-	-	-
<b>Restated balances at the beginning of the current reporting period</b>	<b>47,388.62</b>	<b>1,599.12</b>	<b>18.97</b>	<b>612.86</b>	<b>(20,741.10)</b>	<b>879.17</b>	<b>29,757.64</b>
Profit / (Loss) after tax	-	-	-	-	13,801.10	-	13,801.10
Remeasurement of defined benefit plans	-	-	-	-	(20.04)	-	(20.04)
Exercise of Employee Stock Options	356.50	-	-	(356.50)	-	-	-
Share based payment reserve created during the year	-	-	-	557.22	-	-	557.22
Allotment of shares to employees & Others	3,378.29	-	-	-	-	-	3,378.29
Money received against share warrants	-	-	-	-	-	2,637.50	2,637.50
Conversion of warrants into equity shares	-	-	-	-	-	(3,516.67)	(3,516.67)
Application Money Received	-	-	-	-	-	-	-
Dividend on Equity Shares for F.Y.2022-23	-	-	-	-	(479.32)	-	(479.32)
<b>Balance at the end of the current reporting period</b>	<b>51,123.41</b>	<b>1,599.12</b>	<b>18.97</b>	<b>813.58</b>	<b>(7,439.36)</b>	<b>-</b>	<b>46,115.72</b>

# Consolidated Statement of Changes in Equity

for the year ended March 31, 2024

## 2) Previous Reporting Period (2022-2023)

(₹ in lacs)

	Reserves and Surplus						Total
	Securities Premium Account	General Reserve	Capital Reserve	Share Based Payments Reserve	Retained Earnings	Money Received against Share Warrants	
<b>Balance at the beginning of the previous reporting period</b>	<b>29,699.61</b>	<b>1,599.12</b>	<b>18.97</b>	<b>460.81</b>	<b>(35,514.28)</b>	<b>1,225.00</b>	<b>(2,510.77)</b>
Changes in Accounting Policies or prior period errors	-	-	-	-	-	-	-
<b>Restated balances at the beginning of the previous reporting period</b>	<b>29,699.61</b>	<b>1,599.12</b>	<b>18.97</b>	<b>460.81</b>	<b>(35,514.28)</b>	<b>1,225.00</b>	<b>(2,510.77)</b>
Profit / (Loss) after tax	-	-	-	-	14,989.89	-	14,989.89
Remeasurement of defined benefit plans	-	-	-	-	(51.35)	-	(51.35)
Exercise of Employee Stock Options	197.50	-	-	(197.50)	-	-	-
Share based payment reserve created during the year	-	-	-	349.55	-	-	349.55
Transfer to General Reserve	-	-	-	-	-	-	-
Allotment of shares to employees & Others	17,491.51	-	-	-	-	-	17,491.51
Money received against share warrants	-	-	-	-	-	937.50	937.50
Conversion of warrants into equity shares	-	-	-	-	-	(1,283.33)	(1,283.33)
Dividend on Equity Shares for F.Y.2021-22	-	-	-	-	(165.36)	-	(165.36)
<b>Balance at the end of the previous reporting period</b>	<b>47,388.62</b>	<b>1,599.12</b>	<b>18.97</b>	<b>612.86</b>	<b>(20,741.10)</b>	<b>879.17</b>	<b>29,757.64</b>

As per our Report of even date annexed.

**For Harshil Shah & Company**  
Chartered Accountants  
Firm Registration No.141179W

**Harshil Shah**  
Partner  
Membership No.124146

Place : Mumbai  
Date : May 21, 2024

For and on behalf of the Board of Directors

**Amit Dahanukar**  
Chairman & Managing Director  
(DIN:00305636)

**Abhinav Gupta**  
Chief Financial Officer

**Aparna Chaturvedi**  
Director  
(DIN: 00028647)

**Minuzeer Bamboat**  
Company Secretary



# Notes to Consolidated Financial Statements

for the year ended March 31, 2024

## 1.1 Corporate Information

Tilaknagar Industries Ltd. ('TI' or 'the 'Company') is a Company domiciled in India, with its registered office situated at PO Tilaknagar, Tal Shirampur, Dist. Ahmednagar, Maharashtra - 413720. The Company has been incorporated under the provisions of Indian Companies Act and its equity is listed on the National Stock Exchange (NSE) and Bombay Stock Exchange (BSE) in India. These consolidated financial statements comprise the Company and its subsidiaries (referred to collectively as the 'Group') and the Group's interest in associates. The Group is primarily involved in manufacturing and sale of Indian Made Foreign Liquor (IMFL). The Group has a strong and diverse portfolio of brands in various liquor categories including brandy, whisky, vodka, gin, and rum.

## 1.2 Basis of Consolidation

### a) Subsidiaries

Subsidiaries are all entities over which the Group has control. The Group controls an entity when the Group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power to direct the relevant activities of the entity. Subsidiaries are fully consolidated from the date on which control is transferred to the Group. They are deconsolidated from the date that control ceases.

The acquisition method of accounting is used to account for business combinations by the Group.

The Group combines the financial statements of the parent and its subsidiaries line by line adding together like items of assets, liabilities, equity, income and expenses. Inter Company transactions, balances and unrealised gains on transactions between Group Companies are eliminated. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the transferred asset. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the Group.

### b) Non - controlling interests (NCI)

NCI are measured at their proportionate share of the acquiree's net identifiable assets at the date of acquisition.

Changes in the Group's equity interest in a subsidiary that do not result in a loss of control are accounted for as equity transactions.

### c) Associates

Associates are all entities over which the Group has significant influence but not control or joint control over the financial and operating policies.

Interests in associates are accounted for using the equity method. They are initially recognised at cost which includes transaction cost. Subsequent to initial recognition, the consolidated financial statements include the Group's share of profit or loss and other comprehensive income of equity accounted investees until the date on which significant influence ceases.

### d) Equity method

Under the equity method of accounting, the investments are initially recognised at cost and adjusted thereafter to recognise the Group's share of the post-acquisition profits or losses of the investee in profit and loss, and the Group's share of other comprehensive income of the investee in other comprehensive income. Dividends received or receivable from associates and joint ventures are recognised as a reduction in the carrying amount of the investment.

When the Group's share of losses in an equity-accounted investment equals or exceeds its interest in the entity, including any other unsecured long-term receivables, the Group does not recognise further losses, unless it has incurred obligations or made payments on behalf of the other entity.

### e) Transactions eliminated on consolidation

Intra Group balances and transactions, and any unrealised income and expenses arising from intra Group transactions, are eliminated. Unrealised gains arising from transactions with equity accounted investees are eliminated against the investment to the extent of the Group's interest in the Investee. Unrealised losses are eliminated in the same way as unrealised gains, but only to the extent that there is no evidence of impairment.

# Notes to Consolidated Financial Statements

## for the year ended March 31, 2024

### f) Subsidiaries and associate companies considered in the consolidated financial statements :

Name of the Company	Country of incorporation	Ownership Interest (in %)		Principal Business
		March 31, 2024	March 31, 2023	
Prag Distillery (P) Ltd.	India	100%	100%	Contract Manufacturing of Indian Made Foreign Liquor
Vahni Distilleries Private Limited	India	100%	100%	Contract Manufacturing of Indian Made Foreign Liquor
PunjabExpo Breweries Private Limited	India	100%	100%	Contract Manufacturing of Indian Made Foreign Liquor
Shivprabha Sugars Ltd.	India	90%	90%	Other Allied activities
Mason & Summers Marketing Services Pvt. Ltd.	India	26%	26%	Other Allied activities

### g) Principles of consolidation :

These consolidated financial statements have been prepared by consolidation of the financial statements of the Company and its subsidiaries on a line-by-line basis after fully eliminating the inter Company transactions.

## 1.3 Basis of preparation

### a) Statement of compliance

These financial statements have been prepared in accordance with Indian Accounting Standards (Ind AS) as per the Companies (Indian Accounting Standards) Rules, 2015 notified under Section 133 of Companies Act, 2013, (the 'Act') and other relevant provisions of the Act.

The Group's financial statements up to and for the year ended March 31, 2024 were prepared in accordance with the Companies (Accounting Standards) Rules, 2006, notified under Section 133 of the Act and other relevant provisions of the Act.

The financial statements were authorised for issue by the Company's Board of Directors on May 21, 2024.

Details of the Group's accounting policies are included in Note 1.4.

### b) Functional and presentation currency

These financial statements are presented in Indian Rupees (₹) which is also the Group's functional currency. All amounts have been rounded off to two decimal places to the nearest lacs, unless otherwise indicated.

### c) Basis of measurement

The financial statements have been prepared on the historical cost basis, except for certain financial assets and liabilities and defined benefit plan assets / liabilities measured at fair value.

### d) Use of estimates and judgements

In preparing these financial statements, management has made judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised prospectively.

#### Judgements

Information about judgements made in applying accounting policies that have the most significant effects on the amounts recognised in the financial statements is included in the following notes:

- 1) Useful life of Property, plant and equipment.
- 2) Useful life of Intangible Assets
- 3) Employee benefit plans
- 4) Provisions and contingent liabilities
- 5) Lease classification
- 6) Income tax

#### Assumptions and estimation uncertainties

Information about assumptions and estimation uncertainties that have a significant risk of resulting in a material adjustment in the year ending March 31, 2024 is included in the following notes:

Note No 30- Recognition and measurement of provisions and contingencies: key assumptions about the likelihood and magnitude of an outflow of resources.

# Notes to Consolidated Financial Statements

for the year ended March 31, 2024

## e) Measurement at fair values

A number of the Group's accounting policies and disclosures require the measurement of fair values, for both financial assets and liabilities.

The Group has an established control framework with respect to the measurement of fair values.

Fair values are categorised into different levels in a fair value hierarchy based on the inputs used in the valuation techniques as follows.

**Level 1 :** Quoted (unadjusted) prices in active markets for identical assets or liabilities.

**Level 2 :** Valuation techniques for which all inputs which have a significant effect on the recorded fair value are observable, either directly or indirectly.

**Level 3 :** Valuation techniques which use inputs that have a significant effect on the recorded fair value that are not based on observable market data.

When measuring the fair value of an asset or a liability, the Group uses observable market data as far as possible. If the inputs used to measure the fair value of an asset or a liability fall into different levels of the fair value hierarchy, then the fair value measurement is categorised in its entirety in the same level of the fair value hierarchy as the lowest level input that is significant to the entire measurement.

The Group recognises transfers between levels of the fair value hierarchy at the end of the reporting period during which the change has occurred.

## 1.4 Significant Accounting Policies

### i) Property, plant and equipment

#### a) Recognition and measurement

Items of property, plant and equipment are measured at cost, which includes capitalised borrowing costs, less accumulated depreciation and accumulated impairment losses, if any.

Cost of an item of property, plant and equipment comprises its purchase price, including import duties and non-refundable purchase taxes, after deducting trade discounts and rebates, any directly attributable cost of bringing the item to its working condition for its intended use and estimated costs of dismantling and removing the item and restoring the site on which it is located.

The cost of a self-constructed item of property, plant and equipment comprises the cost of materials and direct labour, any other costs directly attributable to bringing the item to working condition for its intended use, and estimated costs of dismantling and removing the item and restoring the site on which it is located.

If significant parts of an item of property, plant and equipment have different useful lives, then they are accounted for as separate items (major components) of property, plant and equipment.

Any gain or loss on disposal of an item of property, plant and equipment is recognised in Statement of profit or loss.

#### b) Subsequent expenditure

Subsequent expenditure is capitalised only if it is probable that the future economic benefits associated with the expenditure will flow to the Group.

#### c) Depreciation

Depreciation is calculated on cost of items of property, plant and equipment less their estimated residual values over their estimated useful lives using the straight-line method and is recognised in the statement of profit and loss.

The estimated useful lives of items of property, plant and equipment for the current and comparative periods are as follows:

Asset	Management estimate of useful life	Useful Life as per Schedule II of the Companies Act, 2013
Factory Buildings	30	30
Plant and equipment (other than ENA plants)	15	15
ENA Plants	20	15
Furniture and Fixtures	10	10
Motor Vehicles	8	8
Office Equipments	5	5
Computers	3	3
Computer server	6	6
Electrical Installations	10	10

# Notes to Consolidated Financial Statements

for the year ended March 31, 2024

Depreciation method, useful lives and residual values are reviewed at each financial year end and adjusted if appropriate. Based on internal assessment and consequent advice, the management believes that its estimate of useful lives as given above best represent the period over which management expects to use these assets.

Depreciation on additions (disposals) is provided on a pro-rata basis i.e. from (up to) the date on which asset is ready for use (disposed off).

## ii) Intangible assets

### a) Acquired intangible assets

Intangible assets comprise purchased technical know-how are initially measured at cost. Such intangible assets are subsequently measured at cost less accumulated amortisation and any accumulated impairment losses.

### b) Subsequent expenditure

Subsequent expenditure is capitalised only when it increases the future economic benefits embodied in the specific asset to which it relates. All other expenditure, including expenditure on internally generated goodwill and brands, is recognised in Statement of profit or loss as incurred.

### c) Amortisation

Amortisation is calculated to write off the cost of intangible assets less their estimated residual values over their estimated useful lives using the straight-line method and is included in depreciation and amortisation in Statement of Profit and Loss.

Intangible assets are amortised over a period of 10 years for technical know-how and 3 years for others.

Amortisation method, useful lives and residual values are reviewed at the end of each financial year and adjusted if appropriate.

## iii) Inventories

Inventories are measured at the lower of cost and net realisable value after provision for obsolescence where appropriate. The cost of inventories is based on the weighted average cost method, and includes expenditure incurred in acquiring the inventories, production or conversion costs and other costs incurred in bringing them to their present location and condition. In the case of manufactured inventories and work-in-progress,

cost includes an appropriate share of fixed production overheads based on normal operating capacity.

Net realisable value is the estimated selling price in the ordinary course of business, less the estimated costs of completion and selling expenses.

The net realisable value of work-in-progress is determined with reference to the selling prices of related finished products.

Raw materials and other supplies held for use in the production of finished products are not written down below cost except in cases where material prices have declined and it is estimated that the cost of the finished products will exceed their net realisable values.

The comparison of cost and net realisable value is made on an item-by-item basis.

Scrap is valued at net realisable value.

## iv) Foreign currency transactions

The Group's financial statements are presented in ₹, which is also the Group's functional currency.

### Transactions and balances

Monetary items are initially recorded by the Group at their respective functional currency spot rates at the date the transaction first qualifies for recognition. Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency spot rates of exchange at the reporting date. Exchange differences arising on settlement or translation of monetary items are recognised in Statement of profit or loss. Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions.

## v) Impairment of non-financial assets

An asset is deemed impairable when recoverable value is less than its carrying cost and the difference between the two represents provisioning exigency. Recoverable value is the higher of the 'Value in Use' and fair value as reduced by cost of disposal. Test of impairment of PPE (Property, Plant & Equipment), investment in subsidiaries / associates / joint venture and goodwill are undertaken under Cash Generating Unit (CGU) concept. For Intangible Assets and Investment Properties it is undertaken in asset specific context. Test of impairment of assets are generally undertaken based on indication of impairment, if any, from external and internal sources of information. Non-financial assets other than goodwill that suffered

# Notes to Consolidated Financial Statements

for the year ended March 31, 2024

impairment are reviewed for possible reversal of the impairment at the end of each reporting period.

## vi) Employee Benefits

### a) Short-term employee benefits

Short-term employee benefit obligations are measured on an undiscounted basis and are expensed as the related service is provided. A liability is recognised for the amount expected to be paid e.g., under short-term cash bonus, if the Group has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee, and the amount of obligation can be estimated reliably.

### b) Defined Contribution Plan

A defined contribution plan is a post-employment benefit plan under which an entity pays fixed contributions into a separate entity and will have no legal or constructive obligation to pay further amounts. The Group makes specified monthly contributions towards Government administered provident fund and Employee State Insurance scheme. Obligations for contributions to defined contribution plans are recognised as an employee benefit expense in statement of profit or loss in the periods during which the related services are rendered by employees.

Prepaid contributions are recognised as an asset to the extent that a cash refund or a reduction in future payments is available.

### c) Defined Benefit Plan

A defined benefit plan is a post-employment benefit plan other than a defined contribution plan. The Group's net obligation in respect of defined benefit plans is calculated by estimating the amount of future benefit that employees have earned in the current and prior periods, discounting that amount and deducting the fair value of any plan assets.

The calculation of defined benefit obligation is performed annually by a qualified actuary using the projected unit credit method.

Remeasurements of the net defined benefit liability, which comprise actuarial gains and losses are recognised in Other Comprehensive Income (OCI). The Group determines the net interest expense (income) on the net defined benefit liability (asset) for the period by applying the discount rate used

to measure the defined benefit obligation at the beginning of the annual period to the then-net defined benefit liability (asset), taking into account any changes in the net defined benefit liability (asset) during the period as a result of contributions and benefit payments. Net interest expense and other expenses related to defined benefit plans are recognised in statement of profit or loss.

When the benefits of a plan are changed or when a plan is curtailed, the resulting change in benefit that relates to past service ('past service cost' or 'past service gain') or the gain or loss on curtailment is recognised immediately in statement of profit or loss. The Group recognises gains and losses on the settlement of a defined benefit plan when the settlement occurs.

### d) Other long-term employee benefits

The Group's net obligation in respect of long-term employee benefits other than post-employment benefits is the amount of future benefit that employees have earned in return for their service in the current and prior periods; that benefit is discounted to determine its present value. The obligation is measured on the basis of an annual independent actuarial valuation using the projected unit credit method. Remeasurements gains or losses are recognised in profit or loss in the period in which they arise.

## vii) Provisions and contingent liabilities

A provision is recognized if, as a result of a past event, the Group has a present legal or constructive obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation. Provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assumptions of the time value of money and the risks specific to the liability. The unwinding of discount is recognized as finance cost.

The amount recognized as a provision is the best estimate of the consideration required to settle the present obligation at reporting date, taking into account the risks and uncertainties surrounding the obligation.

When some or all of the economic benefits required to settle a provision are expected to be recovered from a third party, the receivable is recognized as an asset if it is virtually certain that reimbursement will be received and the amount of the receivable can be measured reliably.

# Notes to Consolidated Financial Statements

## for the year ended March 31, 2024

Contingent liabilities are possible obligations that arise from past events and whose existence will only be confirmed by the occurrence or non-occurrence of one or more future events not wholly within the control of the Group. Where it is not probable that an outflow of economic benefits will be required, or the amount cannot be estimated reliably, the obligation is disclosed as a contingent liability, unless the probability of outflow of economic benefits is remote.

### viii) Leases

#### As a lessee

The Group's leases primarily consist of leases of office premises, warehouses and guest houses. The Group assesses whether a contract contains a lease, at inception of a contract. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

At the date of commencement of the lease, the Group recognizes a ROU assets and a corresponding lease liability for all lease arrangements in which it is a lessee, except for leases with a term of twelve months or less (short-term leases) and low value leases. For these short-term and / or low value leases, the Group recognises the lease payments as an operating expense on a straight-line basis over the term of the lease. Certain lease arrangements includes the options to extend or terminate the lease before the end of the lease term. ROU assets and lease liabilities includes these options when it is reasonably certain that they will be exercised.

The ROU assets are initially recognized at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or prior to the commencement date of the lease plus any initial direct costs less any lease incentives. They are subsequently measured at cost less accumulated depreciation and impairment losses. Currently, ROU assets are being amortised over a period of 3-5 years based on lease term being lower of lease term and estimated useful life of underlying assets.

Lease liability and ROU asset have been separately presented in the Balance Sheet and lease payments have been classified as financing activities in statement of cash flows.

#### As a lessor

Lease income from operating leases where the Group is a lessor is recognised in income on a straight-line basis over the lease term unless the receipts are structured to increase in line with expected general inflation to compensate for the expected inflationary cost increases.

### ix) Borrowing costs

Borrowing costs directly attributable to the acquisition or construction of those property, plant and equipment which necessarily takes a substantial period of time to get ready for their intended use are capitalised. All other borrowing costs are expensed in the period in which they incur in the statement of profit and loss.

### x) Revenue Recognition

Revenue comprises revenue from contracts with customers for sale of goods. Revenue from sale of goods is inclusive of excise duties and is net of returns, trade allowances, rebates, value added taxes, Goods and Services Tax (GST) and such amounts collected on behalf of third parties.

Revenue is recognised as and when performance obligations are satisfied by transferring goods or services to the customer, as below:

#### a) Revenue from sale of products:

Revenue is recognised at transaction price on transfer of control, being on dispatch of goods or upon delivery to customer, in accordance with the terms of sale.

#### b) Income from Royalty and Contract manufacturing

Income from royalties and contract manufacturing are recognised on an accrual basis in accordance with the substance of relevant agreement.

#### c) Revenue from manufacture and sale of products from tie-up manufacturing arrangements:

The Company has entered into arrangements with Tie-up Manufacturing Units (TMUs), wherein TMUs manufacture and sell beverage alcohol on behalf of the Company. Under such arrangements, the Company has exposure to significant risks and rewards associated with the sale of products i.e. it has the primary responsibility for providing goods to the customer, has pricing latitude and is also exposed to inventory and credit risks. Accordingly, the transactions of the TMUs under such arrangements have been recorded as gross

# Notes to Consolidated Financial Statements

for the year ended March 31, 2024

revenue, excise duty and expenses as if they were transactions of the Company. The Company also presents inventory under such arrangements as its own inventory. The net receivables from / payable to TMUs are recognised under other financial assets / other financial liabilities respectively.

## d) Interest

Interest income is recognized using the effective interest rate method. The effective interest rate is the rate that discounts estimated future cash receipts through the expected life of the financial asset to the gross carrying amount of the financial asset. Interest income is included under the head "Other income" in the statement of profit and loss.

## e) Dividend

Dividend income is recognized when the Group's right to receive the payment is established, which is generally when the shareholders approve the dividend.

## xi) Government grants

Government grants are recognised where there is reasonable assurance that the grant will be received and all attached conditions will be complied with. When the grant relates to revenue, it is recognised in the statement of profit and loss on a systematic basis over the periods to which they relate. When the grant relates to an asset, it is treated as deferred income and recognised in the statement of profit and loss on a systematic basis over the useful life of the asset.

## xii) Income tax

Income tax comprises current and deferred tax. It is recognised in profit or loss except to the extent that it relates to a business combination or to an item recognised directly in equity or in other comprehensive income.

### a) Current tax

Current tax comprises the expected tax payable or receivable on the taxable income or loss for the year and any adjustment to the tax payable or receivable in respect of previous years. The amount of current tax reflects the best estimate of the tax amount expected to be paid or received after considering the uncertainty, if any related to income taxes. It is measured using tax rates (and tax laws) enacted or substantively enacted by the reporting date.

### b) Deferred tax

Deferred tax is recognised in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the corresponding amounts used for taxation purposes. Deferred tax is also recognised in respect of carried forward tax losses and tax credits.

Deferred tax assets are recognised to the extent that it is probable that future taxable profits will be available against which they can be used.

Deferred tax assets recognised or unrecognised are reviewed at each reporting date and are recognised / reduced to the extent that it is probable / no longer probable respectively that the related tax benefit will be realised.

Deferred tax is measured at the tax rates that are expected to apply to the period when the asset is realised or the liability is settled, based on the laws that have been enacted or substantively enacted by the reporting date.

The measurement of deferred tax reflects the tax consequences that would follow from the manner in which the Group expects, at the reporting date, to recover or settle the carrying amount of its assets and liabilities.

The Group offsets the current tax assets and liabilities (on a year on year basis) and deferred tax assets and liabilities, where it has a legally enforceable right and where it intends to settle such assets and liabilities on a net basis.

## xiii) Earnings per share

The Group presents basic and diluted earnings per share (EPS) data for its ordinary shares. Basic EPS is calculated by dividing the profit or loss after tax attributable to ordinary shareholders of the Group by the weighted average number of ordinary shares outstanding during the period. Diluted EPS is determined by adjusting the profit or loss after tax attributable to ordinary shareholders and the weighted average number of ordinary shares outstanding after adjusting for the effects of all potential dilutive ordinary shares.

## xiv) Statement of Cash flow

Cash flows are reported using the indirect method, whereby profit for the period is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals

# Notes to Consolidated Financial Statements

for the year ended March 31, 2024

of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities of the Group are segregated. Cash and cash equivalents are cash, balances with bank and short-term (three months or less from the date of placement), highly liquid investments that are readily convertible into cash and which are subject to an insignificant risk of changes in value.

## Amendment to Ind AS 7

Effective April 1, 2017, the Group adopted the amendment to Ind AS 7, which require the entities to provide disclosures that enable users of financial statements to evaluate changes in liabilities arising from financing activities, including both changes arising from cash flows and non-cash changes, suggesting inclusion of a reconciliation between the opening and closing balances in the Balance Sheet for liabilities arising from financing activities, to meet the disclosure requirement. The adoption of amendment did not have any material impact on the financial statements.

## xv) Share based payments

The cost of equity-settled transactions is determined by the fair value at the date when the grant is made using an appropriate valuation model. That cost is recognised, together with a corresponding increase in share-based payment (SBP) reserves in equity, over the period in which the performance and / or service conditions are fulfilled in employee benefits expense. The dilutive effect of outstanding options is reflected as additional share dilution in the computation of diluted earnings per share.

## xvi) Financial instruments

### a) Recognition and initial measurement

The Group initially recognises financial assets and financial liabilities when it becomes a party to the contractual provisions of the instrument. All financial assets and liabilities are measured at fair value on initial recognition. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities that are not at fair value through profit or loss are added to the fair value on initial recognition. Regular way purchase and sale of financial assets are accounted for at trade date.

### b) Classification and subsequent measurement

#### Financial assets

##### Financial assets carried at amortised cost

A financial asset is subsequently measured at amortised cost if it is held within a business model whose objective is to hold the asset in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

##### Financial assets at fair value through other comprehensive income

A financial asset is subsequently measured at fair value through other comprehensive income if it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

##### Financial assets at fair value through profit or loss

A financial asset which is not classified in any of the above categories are subsequently fair valued through profit or loss.

#### Financial liabilities

Financial liabilities are subsequently carried at amortised cost using the effective interest method. For trade and other payables maturing within one year from the balance sheet date, the carrying amounts approximate fair value due to the short maturity of these instruments.

In case, the fair value of a financial asset or financial liability, at initial recognition, differs from the transaction price, the difference between the fair value at initial recognition and the transaction price -

- (i) is recognised as a gain or loss if that fair value is evidenced by a quoted price in an active market for an identical asset or liability (i.e. a Level 1 input) or based on a valuation.
- (ii) is deferred and is recognised as a gain or loss only to the extent that it arises from a change in a factor (including time) that market participants would take into account when pricing the asset or liability. The unamortised portion of the



# Notes to Consolidated Financial Statements

for the year ended March 31, 2024

deferred fair value gain / loss difference as on reporting date, is disclosed under other current / non-current assets / liabilities as the case may be.

## c) Derecognition

### Financial assets

The Group derecognises a financial asset when the contractual rights to the cash flows from the financial asset expire, or it transfers the right to receive the contractual cash flows in a transaction in which substantially all of the risks and rewards of ownership of the financial assets are transferred or in which the Group neither transfers nor retains substantially all of the risks and rewards of ownership and does not retain control of the financial asset.

If the Group enters into transactions whereby it transfers assets recognised on its balance sheet but retains either all or substantially all of the risks and rewards of the transferred assets, the transferred assets are not derecognised.

The Group assesses impairment based on expected credit losses (ECL) model at an amount equal to:-

- 12 months expected credit losses, or
- Lifetime expected credit losses\

depending upon whether there has been a significant increase in credit risk since initial recognition. However, for trade receivables, the Group does not track the changes in credit risk. Rather, it recognizes impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition.”

### Financial liabilities

The Group derecognises a financial liability when its contractual obligations are discharged or cancelled or expired.

The Group also derecognises a financial liability when its terms are modified and the cash flows under the modified terms are substantially different. In this case, a new financial liability based on the modified terms is recognised at fair value. The difference between the carrying amount of the financial liability extinguished and a new financial liability with modified terms is recognised in the statement of profit and loss.

## d) Offsetting

Financial assets and financial liabilities are offset and the net amount presented in the balance sheet when, and only when, the Group currently has a legally enforceable right to set off the amounts and it intends either to settle them on a net basis or realise the asset and settle the liability simultaneously.

## xvii) Recent amendments to Indian Accounting Standards:

Recent Indian Accounting Standard (Ind AS) pronouncements which are not yet effective Ministry of Corporate Affairs (“MCA”) notifies new standards or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. For the year ended March 31, 2024, MCA has not notified any new standards or amendments to the existing standards applicable to the Company.

# Notes to Consolidated Financial Statements

for the year ended March 31, 2024

## 2 Property, Plant and Equipment

(₹ in lacs)

	Gross Block		Depreciation and Amortisation		Net Block	
	As at April 01, 2023	As at April 01, 2023	As at April 01, 2023	For the year	As at March 31, 2024	As at March 31, 2023
<b>a) Property, Plant and Equipment</b>						
Land	13,826.16	-	-	-	13,826.16	13,826.16
Buildings	10,202.82	26.03	4,019.89	280.55	4,300.44	6,182.93
Roads & Bridges	843.98	59.00	173.74	79.69	253.43	670.24
Leasehold Improvement	42.00	-	37.12	2.76	39.88	4.88
Plant and Equipment	51,953.75	647.22	31,430.13	24.08	33,971.26	20,523.60
Tools & Equipments	0.37	-	0.25	0.02	0.27	0.12
Furniture and Fixtures	361.26	3.76	309.28	14.38	323.66	51.98
Motor Vehicles	329.65	-	298.10	3.41	301.51	31.55
Office Equipment	330.36	13.43	307.42	4.20	311.62	22.94
Computers	957.72	37.00	897.10	18.53	915.63	60.62
Electrical Installation	1,859.80	-	1,482.86	156.98	1,639.84	376.94
Library Books	0.28	-	0.28	-	0.28	-
Live Stock	0.25	-	-	-	-	0.25
<b>Total Property, Plant and Equipment</b>	<b>80,708.40</b>	<b>786.44</b>	<b>38,956.17</b>	<b>24.08</b>	<b>42,057.82</b>	<b>41,752.21</b>
<b>b) Right Of Use Asset</b>						
Premises	373.52	18.19	154.36	59.71	214.07	219.16
<b>Total Right Of Use Asset</b>	<b>373.52</b>	<b>18.19</b>	<b>154.36</b>	<b>59.71</b>	<b>214.07</b>	<b>219.16</b>
<b>c) Intangible Assets</b>						
Brands	3,345.07	17.70	3,345.07	3.35	3,348.42	-
Software	600.49	-	569.27	0.53	569.80	31.22
Product Development	173.94	-	173.94	-	173.94	-
<b>Total Intangible Assets</b>	<b>4,119.50</b>	<b>17.70</b>	<b>4,088.28</b>	<b>3.88</b>	<b>4,092.16</b>	<b>31.22</b>
<b>Grand Total</b>	<b>85,201.42</b>	<b>822.33</b>	<b>43,198.81</b>	<b>24.08</b>	<b>46,364.05</b>	<b>42,002.59</b>

Note: The title deeds of the immovable properties are held in the name of the Company.

# Notes to Consolidated Financial Statements

for the year ended March 31, 2024

## 2 Property, Plant and Equipment ( Previous Financial Year 2022-23)

(₹ in lacs)

	Gross Block			Depreciation and Amortisation			Net Block	
	As at April 01, 2022	Additions	Deductions	As at March 31, 2023	As at April 01, 2022	For the year	As at March 31, 2023	As at March 31, 2022
<b>a) Property, Plant and Equipment</b>								
Land	13,698.16	128.00	-	13,826.16	-	-	13,826.16	13,698.16
Buildings	10,202.82	-	-	10,202.82	3,739.83	280.06	4,019.89	6,182.93
Roads & Bridges	182.69	661.29	-	843.98	148.29	25.45	173.74	670.24
Lease Hold Improvement	42.00	-	-	42.00	33.09	4.03	37.12	4.88
Plant and Equipment	51,733.67	228.47	8.39	51,953.75	28,761.68	6.37	31,430.13	20,523.60
Tools & Equipments	0.37	-	-	0.37	0.23	0.02	0.25	0.12
Furniture and Fixtures	337.98	23.28	-	361.26	290.63	18.65	309.28	51.98
Motor Vehicles	392.91	-	63.26	329.65	336.04	42.52	298.10	31.55
Office Equipment	322.09	8.27	-	330.36	303.90	3.52	307.42	22.94
Computers	929.76	27.96	-	957.72	887.62	9.48	897.10	60.62
Electrical Installation	1,859.80	-	-	1,859.80	1,325.01	157.85	1,482.86	376.94
Library Books	0.28	-	-	0.28	0.28	-	0.28	-
Live Stock	0.25	-	-	0.25	-	-	-	0.25
<b>Total Property, Plant and Equipment</b>	<b>79,702.78</b>	<b>1,077.27</b>	<b>71.65</b>	<b>80,708.40</b>	<b>35,826.60</b>	<b>48.89</b>	<b>38,956.17</b>	<b>41,752.21</b>
<b>b) Right Of Use Asset</b>								
Premises	118.47	255.05	-	373.52	100.74	53.62	154.36	219.16
<b>Total Right Of Use Asset</b>	<b>118.47</b>	<b>255.05</b>	<b>-</b>	<b>373.52</b>	<b>100.74</b>	<b>53.62</b>	<b>154.36</b>	<b>17.74</b>
<b>c) Intangible Assets</b>								
Brands	3,345.07	-	-	3,345.07	3,345.07	-	3,345.07	-
Software	600.49	-	-	600.49	566.75	2.52	569.27	33.74
Product Development	173.94	-	-	173.94	173.94	-	173.94	-
<b>Total Intangible Assets</b>	<b>4,119.50</b>	<b>-</b>	<b>-</b>	<b>4,119.50</b>	<b>4,085.76</b>	<b>2.52</b>	<b>4,088.28</b>	<b>33.74</b>
<b>Grand Total</b>	<b>83,940.75</b>	<b>1,332.32</b>	<b>71.65</b>	<b>85,201.42</b>	<b>40,013.10</b>	<b>48.89</b>	<b>43,198.81</b>	<b>42,002.59</b>

Note: The title deeds of the immovable properties are held in the name of the Company.

# Notes to Consolidated Financial Statements

for the year ended March 31, 2024

## 2a(i) Capital Work-in-Progress

(₹ in lacs)

	Year Ended, March 31,2024	Year Ended, March 31,2023
<b>Opening Carrying value as at April 1</b>	<b>10.62</b>	<b>10,021.69</b>
Additions / Adjustments	17.70	10.62
Transfer to property, Plant and Equipment	-	-
Impairment of Capital Work in Progress *	-	(10,021.69)
<b>Closing Carrying value as at March 31</b>	<b>28.32</b>	<b>10.62</b>

\* Refer Note No 47

### Ageing Schedule

As on March 31, 2024

(₹ in lacs)

Particulars	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Project Temporarily Suspended (Including forex adjustment)	-	-	-	-	-
Project in Progress	17.70	10.62	-	-	28.32
<b>Total</b>	<b>17.70</b>	<b>10.62</b>	<b>-</b>	<b>-</b>	<b>28.32</b>
Less: Impairment					
<b>Total</b>					<b>28.32</b>

As on March 31, 2023

(₹ in lacs)

Particulars	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Project Temporarily Suspended (Including forex adjustment)		11.66	(25.94)	10,035.97	10,021.69
Project in Progress	10.62	-	-	-	10.62
<b>Total</b>	<b>10.62</b>	<b>11.66</b>	<b>(25.94)</b>	<b>10,035.97</b>	<b>10,032.31</b>
Less: Impairment					(10,021.69)
<b>Total</b>					<b>10.62</b>

# Notes to Consolidated Financial Statements

for the year ended March 31, 2024

## 3 Investments

(₹ in lacs)

	As at March 31, 2024		As at March 31, 2023	
<b>Non-Current Investments</b>				
<b>I) Investments measured at Cost</b>	Nos.		Nos.	
<b>Investment in Associates (Unquoted)</b>				
<b>Investment in Equity Instruments</b>				
<b>Equity shares of ₹ 10/- each</b>				
Mason & Summers Marketing Services Pvt. Ltd.	1,30,000	169.00	1,30,000	169.00
Less: Impairment in value of Investments		(169.00)		(169.00)
		-		-
<b>II) Investments measured at Amortised Cost</b>				
<b>Investment in Government Securities (Unquoted)</b>				
7 Year National Savings Certificates (Certificates worth ₹ 44,000/- deposited with Government authorities)		0.51		0.51
6 Year National Savings Certificates (deposited with Government authorities)		0.04		0.04
		<b>0.55</b>		<b>0.55</b>
<b>III) Investments measured at Fair Value through other comprehensive income (FVOCI)</b>				
<b>Investment in Equity Instruments (Unquoted)</b>				
<b>Equity shares of ₹ 100/- each</b>				
Mula Pravara Electric Co-operative Society Ltd.	2,462	2.53	2,462	2.53
Shree Suvarna Sahakari Bank Ltd.	20	0.02	20	0.02
Maharashtra State Financial Corporation	115	0.12	115	0.12
Rupee Co-op Bank Ltd.	1,000	0.25	1,000	0.25
Shamrao Vithal Co-operative Bank Ltd.	3,000	0.30	3,000	0.30
<b>Equity shares of ₹ 10/- each</b>				
Incredible Spirits P Ltd	3,197	100.00	1,599	50.02
Spaceman Spirits Lab Pvt Ltd	14,010	975.00	-	-
		<b>1,078.22</b>		<b>53.24</b>
		<b>1,078.77</b>		<b>53.79</b>
<b>Aggregate of unquoted investments</b>		<b>1,078.77</b>		<b>53.79</b>
<b>Category wise Non-Current Investments</b>				
Financial Investments measured at Cost		169.00		169.00
Financial Investments measured at Amortised Cost		0.55		0.55
Financial Investments measured at Fair Value through other comprehensive income (FVOCI)		1,078.22		53.24
Impairment in value of Investments		(169.00)		(169.00)
		<b>1,078.77</b>		<b>53.79</b>

# Notes to Consolidated Financial Statements

for the year ended March 31, 2024

(₹ in lacs)

	As at March 31, 2024		As at March 31, 2023	
	Nos		Nos	
<b>Current Investments</b>				
<b>Investment measured at fair value through Profit &amp; Loss</b>				
<b>Investment in Mutual Fund (Quoted)</b>				
HDFC Mutual Funds #	2,788.48	99.08	66,306.80	2,206.98
		<b>99.08</b>		<b>2,206.98</b>
<b>Aggregate of quoted investments</b>		<b>99.08</b>		<b>2,206.98</b>

## Notes:-

# During the year company purchased and sold Mutual Funds of ₹ 9,543.20 lacs (P.Y. ₹ 8,499.58 lacs) and ₹ 11,775.00 lacs (P.Y. ₹ 6,400.00 lacs) respectively.

## 4 Loans

(₹ in lacs)

	Non-Current		Current	
	As at March 31, 2024	As at March 31, 2023	As at March 31, 2024	As at March 31, 2023
<b>Unsecured</b>				
Considered good				
Employee Loans	11.55	13.39	4.93	1.61
	<b>11.55</b>	<b>13.39</b>	<b>4.93</b>	<b>1.61</b>

## 5 Other Financial Assets

(₹ in lacs)

	Non-Current		Current	
	As at March 31, 2024	As at March 31, 2023	As at March 31, 2024	As at March 31, 2023
Term Bank Deposits (Maturity exceeding 12 months)	234.88	183.63	-	-
Advance to Employees	-	-	13.62	17.70
Deposits	3,897.36	4,759.29	-	-
Others	818.93	1,511.93	386.30	753.45
	<b>4,951.17</b>	<b>6,454.85</b>	<b>399.92</b>	<b>771.15</b>
Less : Allowance for doubtful deposits	(1,493.14)	(2,108.42)	-	-
Less : Allowance for doubtful other financial assets	(818.93)	(1,496.05)	(182.80)	-
	<b>2,639.10</b>	<b>2,850.38</b>	<b>217.12</b>	<b>771.15</b>

# Notes to Consolidated Financial Statements

for the year ended March 31, 2024

## 5.1 Movement in loss allowance for doubtful deposits is provided below :

(₹ in lacs)

Particulars	Non-Current		Current	
	March 31, 2024	March 31, 2023	March 31, 2024	March 31, 2023
Balance at the beginning of the year	2,108.42	2,108.42	-	-
Loss allowance (net)	(605.28)	-	-	-
Write off / Write back	(10.00)	-	-	-
<b>Balance at the end of the year</b>	<b>1,493.14</b>	<b>2,108.42</b>	<b>-</b>	<b>-</b>

## 5.2 Movement in loss allowance for doubtful other financial assets is provided below :

(₹ in lacs)

Particulars	Non-Current		Current	
	March 31, 2024	March 31, 2023	March 31, 2024	March 31, 2023
Balance at the beginning of the year	1,496.05	1,496.05	-	-
Loss allowance (net)	0.88	-	182.80	-
Write off / Write back	(678.00)	-	-	-
<b>Balance at the end of the year</b>	<b>818.93</b>	<b>1,496.05</b>	<b>182.80</b>	<b>-</b>

## 6 Deferred Tax Assets / Liabilities (Net)

(₹ in lacs)

Particulars	Non-Current		Current	
	As at March 31, 2024	As at March 31, 2023	As at March 31, 2024	As at March 31, 2023
Deferred Tax Assets / Liabilities (Net)	-	-	-	-
(Refer Note 27)	-	-	-	-
	-	-	-	-

## 7 Other Assets

(₹ in lacs)

Particulars	Non-Current		Current	
	As at March 31, 2024	As at March 31, 2023	As at March 31, 2024	As at March 31, 2023
<b>Unsecured, considered good</b>				
Capital advances	295.88	213.95	-	-
Balance with Government Authorities / Others	345.87	608.93	837.39	550.98
Deposits with Court	4.33	4.33	-	-
Advances to Suppliers	-	-	6,361.01	5,661.88
Prepaid Expense	-	-	739.38	977.34
Others	-	-	92.62	-
	<b>646.08</b>	<b>827.21</b>	<b>8,030.40</b>	<b>7,190.20</b>
Less : Allowance for doubtful advances / Balance with Government Authorities	(83.67)	(181.30)	(5,611.92)	(4,941.28)
	<b>562.41</b>	<b>645.91</b>	<b>2,418.48</b>	<b>2,248.92</b>

# Notes to Consolidated Financial Statements

for the year ended March 31, 2024

## 7.1 Movement in loss allowance for Balance with Government Authorities & doubtful advances is provided below :

(₹ in lacs)

Particulars	Non-Current		Current	
	March 31, 2024	March 31, 2023	March 31, 2024	March 31, 2023
Balance at the beginning of the year	181.30	253.96	4,941.28	4,786.57
Loss allowance (net)	(65.10)	-	670.64	154.71
Write off / Write back	(32.53)	(72.66)	-	-
<b>Balance at the end of the year</b>	<b>83.67</b>	<b>181.30</b>	<b>5,611.92</b>	<b>4,941.28</b>

## 8 Inventories

(₹ in lacs)

	As at March 31, 2024	As at March 31, 2023
(At lower of cost and net realisable value)		
Raw Materials	1,546.73	1,284.57
Stores, Spares and Packing Materials	4,647.99	4,786.46
Work-In-Progress	395.26	461.59
Finished Goods	3,493.31	5,088.31
	<b>10,083.29</b>	<b>11,620.93</b>

### 8.1 Amounts recognised in the Statement of Profit and Loss:

Provision for non-moving and obsolete inventories for the year amounting to ₹ NIL (P.Y ₹ 46.95 lacs) has been recognised as an expense during the year and is included in Other Expenses in the Statement of Profit and Loss.

## 9 Trade Receivables

(₹ in lacs)

	As at March 31, 2024	As at March 31, 2023
Unsecured, considered good	42,136.89	34,314.11
Significant Credit Risk	176.77	651.99
Credit Impaired	-	-
	<b>42,313.66</b>	<b>34,966.10</b>
Less: Expected Credit Loss	463.82	1,084.93
	<b>41,849.84</b>	<b>33,881.17</b>

Movement in Expected Credit Loss for Trade Receivables is provided below :

(₹ in lacs)

Particulars	March 31, 2024	March 31, 2023
Balance at the beginning of the year	1,084.93	749.27
Loss allowance (net)	(176.80)	335.66
Write off / Write back	(444.31)	-
<b>Balance at the end of the year</b>	<b>463.82</b>	<b>1,084.93</b>



# Notes to Consolidated Financial Statements

for the year ended March 31, 2024

## Ageing Schedule (2023-2024)

(₹ in lacs)

Particulars	Outstanding for following periods from due date of payment							Total Outstanding
	Unbilled	Not Due	Less than 6 month	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
(i) Undisputed Trade receivables – considered good	-	36,667.85	4,994.01	37.46	437.57	-	-	42,136.89
(ii) Undisputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	37.07	18.58	121.12	176.77
(iii) Undisputed Trade Receivables – credit impaired	-	-	-	-	-	-	-	-
(iv) Disputed Trade Receivables – considered good	-	-	-	-	-	-	-	-
(v) Disputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-	-	-
(vi) Disputed Trade Receivables – credit impaired	-	-	-	-	-	-	-	-
<b>Total Trade Receivables</b>	<b>-</b>	<b>36,667.85</b>	<b>4,994.01</b>	<b>37.46</b>	<b>474.64</b>	<b>18.58</b>	<b>121.12</b>	<b>42,313.66</b>
Less: Expected Credit Loss								463.82
<b>Total Trade Receivables after Expected Credit Loss</b>								<b>41,849.84</b>

## Ageing Schedule (2022-2023)

(₹ in lacs)

Particulars	Outstanding for following periods from due date of payment							Total Outstanding
	Unbilled	Not Due	Less than 6 month	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
(i) Undisputed Trade receivables – considered good	-	29,500.97	534.25	131.56	2,666.01	175.39	1,305.93	34,314.11
(ii) Undisputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	56.25	0.18	595.56	651.99
(iii) Undisputed Trade Receivables – credit impaired	-	-	-	-	-	-	-	-
(iv) Disputed Trade Receivables – considered good	-	-	-	-	-	-	-	-
(v) Disputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-	-	-
(vi) Disputed Trade Receivables – credit impaired	-	-	-	-	-	-	-	-
<b>Total Trade Receivables</b>	<b>-</b>	<b>29,500.97</b>	<b>534.25</b>	<b>131.56</b>	<b>2,722.26</b>	<b>175.57</b>	<b>1,901.49</b>	<b>34,966.10</b>
Less: Expected Credit Loss	-	-	-	-	-	-	-	1,084.93
<b>Total Trade Receivables after Expected Credit Loss</b>								<b>33,881.17</b>

# Notes to Consolidated Financial Statements

for the year ended March 31, 2024

## 10 Cash and Bank Balances

(₹ in lacs)

	As at March 31, 2024	As at March 31, 2023
<b>a) Cash and Cash Equivalents</b>		
i) Balances with Banks		
In Current Accounts	850.04	515.98
ii) Short-Term Bank Deposits (Maturity within 3 months)	166.52	2,956.18
iii) Cash on Hand	14.97	9.27
	<b>1,031.53</b>	<b>3,481.43</b>
<b>b) Other Bank Balances</b>		
i) Earmarked Balances with Banks (Unpaid Dividend Accounts)	3.11	2.20
ii) Short-Term Bank Deposits (Maturity within 12 months)	3,145.24	933.68
	<b>3,148.35</b>	<b>935.88</b>
	<b>4,179.88</b>	<b>4,417.31</b>

## 11 Equity Share Capital

(₹ in lacs)

	As at March 31, 2024	As at March 31, 2023
<b>Authorised Shares</b>		
226,050,000 equity shares of ₹ 10/- each (P.Y. 226,050,000 equity shares of ₹ 10/- each)	<b>22,605.00</b>	<b>22,605.00</b>
<b>Issued, subscribed and paid up shares</b>		
192,730,353 equity shares of ₹ 10/- each fully paid up (P.Y. 185,339,999 Equity Shares of ₹ 10/- each fully paid up)	19,273.04	18,534.00
<b>Of the above shares :-</b>		
86,176,200 equity shares of ₹ 10/- each fully paid-up bonus shares issued by capitalisation of share premium, capital reserve and general reserve		
	<b>19,273.04</b>	<b>18,534.00</b>

### a) Reconciliation of the number of shares outstanding

(Nos.in lacs)

	As at March 31, 2024	As at March 31, 2023
Number of equity shares at the beginning of the year	1,853.40	1,586.22
Equity shares issued during the year	73.90	267.18
Number of equity shares at the end of the year	<b>1,927.30</b>	<b>1,853.40</b>

# Notes to Consolidated Financial Statements

for the year ended March 31, 2024

## b) Terms / rights attached to equity shares

Each holder of equity share is entitled to one vote per share with a right to receive per share dividend by the Company, when declared. In the event of liquidation, the equity shareholders will be entitled to receive remaining assets of the Company after distribution of all preferential amounts in the proportion to the number of equity shares held by them.

## c) Details of shareholders holding more than 5% shares in the Company

(Nos. in lacs)

Name of the shareholder	March 31, 2024		March 31, 2023	
	No. of equity shares	As a % of total holding	No. of equity shares	As a % of total holding
Shivani Amit Dahanukar	329.76	17.11%	329.76	17.79%
Amit Dahanukar	268.45	13.93%	298.45	16.10%
Barclays Wealth Trustees India Pvt Ltd (acting as a Trustee of Lotus Family Trust)	118.87	6.17%	118.87	6.41%
Think India Opportunities Master Fund LP	105.26	5.46%	105.26	5.68%
<b>Total</b>	<b>822.34</b>	<b>42.67%</b>	<b>852.34</b>	<b>45.99%</b>

## d) Disclosures of Shareholding of Promoters - Shares held by the Promoters

(Nos. in lacs)

Name of the shareholder	March 31, 2024		March 31, 2023		% Change in during the year
	No. of equity shares	As a % of total holding	No. of equity shares	As a % of total holding	
Shivani Amit Dahanukar	329.76	17.11%	329.76	17.79%	-0.68%
Amit Dahanukar	268.45	13.93%	298.45	16.10%	-2.17%
Priyadarshini A Dahanukar	5.38	0.28%	5.38	0.29%	-0.01%
Anupama Arun Dahanukar	4.58	0.24%	4.58	0.25%	-0.01%
<b>Promoter Group</b>					
M L Dahanukar And Co Pvt Ltd	95.08	4.93%	53.25	2.87%	2.06%
Arunoday Investments Pvt Ltd	71.34	3.70%	71.34	3.85%	-0.15%
<b>Total</b>	<b>774.59</b>	<b>40.19%</b>	<b>762.76</b>	<b>41.15%</b>	

Refer note no 48

## 12 Other Equity

(₹ in lacs)

	As at March 31, 2024	As at March 31, 2023
<b>a) Securities Premium Account</b>		
Balance at the beginning of the year	47,388.62	29,699.61
Allotment of shares	3,378.29	17,491.51
Exercise of Employee Stock Options	356.50	197.50
Balance at the end of the year	<b>51,123.41</b>	<b>47,388.62</b>
<b>b) General Reserve</b>		
Balance at the beginning of the year	1,599.12	1,599.12
Transfer from Share Based Payment Reserve Account	-	-
Balance at the end of the year	<b>1,599.12</b>	<b>1,599.12</b>

# Notes to Consolidated Financial Statements

## for the year ended March 31, 2024

(₹ in lacs)

	As at March 31, 2024	As at March 31, 2023
<b>c) Capital Reserve</b>		
Balance at the beginning and at the end of the year	18.97	18.97
<b>d) Share Based Payments Reserve Account</b>		
Balance at the beginning of the year	612.86	460.81
Transfer to General Reserve	-	-
Exercise of Employee Stock Options	(356.50)	(197.50)
Share based payment reserve created during the year	557.22	349.55
Balance at the end of the year	<b>813.58</b>	<b>612.86</b>
<b>e) Money Received against Share Warrants</b>		
Balance at the beginning of the year	879.17	1,225.00
Add : Further money received against share warrants	2,637.50	937.50
Less : Conversion of warrants into equity shares	(3,516.67)	(1,283.33)
Balance at the end of the year	-	<b>879.17</b>
<b>f) Retained Earnings</b>		
Balance at the beginning of the year	(20,741.10)	(35,514.28)
Proposed Dividend	(479.32)	(165.36)
Add: Profit / (Loss) after tax for the year	13,801.10	14,989.89
Add: Remeasurement of defined benefit plans	(20.04)	(51.35)
Balance at the end of the year	<b>(7,439.36)</b>	<b>(20,741.10)</b>
	<b>46,115.72</b>	<b>29,757.64</b>

**Footnote:**

- a) The amount received in excess of face value of the equity shares is recognised in Securities Premium. In case of equity-settled share based payment transactions, the difference between fair value on grant date and nominal value of share is accounted as securities premium. It is utilised in accordance with the provisions of section 52 of the Companies Act, 2013.
- b) The general reserve represents amounts appropriated out of retained earnings based on the provisions of the Act prior to its amendment.
- c) This reserve has been transferred to the company in the course of business combinations and can be utilised in accordance with the provisions of the Companies Act, 2013.
- d) The fair value of the equity-settled share based payment transactions with employees is recognised in Statement of Profit and Loss with corresponding credit to Employee Stock Grants Outstanding Account.
- The expenses in respect of the Company's ESOP scheme will be charged against the Reserve for employee compensation expense as per Scheme.
- e) Amount received against warrants.
- f) Retained earnings are the profits that Company has earned till date less transfers to general reserve dividends or other distributions paid to shareholders. Retained earnings includes re-measurement loss / (gain) on defined benefit plans (net of taxes) that will not be reclassified to the Statement of Profit and Loss. Retained earnings is a free reserve available to the Company.

# Notes to Consolidated Financial Statements

for the year ended March 31, 2024

## 13 Borrowings

(₹ in lacs)

	Non-Current		Current	
	As at March 31, 2024	As at March 31, 2023	As at March 31, 2024	As at March 31, 2023
<b>Secured Loans</b>				
<b>From Asset Reconstruction Company</b>				
Rupee Term Loans	-	-	-	18,396.68
Balance Debts	-	-	-	322.03
<b>Banks-Term Loans</b>	3,866.31	-	2,775.69	-
<b>Unsecured</b>				
Vendor Financing	2,443.99	2,400.65	1,257.13	1,257.13
From other parties	-	-	1,582.06	2,935.07
	<b>6,310.30</b>	<b>2,400.65</b>	<b>5,614.88</b>	<b>22,910.91</b>

- The loans from Kotak Mahindra Bank ("term loans") are secured against all the tangible / intangible assets and current assets of the Company, both present and future.
- The term loans are also secured against all the fixed assets, both present and future of the wholly owned subsidiary companies i.e. Vahni Distilleries Private Limited and PunjabExpo Breweries Private Limited.
- The term loans outstanding at the end of the financial year have been guaranteed by the personal guarantee of Chairman & Managing Director of the Company.
- The term loans are also secured with the corporate guarantee given by the wholly owned subsidiary companies i.e, Vahni Distilleries Private Limited and PunjabExpo Breweries Private Limited.
- The term loans from Kotak Mahindra Bank are repayable by July 30, 2027 as per the repayment schedule provided by Kotak Mahindra Bank. Interest is payable on monthly basis @ 13.05% .
- Term Loan Maturity Schedule

(₹ in lacs)

Bank	Non-Current			Total
	Current Less than 1 year	1-2 years	Less than 2-3 years	
Kotak Mahindra Bank	2,775.69	3,666.44	199.87	6,642.00
<b>Total</b>	<b>2,775.69</b>	<b>3,666.44</b>	<b>199.87</b>	<b>6,642.00</b>

## 14 Other Financial Liabilities

(₹ in lacs)

	Non-Current		Current	
	As at March 31, 2024	As at March 31, 2023	As at March 31, 2024	As at March 31, 2023
Trade Deposits & Others (Unsecured)	5,496.81	6,427.29	-	-
Payable for purchase of Fixed Assets	-	-	208.71	33.14
Employee dues	-	-	333.17	528.89
Unclaimed Dividend	-	-	3.11	2.20
Other Payables	-	-	4,056.85	2,395.48
	<b>5,496.81</b>	<b>6,427.29</b>	<b>4,601.84</b>	<b>2,959.71</b>

# Notes to Consolidated Financial Statements

## for the year ended March 31, 2024

### 15 Provisions

(₹ in lacs)

	Non-Current		Current	
	As at March 31, 2024	As at March 31, 2023	As at March 31, 2024	As at March 31, 2023
Provision for Gratuity (Refer note 32)	295.46	332.66	138.57	121.36
Provision for Leave Encashment	108.16	77.43	26.94	21.99
Provision for Excise Duty on Finished Goods	-	-	2,116.24	3,228.25
	<b>403.62</b>	<b>410.09</b>	<b>2,281.75</b>	<b>3,371.60</b>

### 16 Other Liabilities

(₹ in lacs)

	Non-Current		Current	
	As at March 31, 2024	As at March 31, 2023	As at March 31, 2024	As at March 31, 2023
Payable towards Statutory Liabilities	-	-	896.74	1,132.28
Deferred Fair Value Gain	-	-	-	40.42
Advance from Customers	-	-	64.09	51.61
	-	-	<b>960.83</b>	<b>1,224.31</b>

### 17 Trade Payables

(₹ in lacs)

	Non-Current		Current	
	As at March 31, 2024	As at March 31, 2023	As at March 31, 2024	As at March 31, 2023
Total outstanding dues of micro & small enterprises ( Refer Note 38)	-	-	2,605.97	3,441.94
Total outstanding dues of creditors other than micro & small enterprises	-	-	9,460.64	9,473.41
	-	-	<b>12,066.61</b>	<b>12,915.35</b>

### Ageing Schedule (2023-2024)

(₹ in lacs)

Particulars	Outstanding for following periods from due date of payments						
	Unbilled	Not Due	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total Outstanding
MSME	-	960.29	1,645.68	-	-	-	2,605.97
Others	-	4,072.17	5,079.03	78.55	25.15	205.74	9,460.64
Disputed Dues - MSME	-	-	-	-	-	-	-
Disputed Dues - Others	-	-	-	-	-	-	-
<b>Total</b>	-	<b>5,032.46</b>	<b>6,724.71</b>	<b>78.55</b>	<b>25.15</b>	<b>205.74</b>	<b>12,066.61</b>

# Notes to Consolidated Financial Statements

for the year ended March 31, 2024

## Ageing Schedule (2022-2023)

(₹ in lacs)

Particulars	Outstanding for following periods from due date of payments						Total Outstanding
	Unbilled	Not Due	Less than 1 year	1-2 years	2-3 years	More than 3 years	
MSME	-	2,034.73	1,297.21	84.90	8.06	17.04	3,441.94
Others	-	6,068.23	2,804.10	162.32	42.43	396.33	9,473.41
Disputed Dues - MSME	-	-	-	-	-	-	-
Disputed Dues - Others	-	-	-	-	-	-	-
<b>Total</b>	<b>-</b>	<b>8,102.96</b>	<b>4,101.31</b>	<b>247.22</b>	<b>50.49</b>	<b>413.37</b>	<b>12,915.35</b>

## 18 Revenue from Operations

(₹ in lacs)

	Year ended March 31, 2024	Year ended March 31, 2023
<b>Revenue from contracts with customers</b>		
Sales of products	2,95,179.39	2,46,072.31
	<b>2,95,179.39</b>	<b>2,46,072.31</b>
<b>Reconciliation of Gross Revenue with Revenue from Contracts with Customers</b>		
Contract price	2,97,330.72	2,47,718.38
Less: Discount / Demurrage	2,151.33	1,646.07
Revenue recognised	<b>2,95,179.39</b>	<b>2,46,072.31</b>

### 18.1 Other Operating Income

(₹ in lacs)

	Year ended March 31, 2024	Year ended March 31, 2023
Sale of by products, scrap and other income	377.96	434.11
Royalty Income	268.69	255.68
Contract Manufacturing Income	-	165.75
	<b>646.65</b>	<b>855.54</b>

## 19 Other Income

(₹ in lacs)

	Year ended March 31, 2024	Year ended March 31, 2023
Duty drawback on exports	1.60	1.02
Sundry balance written back	14.46	1.18
Excess provision written back	892.38	424.19
Interest income on margin money / fixed deposits / others	178.53	205.77
Unrealised Profit on sale of Investments	0.46	31.56
Profit on Sale of Investments	123.44	75.85
Reversal of Expected Credit Loss on trade receivables	176.80	-
Profit on sale of fixed assets	-	0.28
Dividend Income	0.03	0.03
Miscellaneous receipts	26.12	10.44
	<b>1,413.82</b>	<b>750.32</b>

# Notes to Consolidated Financial Statements

for the year ended March 31, 2024

## 20 Cost of Materials Consumed

(₹ in lacs)

	Year ended March 31, 2024	Year ended March 31, 2023
i) Raw Material Consumption		
Inventories at the beginning of the year	1,284.57	1,525.81
Add: Purchases	31,242.35	29,390.94
Less: Inventories at the end of the year	1,546.73	1,284.57
	<b>30,980.19</b>	<b>29,632.18</b>
ii) Packing Materials & Consumables	38,239.53	33,696.34
	<b>69,219.72</b>	<b>63,328.52</b>

## 21 (Increase) / Decrease in Inventories

(₹ in lacs)

	Year ended March 31, 2024	Year ended March 31, 2023
Inventories at the beginning of the year		
i) Work-In-Progress	461.59	356.81
ii) Finished Goods	5,088.31	3,495.34
	<b>5,549.90</b>	<b>3,852.15</b>
Less : Inventories at the end of the year		
i) Work-In-Progress	395.26	461.59
ii) Finished Goods	3,493.31	5,088.31
	<b>3,888.57</b>	<b>5,549.90</b>
<b>(Increase) / Decrease in Inventories</b>	<b>1,661.33</b>	<b>(1,697.75)</b>

## 22 Employee Benefit Expense

(₹ in lacs)

	Year ended March 31, 2024	Year ended March 31, 2023
Salaries, Wages and Bonus	3,731.93	3,055.81
Employee Stock Option Expenses	557.22	349.55
Contribution to provident fund and family pension fund ( Refer Note 32)	198.53	188.67
Staff welfare expenses	126.45	103.44
Gratuity ( Refer Note 32)	69.92	61.65
	<b>4,684.05</b>	<b>3,759.12</b>



# Notes to Consolidated Financial Statements

for the year ended March 31, 2024

## 23 Finance Cost

(₹ in lacs)

	Year ended March 31, 2024	Year ended March 31, 2023
Interest on Term Loans	1,579.41	2,416.11
Interest on Cash Credits / Working Capital Demand Loan	7.30	-
Interest on Lease Liabilities	21.54	19.55
Others *	1,065.68	1,583.02
	<b>2,673.93</b>	<b>4,018.68</b>

\* Includes unwinding of discount of ₹ 9.61 lacs (P.Y ₹ 967.19 lacs) and amortisation of deferred fair value gains of ₹ 9.61 lacs (P.Y ₹ 967.19 lacs)

## 24 Other Expenses

(₹ in lacs)

	Year ended March 31, 2024	Year ended March 31, 2023
Power and fuel	334.65	581.81
Repairs & maintenance		
i) Plant & Equipment	34.00	55.41
ii) Buildings	16.58	3.79
iii) Others	195.04	299.94
Insurance	94.37	96.81
Rent ( Refer Note 31)	22.12	29.21
Contract manufacturing cost	5,765.62	6,258.47
Legal and professional charges	1,223.35	824.42
Auditor's Remuneration ( Refer Note 37 )	25.03	25.62
Rates and taxes	2,962.76	2,935.61
Freight, transport charges & other expenses	4,003.36	3,642.18
Selling expenses [Sales Promotion & Advertising etc.]	28,155.47	19,737.25
Travelling and conveyance expenses	186.07	117.13
Printing and stationery	48.14	36.54
Communication expenses	59.76	78.29
Vehicle running expenses	31.00	19.23
Director sitting fees ( Refer Note 35)	35.50	34.30
Expected Credit Loss on trade receivables	-	335.66
Loss on Sale / write off of Assets	2.43	3.54
Donation	15.02	15.00
Corporate Social Responsibility (Refer note no. 38)	99.32	204.65
Foreign Exchange Fluctuation Loss	6.79	455.85
Provision for non-moving and obsolete inventories	-	46.95
Allowance for doubtful advances / deposits	294.50	23.04
Bad Debts	8.63	20.93
Advances written off	186.80	5.77
Miscellaneous expenses	1,479.09	1,440.66
	<b>45,285.40</b>	<b>37,328.06</b>

# Notes to Consolidated Financial Statements

for the year ended March 31, 2024

## 25 Financial Instruments - Accounting classification and fair value measurements

- a) The fair value of the assets and liabilities are included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in forced or liquidation sale.
- b) **The following methods and assumptions were used to estimate the fair value:**
- 1) Fair value of cash and short-term deposits, trade and other short term receivables, trade payables, other current liabilities, short term loans from banks and other financial instruments approximate their carrying amounts largely due to the short term maturities of these instruments.
  - 2) Financial instruments with fixed and variable interest rates are evaluated by the Group based on parameters such as interest rate and individual credit worthiness of the counter party. Based on this evaluation, allowances are taken to account for the expected losses of these receivables.

c) **The Group uses the following hierarchy for determining and disclosing the fair value of financial instruments by valuation techniques:**

**Level 1 :** Quoted (unadjusted) prices in active markets for identical assets or liabilities.

**Level 2 :** Valuation techniques for which all inputs which have a significant effect on the recorded fair value are observable, either directly or indirectly.

**Level 3 :** Valuation techniques which use inputs that have a significant effect on the recorded fair value that are not based on observable market data.

The following table shows the carrying amounts and fair values of financial assets and financial liabilities, including their levels in the fair value hierarchy :

### As at March 31, 2024

(₹ in lacs)

	Carrying amount				
	Financial assets - FVTPL	FVOCI - Equity Instruments	Financial assets - cost / amortised cost	Financial liabilities - cost / amortised cost	Total carrying amount
<b>Financial assets measured at fair value</b>					
Investments	99.08	1,078.22	-	-	1,177.30
	<b>99.08</b>	<b>1,078.22</b>	-	-	<b>1,177.30</b>
<b>Financial assets not measured at fair value</b>					
Investments	-	-	0.55	-	0.55
Trade Receivables	-	-	41,849.84	-	41,849.84
Cash and Cash Equivalents	-	-	1,031.53	-	1,031.53
Other Bank Balances	-	-	3,148.35	-	3,148.35
Loans	-	-	16.48	-	16.48
Other Financial Assets	-	-	2,856.22	-	2,856.22
	-	-	<b>48,902.97</b>	-	<b>48,902.97</b>
<b>Financial liabilities not measured at fair value</b>					
Borrowings	-	-	-	11,925.18	11,925.18
Lease Liabilities	-	-	-	218.63	218.63
Trade Payables	-	-	-	12,066.61	12,066.61
Other Financial Liabilities	-	-	-	10,098.65	10,098.65
	-	-	-	<b>34,309.07</b>	<b>34,309.07</b>

The Group has not disclosed the fair values for financial instruments such as trade receivables, cash and cash equivalents, other bank balances, loans, other financial assets, borrowings, trade payables and financial liabilities because their carrying amounts are a reasonable approximation of fair value.

# Notes to Consolidated Financial Statements

for the year ended March 31, 2024

As at March 31, 2023

(₹ in lacs)

	Carrying amount				Total carrying amount
	Financial assets - FVTPL	FVOCI - Equity Instruments	Financial assets - cost / amortised cost	Financial liabilities - cost / amortised cost	
<b>Financial assets measured at fair value</b>					
Investments	2,206.98	53.24	-	-	2,260.22
	<b>2,206.98</b>	<b>53.24</b>	<b>-</b>	<b>-</b>	<b>2,260.22</b>
<b>Financial assets not measured at fair value</b>					
Investments	-	-	0.55	-	0.55
Trade Receivables	-	-	33,881.17	-	33,881.17
Cash and Cash Equivalents	-	-	3,481.43	-	3,481.43
Other Bank Balances	-	-	935.88	-	935.88
Loans	-	-	15.00	-	15.00
Other Financial Assets	-	-	3,621.53	-	3,621.53
	<b>-</b>	<b>-</b>	<b>41,935.56</b>	<b>-</b>	<b>41,935.56</b>
<b>Financial liabilities not measured at fair value</b>					
Borrowings	-	-	-	25,311.56	25,311.56
Lease Liabilities	-	-	-	242.09	242.09
Trade Payables	-	-	-	12,915.35	12,915.35
Other Financial Liabilities	-	-	-	9,387.00	9,387.00
	<b>-</b>	<b>-</b>	<b>-</b>	<b>47,856.00</b>	<b>47,856.00</b>

The Group has not disclosed the fair values for financial instruments such as trade receivables, cash and cash equivalents, other bank balances, loans, other financial assets, borrowings, trade payables and financial liabilities because their carrying amounts are a reasonable approximation of fair value.

## Fair Value Measurement Hierarchy :

(₹ in lacs)

Particulars	As at March 31, 2024			As at March 31, 2023		
	Level 1	Level 2	Level 3	Level 1	Level 2	Level 3
Financial Asset	-	-	-	-	-	-
Non current Investments	-	-	1,078.22	-	-	53.24
Current Investment	-	99.08	-	-	2,206.98	-

# Notes to Consolidated Financial Statements

for the year ended March 31, 2024

## 26 Financial risk management

### Objectives and policies

#### Risk management framework

The Group's management has overall responsibility for the establishment and oversight of the Group's risk management framework.

The Group conducts yearly risk assessment activities to identify and analyse the risks faced by the Group, to set appropriate risk limits and controls and to monitor risks and adherence to limits. Risk management systems are reviewed regularly to reflect changes in market conditions and the Group's activities. The Group, through its training and management standards and procedures, aims to maintain a disciplined and constructive control environment in which all employees understand their roles and obligations.

The Group has a system in place to ensure risk identification and ongoing periodic risk assessment is carried out. The Board of directors periodically monitors the risk assessment.

The Group has exposure to the following risks arising from financial instruments :

- Credit risk
- Liquidity risk
- Market risk
- Interest risk

#### a) Credit risk

Credit risk is the risk that counterparty will not meet its obligation under a financial instrument or customer contract, leading to a financial loss. The Group is exposed to credit risk from its operating activities and from its financing activities, including deposits with banks and financial institutions, foreign exchange transactions and other financial instruments. The Group generally doesn't have collateral.

The carrying amounts of financial assets represent the maximum credit risk exposure. The maximum exposure to credit risk at the reporting date is as follows :-

	As at March 31, 2024	As at March 31, 2023
	(₹ in lacs)	
Trade Receivables	41,849.84	33,881.17
Cash and Cash Equivalents	1,031.53	3,481.43
Other Bank Balances	3,148.35	935.88
Loans	16.48	15.00
Other Financial Assets	2,856.22	3,621.53
<b>Total</b>	<b>48,902.42</b>	<b>41,935.01</b>

# Notes to Consolidated Financial Statements

for the year ended March 31, 2024

## Trade receivables

Customer credit risk is managed as per Group's established policy, procedures and control relating to customer credit risk management. Credit risk has always been managed by the Group through credit approvals, establishing credit limits and continuously monitoring the creditworthiness of customers to which the Group grants credit terms in the normal course of business.

An impairment analysis is performed for all major customers at each reporting date on an individual basis. In addition, a large number of minor receivables are grouped into homogenous group and assessed for impairment collectively. The calculation is based on historical data. The maximum exposure to credit risk at the reporting date is the carrying value of each class of financial assets. The Group evaluates the concentration of risk with respect to trade receivables as low, as its customers are located in several industries and operate in largely independent markets.

(₹ in lacs)

	Contractual cash flows		
	Carrying amount	Less than one year	More than 1 year
As at March 31, 2024	41,849.84	41,849.84	-
As at March 31, 2023	33,881.17	33,881.17	-

## Bank balances and deposits with banks

Credit risk from balances with banks is managed by the Group's finance department as per Group's policy. Investment of surplus funds are made only with approved counterparties and within credit limits assigned to each counterparty. Counterparty credit limits are reviewed by the Group's Board of Directors on an annual basis, and may be updated throughout the year subject to approval of the Group's Board of directors. The limits are set to minimise the concentration of risks and therefore mitigate financial loss through counterparty's potential failure to make payments.

## b) Liquidity risk

Liquidity risk is the risk that the Group will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Group's approach to managing liquidity is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when they are due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Group's reputation.

### Exposure to liquidity risk

The following are the remaining contractual maturities of financial liabilities at the reporting date. The amounts are gross and undiscounted, and include estimated interest payments and exclude the impact of netting agreements.

### As at March 31, 2024

(₹ in lacs)

	Contractual cash flows		
	Carrying amount	Less than one year	More than 1 year
Borrowings	11,925.18	5,614.88	6,310.30
Lease Liabilities	218.63	36.77	181.86
Trade Payables	12,066.61	12,066.61	-
Other Financial Liabilities	10,098.65	4,601.84	5,496.81
	<b>34,309.07</b>	<b>22,320.10</b>	<b>11,988.97</b>

# Notes to Consolidated Financial Statements

for the year ended March 31, 2024

As at March 31, 2023

(₹ in lacs)

	Contractual cash flows		
	Carrying amount	Less than one year	More than 1 year
Borrowings	25,311.56	22,910.91	2,400.65
Lease Liabilities	242.09	28.34	213.75
Trade Payables	12,915.35	12,915.35	-
Other Financial Liabilities	9,387.00	2,959.71	6,427.29
	<b>47,856.00</b>	<b>38,814.31</b>	<b>9,041.69</b>

## c) Market risk

Market risk is the risk of loss of future earnings, fair value or future cash flows arising out of change in the price of a financial instrument. These include change as a result of changes in the interest rates, foreign currency exchange rates, equity prices and other market changes that affect market risk sensitive instruments. Market risk is attributable to all market risk sensitive financial instruments including investments and deposits, foreign currency receivables, payables and loans and borrowing.

The Group manages market risk through a risk management committee engaged in, inter alia, evaluation and identification of risk factors with the object of governing / mitigation them accordingly to Group's objectives and declared policies in specific context of impact thereof on various segments of financial instruments.

### Currency risk

The Group is exposed to currency risk to the extent that there is mismatch between the currencies in which sales, purchase are denominated and the respective functional currencies of Group. The Group has export sales primarily denominated in US dollars.

### Exposure to currency risk

The Group's exposure to currency risk as reported to the management is as follows:

	As at March 31, 2024	As at March 31, 2023
	USD in lacs	USD in lacs
Export receivables	0.61	0.25
Overseas payables	-	-
<b>Total</b>	<b>0.61</b>	<b>0.25</b>

### Foreign currency sensitivity

1% increase in foreign exchange rates will have the following impact on profit before tax:

(₹ in lacs)

	As at March 31, 2024	As at March 31, 2023
Increase / (decrease) in profit	0.50	0.20
<b>Total increase / (decrease) in profit</b>	<b>0.50</b>	<b>0.20</b>

A 1% decrease in foreign exchange rates at the reporting date would have had equal but opposite effect on the amounts shown above, on the basis that all other variable remain constant.

# Notes to Consolidated Financial Statements

for the year ended March 31, 2024

## d) Interest risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The entity's exposure to the risk of changes in market interest rates relates primarily to the Group's long-term debt obligations with floating interest rates.

At the reporting date the interest rate profile of the Group's interest-bearing financial instruments is as follows:

(₹ in lacs)

	As at March 31, 2024	As at March 31, 2023
<b>Fixed rate instruments</b>		
<b>Financial liabilities</b>		
Borrowings / Other Financial Liabilities	17,422.00	31,624.85
<b>Total</b>	<b>17,422.00</b>	<b>31,624.85</b>
<b>Variable-rate instruments</b>		
<b>Financial liabilities</b>		
Borrowings / Other Financial Liabilities	-	-
<b>Total</b>	<b>-</b>	<b>-</b>

## Cash flow sensitivity analysis for variable-rate instruments

An increase of 100 basis points in interest rates at the reporting date would have decreased gain as at year end by the amounts shown below. This analysis assumes that all other variables remain constant.

(₹ in lacs)

Particulars	Profit or loss
<b>March 31, 2024</b>	
Variable-rate instruments	-
<b>Cash flow sensitivity</b>	<b>-</b>
<b>March 31, 2023</b>	
Variable-rate instruments	-
<b>Cash flow sensitivity</b>	<b>-</b>

A decrease of 100 basis points in the interest rates at the reporting date would have had equal but opposite effect on the amounts shown above, on the basis that all other variable remain constant.

## 27 Deferred Tax Assets / ( Liabilities)

The following is the analysis of deferred tax assets / (liabilities) presented in the balance sheet :

(₹ in lacs)

Movement in deferred tax assets / (liabilities) during the year	Opening Balance as at 01-04-2023	Recognised in statement of Profit & loss	Closing Balance as at 31-03-2024
<b>Deferred Tax liabilities in relation to</b>			
Property Plant & Equipment	(5,180.42)	3,728.95	(1,451.47)
<b>Total A</b>	<b>(5,180.42)</b>	<b>3,728.95</b>	<b>(1,451.47)</b>
<b>Deferred Tax Assets in relation to</b>			
Lease Liabilities / ROU assets	5.77	4.55	10.32
Employee Benefit obligation	159.24	3.94	163.18
Provision / Impairment for Doubtful Debts / Advances / Deposits	4,944.50	(3,706.67)	1,237.83
Impairment in value of Investments	-	-	-
MAT Credit	27.17	(27.17)	-
Business Losses / Unabsorbed depreciation	43.74	(3.60)	40.14
<b>Total B</b>	<b>5,180.42</b>	<b>(3,728.95)</b>	<b>1,451.47</b>
<b>Total (A+B)</b>	<b>-</b>	<b>-</b>	<b>-</b>

# Notes to Consolidated Financial Statements

## for the year ended March 31, 2024

**27.1** Deferred tax asset on tax losses and unabsorbed depreciation under Income Tax Act, has been recognised to the extent it is probable that future taxable income will be available against which these can be utilised. Accordingly, deferred tax assets have not been created on balance carried forward business losses and unabsorbed depreciation of ₹ 30,111.17 Lacs as on March 31, 2024 (P.Y. ₹ 22,478.63 Lacs).

### 28 Income Taxes

(₹ in lacs)

	Year ended March 31, 2024	Year ended March 31, 2023
<b>a) Income Tax recognised in the Statement of Profit and Loss</b>		
<b>Current Tax</b>		
In respect of current year	-	-
Adjustments in respect of previous years	-	(0.55)
<b>Deferred Tax</b>		
In respect of current year	-	-
Adjustments in respect of deferred tax of previous years	-	-
<b>Total</b>	-	<b>(0.55)</b>
	<b>As at March 31, 2024</b>	<b>As at March 31, 2023</b>
<b>b) Income tax expense recognised in Other Comprehensive Income</b>		
Income tax expense on remeasurement of defined benefit plans	-	-
<b>c) Current Tax Liabilities</b>		
Provision for Taxation (Net of Advance Tax)	-	-
<b>d) Non-Current Tax Assets</b>		
Advance Tax (Net of Provision for Taxation)	538.07	428.89

### 29 Capital Management

For the purpose of the Group's capital management, capital includes issued capital and all other equity reserves attributable to the equity shareholders of the Group. The primary objective of the Group when managing capital is to safeguard its ability to continue as a going concern and to maintain an optimal capital structure so as to maximize shareholder value.

Consequent to such capital structure, there are no externally imposed capital requirements. In order to maintain or achieve an optimal capital structure, the Group allocates its capital for distribution as dividend or re-investment into business based on its long term financial plans.

The Group monitors capital based on the following ratio :-

(₹ in lacs)

	As at March 31, 2024	As at March 31, 2023
Total Net Debt	10,893.65	21,830.13
Total Equity	65,388.76	48,291.64
Debt to Equity Ratio	0.17	0.45



# Notes to Consolidated Financial Statements

for the year ended March 31, 2024

## 30 Contingent Liability not provided for:

Particulars	(₹ in lacs)	
	As at March 31, 2024	As at March 31, 2023
a) Estimated amount of contracts remaining to be executed on capital accounts and not provided for	5,000.00	-
b) Bank guarantees issued on behalf of the Company	372.11	317.11
c) In respect of disputed Indirect Tax matters, pending before the appropriate tax authorities, contested by the Company		
<b>i) Sales Tax</b>		
F.Y. 2015-2016 (MVAT)	-	94.35
F.Y. 2015-2016 (Central Sales Tax)	-	146.72
F.Y. 2016-2017 (MVAT)	52.93	52.93
F.Y. 2017-2018 (MVAT)	51.58	51.58
F.Y. 2017-2018 (Central Sales Tax)	74.76	74.76
F.Y. 2018-2019 (CST )	6.21	-
F.Y. 2015-2016 (CST - AP)	0.03	0.03
F.Y. 2015-2016 (Entry Tax - KTEG Act 1979)	-	22.00
F.Y. 2017-2018 (KVAT-Karnataka )	-	22.04
F.Y. 2017-2018 (KTEG-Karnataka )	-	2.17
F.Y. 2017-2018 (CST-Karnataka )	-	1.42
F. Y. 2013-14 PVT Punjab	0.10	0.10
F. Y. 2013-14 CST Punjab	24.65	24.65
F. Y. 2014-15 CST Punjab	122.08	122.08
F. Y. 2015-16 PVT Punjab	3.47	3.47
F. Y. 2015-16 CST Punjab	37.36	37.36
F. Y. 2016-17 PVT Punjab	32.15	-
F. Y. 2016-17 CST Punjab	40.42	-
<b>ii) Central Excise / Service tax</b>		
April 2012 - January 2016 (Central Excise)	1.84	1.84
March 2015 - June 2017 (Central Excise)	828.55	828.55
F.Y. 2015-2017 (Service Tax)	65.69	65.69
<b>iii) Income Tax (TDS)</b>		
F.Y. 2016-2017	2.66	-
<b>iv) Goods and Service Tax</b>		
F.Y 2017-18 (CGST)- AP	21.67	-
F.Y 2018-19 (CGST)-AP	49.97	-
F.Y 2017-18 (CGST) KN	40.27	-

Contingent liabilities above represent estimates made mainly for probable claims arising out of litigation and disputes pending with tax authorities. The probability and timing of outflow with regard to these matters depend on the final outcome of litigations / disputes. Hence the Company is not able to reasonably ascertain the timing of the outflow.

In addition to above, the Company is also subject to legal proceedings and claims which arise in the ordinary course of business. The Company has reviewed all its pending litigations and proceedings and has adequately provided for where provisions are required and disclosed as contingent liability, where applicable. The management does not reasonably expect that these legal actions, when ultimately concluded and determined, will have a material and adverse effect on the Company's operations or financial condition.

# Notes to Consolidated Financial Statements

## for the year ended March 31, 2024

### 31 Operating Lease:

- a) The company has taken certain office premises and warehouse under cancellable operating leases. In the rent agreements there are no terms for purchase option or any restriction such as those concerning dividend and additional debts. Lease agreements of the company do not contain any variable lease payment or any residual value guarantees.

Information in respect of leases for which right-of-use assets and corresponding lease liabilities have been recognised are as follows:

Particulars	(₹ in lacs)	
	As at March 31, 2024	As at March 31, 2023
Carrying amount right-of-use assets at beginning of the year	219.16	17.74
Additions to right-of-use assets during the year	18.19	255.05
Deletions to right-of-use assets during the year	-	-
Amortisation of right-of-use assets during the year	59.71	53.62
Interest expense (unwinding of discount) on lease liabilities	21.54	19.55
Total cash outflows in respect of leases	63.20	52.91
Carrying amount right-of-use assets at year end	177.64	219.16

- b) Lease rentals of ₹ 22.12 lacs (P.Y. ₹ 29.21 lacs ) in respect of short term lease have been recognised in the statement of profit and loss as rent expense.
- c) The Company has taken bottling units under short term cancellable operating lease at various locations and during the financial year ₹ 155.45 lacs (P.Y. ₹ 91.44 lacs ) paid towards lease rentals has been charged to Statement of Profit and Loss under Contract manufacturing cost.
- d) Maturity profile :

Maturities of Lease Liabilities	(₹ in lacs)				
	Carrying amount	Less than 1 year	1 to 3 years	3 to 5 years	above 5 years
Lease Liabilities	218.63	36.77	181.04	0.82	-

### 32 The disclosure of Ind AS 19 "Employee Benefits" is as follows:

#### Defined Contribution Plan

The Company has charged in the Statement of Profit and Loss during the financial year an amount of ₹ 198.53 lacs (P.Y. ₹ 188.67 lacs ) under defined contribution plan as employer's contribution to Provident Fund.

#### Defined Benefit Plan

The Employees' gratuity fund scheme managed by LIC is a defined benefit plan. The present value of obligation is determined based on actuarial valuation using the Projected Unit Credit Method ( PUCM), which recognizes each period of service as giving rise to additional unit of employee benefit entitlement and measures each unit separately to build up the final obligation. The obligation for leave encashment is recognized in the manner as gratuity.

# Notes to Consolidated Financial Statements

for the year ended March 31, 2024

The net value of the defined commitment is detailed below:

(₹ in lacs)

	As at March 31, 2024		As at March 31, 2023	
	Funded Gratuity	Unfunded Gratuity	Funded Gratuity	Unfunded Gratuity
Present Value of obligation	445.44	62.13	420.04	102.28
Fair Value of Plans	73.54	-	68.30	-
<b>Net Liability in the balance sheet</b>	<b>371.90</b>	<b>62.13</b>	<b>351.74</b>	<b>102.28</b>
<b>Defined Benefit Obligations</b>	-	-	-	-
Balance at the beginning of the year	420.04	102.28	407.72	121.65
Interest expenses	30.87	7.66	27.32	8.60
Current service cost	30.46	5.95	22.71	7.29
Past service cost#	-	(57.91)	-	-
(Liability Transferred Out / Divestments)	-	-	16.34	(16.35)
Benefit paid directly by the employer	(44.42)	(7.64)	(85.87)	(38.86)
Benefit paid directly from the fund	-	-	-	-
Actuarial (gain) / loss-Due to change in Demographic Assumptions	-	-	-	-
Actuarial (gain) / loss-Due to change in Financial assumptions	3.04	1.31	(11.05)	(2.49)
Actuarial (gain) / loss- Due to Experience	5.45	10.48	42.87	22.44
Balance at the end of the year	<b>445.44</b>	<b>62.13</b>	<b>420.04</b>	<b>102.28</b>
<b>Plan Assets</b>				
Balance at the beginning of the year	68.30	-	63.62	-
Interest Income	5.02	-	4.26	-
Expected return on plan assets	0.22	-	0.42	-
Paid Funds	-	-	-	-
Actuarial (gain) / loss	-	-	-	-
<b>Balance at the end of the year</b>	<b>73.54</b>	<b>-</b>	<b>68.30</b>	<b>-</b>

(₹ in lacs)

	For the year ended March 31, 2024		For the year ended March 31, 2023	
	Funded Gratuity	Unfunded Gratuity	Funded Gratuity	Unfunded Gratuity
<b>Return on Plan Assets</b>				
Expected return on plan assets	0.22	-	0.42	-
Actuarial (gain) / loss	-	-	-	-
<b>Actual Return on Plan Assets</b>	<b>0.22</b>	<b>-</b>	<b>0.42</b>	<b>-</b>
<b>Expenses Recognised in the Statement of Profit or Loss on defined benefit plan</b>				
Current service costs	30.46	5.95	22.71	7.29
Past service cost #	-	(57.91)	-	-
Interest expense	30.87	7.66	27.31	8.60
Interest Income	(5.02)	-	(4.26)	-
Expected return on plan assets	-	-	-	-
<b>Expenses Recognised</b>	<b>56.31</b>	<b>(44.30)</b>	<b>45.76</b>	<b>15.89</b>

# Notes to Consolidated Financial Statements

for the year ended March 31, 2024

(₹ in lacs)

	For the year ended March 31, 2024		For the year ended March 31, 2023	
	Funded Gratuity	Unfunded Gratuity	Funded Gratuity	Unfunded Gratuity
<b>Expenses Recognised in the Other Comprehensive Income (OCI) on defined benefit plan</b>				
Actuarial (gain) / loss	8.49	11.77	31.82	19.95
Expected return on plan assets	(0.22)	-	(0.42)	-
<b>Net (Income) / Expense for the period Recognised in OCI</b>	<b>8.27</b>	<b>11.77</b>	<b>31.40</b>	<b>19.95</b>

# Note: Excess provision of ₹ 57.91 lacs of earlier years reversed during FY 2023-2024 and the same has been accounted under other income.

(₹ in lacs)

	For the year ended March 31, 2024		For the year ended March 31, 2023	
	Funded Gratuity	Unfunded Gratuity	Funded Gratuity	Unfunded Gratuity
<b>Maturity Analysis of the Benefit Payments: From the Fund</b>				
Projected Benefits Payable in Future Years From the Date of Reporting				
1 <sup>st</sup> Following Year	90.22	5.63	112.11	6.01
2 <sup>nd</sup> Following Year	62.89	2.21	45.53	6.45
3 <sup>rd</sup> Following Year	48.59	3.97	55.30	5.55
4 <sup>th</sup> Following Year	42.81	3.55	40.21	9.21
5 <sup>th</sup> Following Year	48.02	3.16	35.51	6.88
Sum of Years 6 to 10	193.32	32.42	164.61	51.17
Sum of Years 11 and above	163.75	73.99	148.10	136.92
<b>Sensitivity Analysis</b>				
Projected Benefits Obligations on Current Assumptions	445.44	62.13	420.04	102.28
Delta Effect +1% Change in Rate of Discounting	(18.26)	-4.73	(15.74)	-8.07
Delta Effect -1% Change in Rate of Discounting	20.08	5.37	17.30	9.25
Delta Effect +1% Change in Rate of Salary Increase	19.28	5.45	16.61	9.39
Delta Effect -1% Change in Rate of Salary Increase	(17.92)	-4.87	(15.52)	-8.32
Delta Effect +1% Change in Rate of Employee Turnover	1.78	0.85	2.05	1.77
Delta Effect -1% Change in Rate of Employee Turnover	(1.98)	-0.93	(2.25)	-1.96
<b>Investments Details</b>	<b>% Invested March 31, 2024</b>	<b>% Invested March 31, 2024</b>	<b>% Invested March 31, 2023</b>	<b>% Invested March 31, 2023</b>
Funds Managed by Life Insurance Corporation	100	-	100	-
Public Sector Unit Bonds	-	-	-	-
State / Central Guaranteed securities	-	-	-	-
Special deposit schemes	-	-	-	-
Other (excluding bank balances)	-	-	-	-
	<b>100</b>	<b>-</b>	<b>100</b>	<b>-</b>

# Notes to Consolidated Financial Statements

for the year ended March 31, 2024

(₹ in lacs)

	For the year ended March 31, 2024		For the year ended March 31, 2023	
	Funded Gratuity	Unfunded Gratuity	Funded Gratuity	Unfunded Gratuity
<b>Actuarial assumptions</b>				
Mortality (LIC)	2012-14 Urban	2012-14 Urban	2012-14 Urban	2012-14 Urban
Discount rate (per annum)	7.35%	7.20%	7.35%	7.40%
Expected rate of return on plan assets (per annum)	7.35%		7.35%	
Rate of escalation in salary (per annum)	5.00%	4.00%	5.00%	4.00%

## Defined Contribution Plan

Present value of DBO, Fair Value of Plan Assets, Deficit / (Surplus), Experience Adjustments for current and earlier periods:

Funded Gratuity for the year ended	March 31, 2024	March 31, 2023	March 31, 2022	March 31, 2021	March 31, 2020
Present value of DBO	445.44	420.04	407.72	359.93	376.99
Fair value of plan assets	73.54	68.30	63.62	55.38	51.68
Deficit/(Surplus)	371.90	351.74	344.10	304.55	325.31

Unfunded Gratuity for the year ended	March 31, 2024	March 31, 2023	March 31, 2022	March 31, 2021	March 31, 2020
Present value of DBO	62.13	102.28	121.65	106.54	92.66
Fair value of plan assets	-	-	-	-	-
Deficit/(Surplus)	62.13	102.28	121.65	106.54	92.66

## 33 Employee Stock Option Scheme

a) The Shareholders of the Company at the Annual General Meetings held on August 06, 2008 and September 20, 2010 had approved the Employee Stock Option Scheme (ESOP) 2008 and Employee Stock Option Scheme (ESOP) 2010 respectively and also approved Employee Stock Option Scheme (ESOP) 2012 on May 24, 2012 by way of Postal Ballot.

b) During the financial year ended March 31, 2024 the following schemes were in operation :

### A) Employee Stock Option Scheme 2010

(in Nos.)

Particulars	Grant 6	Grant 7	Grant 8
Date of Grant	June 14, 2018	May 27, 2021	August 14, 2021
Date of the Board Approval	June 14, 2018	May 27, 2021	August 14, 2021
Date of the Shareholders Approval	Sept 20, 2010	Sept 20, 2010	Sept 20, 2010
Number of options granted till March 31, 2024	12,00,000	10,75,000	13,63,500
Number of options cancelled / lapsed till March 31, 2024	6,83,153	3,21,250	1,99,850
Number of options exercised till March 31, 2024	5,16,847	4,57,150	6,65,225
Net options outstanding as on March 31, 2024	-	2,96,600	4,98,425
Vesting period from the date of grant	3 years	3 years	3 years
Exercise period from the date of vesting	2 years	2 years	2 years

# Notes to Consolidated Financial Statements

## for the year ended March 31, 2024

### B) Employee Stock Option Scheme 2012

(in Nos.)

Particulars	Grant 6	Grant 7	Grant 8	Grant 9	Grant 10
Date of Grant	June 14, 2018	August 14, 2021	Sept 23, 2022	Oct 20, 2022	Aug 21, 2023
Date of the Board Approval	June 14, 2018	August 14, 2021	Sept 23, 2022	Oct 20, 2022	Aug 21, 2023
Date of the Shareholders Approval	May 24, 2012	May 24, 2012	May 24, 2012	May 24, 2012	May 24, 2012
Number of options granted till March 31, 2024	26,00,000	17,75,000	8,50,000	1,00,000	8,20,000
Number of options cancelled / lapsed till March 31, 2024	9,95,953	3,12,258	2,00,000	-	-
Number of options exercised till March 31, 2024	16,04,047	7,69,421	1,80,000	30,000	-
Net options outstanding as on March 31, 2024	-	6,93,321	4,70,000	70,000	8,20,000
Vesting period from the date of grant	3 years	3 years	3 years	3 years	3 years
Exercise period from the date of vesting	2 years	2 years	2 years	2 years	2 years

### C) The details of the options as on March 31, 2024 are as under:

(Nos. in lacs)

Particulars	ESOP Scheme 2010	ESOP Scheme 2012
<b>Financial Year 2022-23</b>		
<b>Options outstanding as on April 01, 2022</b>	<b>26.24</b>	<b>24.51</b>
Options granted from April 01, 2022 to March 31, 2023		9.50
Options cancelled from April 01, 2022 to March 31, 2023	-	-
Options lapsed from April 01, 2022 to March 31, 2023	5.14	5.37
Options exercised April 01, 2022 to March 31, 2023	5.38	5.91
<b>Options outstanding as on March 31, 2023</b>	<b>15.72</b>	<b>22.73</b>

Particulars	ESOP Scheme 2010	ESOP Scheme 2012
<b>Financial Year 2023-24</b>		
<b>Options outstanding as on April 01, 2023</b>	<b>15.72</b>	<b>22.73</b>
Options granted from April 01, 2023 to March 31, 2024	-	8.20
Options cancelled from April 01, 2023 to March 31, 2024	-	-
Options lapsed from April 01, 2023 to March 31, 2024	0.96	3.19
Options exercised April 01, 2023 to March 31, 2024	6.81	7.21
<b>Options outstanding as on March 31, 2024</b>	<b>7.95</b>	<b>20.53</b>

# Notes to Consolidated Financial Statements

for the year ended March 31, 2024

D) The Black Scholes valuation model has been used for computing the weighted average fair value considering the following inputs:

a) Employee Stock Option Scheme 2010

Particulars	Grant 6	Grant 7	Grant 8
Dates of Grant	June 14, 2018	May 27, 2021	August 14, 2021
Market Price (₹ per share) on the dates of grant	20.65	42.95	41.60
Volatility	57.12%	55.22%	55.04%
Risk free rate	7.90%	5.00%	5.08%
Exercise price	15	32	31
Time to maturity (years)	3	3	3
Dividend yield	0.00%	0.00%	0.00%
Option fair value (₹ per share)	11.45	22.01	21.3

b) Employee Stock Option Scheme 2012

Particulars	Grant 6	Grant 7	Grant 8	Grant 9	Grant 10
Dates of Grant	June 14, 2018	August 14, 2021	September 23, 2022	October 20, 2022	August 21, 2023
Market Price (₹ per share) on the dates of grant	20.65	41.60	91.35	94.7	207.15
Volatility	57.12%	55.04%	53.17%	53.01%	47.37%
Risk free rate	7.90%	5.08%	7.16%	7.25%	7.17%
Exercise price	15	31	67	74	142
Time to maturity (years)	3	3	3	3	3
Dividend yield	0.00%	0.00%	0.00%	0.00%	0.00%
Option fair value (₹ per share)	11.45	21.3	48.29	48.15	109.39

## 34 Segment Reporting:

The Company is predominantly engaged in the business of manufacture and sale of Indian Made Foreign Liquor and its related products which constitute a single business segment.

During the year ended March 31, 2024, three customers contributed 10% or more than to the Company's revenue.

# Notes to Consolidated Financial Statements

## for the year ended March 31, 2024

### 35 Related Party Disclosures:

The disclosures pertaining to the related parties as required by Ind AS 24 "Related Party Disclosure" are as under:

a) Key Managerial Personnel and Directors	: Mr. Amit Dahanukar	- Chairman & Managing Director (KMP)
	: Mrs. Shivani Amit Dahanukar	- Executive Director(KMP)
	: Dr. Ravindra Bapat	- Independent Director ( ceased as Independent Director on March 31, 2024 )
	: Mr. C V Bijlani	- Independent Director ( ceased as Independent Director on March 31, 2024 )
	: Mr. Kishorekumar Mhatre	- Independent Director
	: Maj.Gen. Dr. Dilawar Singh (Retd.)	- Independent Director
	: Mr. Satish Chand Mathur	- Independent Director
	: Ms. Swapna Shah	- Non-Executive Director
	: Ms. Aparna Chaturvedi	- Independent Woman Director
	: Mr. C R Ramesh	- Whole time Director (KMP)
	: Ms. Savitrii Dadhich	- Additional Director appointed on June 1, 2023. - Ceased as additional director on September 28, 2023.
	: Mr. Abhinav Gupta	- Chief Financial Officer ( w.e.f February 07, 2023 ) (KMP)
	: Mr. Minuzeer Bamboat	- Company Secretary ( w.e.f January 15, 2024 ) (KMP)
	: Ms. Dipti Todkar	- Company Secretary ( upto July 17, 2023 ) (KMP)
	: Mr. Ajit Anant Sirsat	- Chief Financial Officer ( up to October 15, 2022 ) (KMP)
Relative of Key Managerial Personnel	: Dr. Priyadarshini A. Dahanukar	
	: Ms. Sanaya Amit Dahanukar	
b) Entities controlled by Key Managerial Personnel	: M.L. Dahanukar & Co. Pvt. Ltd.	
	: Arunoday Investments Pvt. Ltd.	
	: Maharashtra Sugar Mills Pvt. Ltd.	
	: Smt. Malati Dahanukar Trust	
	: Dahanukar Vidyalaya Trust (Dahanukar English Medium School)	



# Notes to Consolidated Financial Statements

for the year ended March 31, 2024

(₹ in lacs)

Nature of Transaction (excluding reimbursements)	Parties referred in (a) above		Parties referred in (b) above	
	Year ended March 31, 2024	Year ended March 31, 2023	Year ended March 31, 2024	Year ended March 31, 2023
<b>Corporate Social Responsibility</b>				
Smt. Malati Dahanukar Trust	-	-	48.00	79.35
<b>Total</b>	-	-	<b>48.00</b>	<b>79.35</b>
<b>Payments to Key Managerial Personnel</b>				
Remuneration / ESOP Perquisites / Sitting Fees to Executive Directors / Relatives of Holding Company	821.07	473.11	-	-
Remuneration / ESOP Perquisites to Chief Financial Officer / Company Secretary	219.95	176.79	-	-
Remuneration and Sitting Fees to Executive Directors of Subsidiary Companies	-	259.45	-	-
Sitting Fees and Consultancy Charges to Non- Executive Director / Independent Director of Holding Company and Subsidiary Companies	50.50	49.20	-	-
Rent to Executive Directors / Relatives	55.34	47.48	-	-
<b>Total</b>	<b>1,146.86</b>	<b>1,006.03</b>	-	-
<b>Outstanding Receivable ( Rent Deposit )</b>				
Mr. Amit Dahanukar	800.00	800.00	-	-
Dr. Priyadarshini A. Dahanukar	203.66	203.66	-	-
M.L. Dahanukar & Co. Pvt. Ltd.	-	-	15.00	15.00
<b>Total</b>	<b>1,003.66</b>	<b>1,003.66</b>	<b>15.00</b>	<b>15.00</b>

Notes:

a) All Related Party Transactions entered during the year were in ordinary course of the business and on arm's length basis.

<b>Compensation of key management personnel and Directors of the Company **</b>	<b>Year ended March 31, 2024</b>	<b>Year ended March 31, 2023</b>
Short-term employee benefits	1,038.01	753.28
Directors sitting fees / Consultancy Charges	53.50	51.80
<b>Total compensation of key management personnel and directors of the Company</b>	<b>1,091.51</b>	<b>805.08</b>

\*\*Key Managerial Personnel who are under the employment of the Company are entitled to post employment benefits and other long term employee benefits recognised as per Ind AS 19 - 'Employee Benefits' in the financial statements. As these employee benefits are lump sum amounts provided on the basis of actuarial valuation, the same is not included above.

# Notes to Consolidated Financial Statements

## for the year ended March 31, 2024

**36** In accordance with proviso to Section 129(3) read with Rule 5 of the Companies (Accounts) Rules, 2014, a statement containing salient features of the financial statements of the Company's subsidiaries in Form AOC-1 is attached to the financial statements of the Company.

### **37 Auditor's remuneration charged to accounts:**

(₹ in lacs)

	<b>Year ended March 31, 2024</b>	<b>Year ended March 31, 2023</b>
a) Audit fees	17.07	18.21
b) Limited review fees	7.72	7.13
c) Reimbursement of expenses	0.24	0.28
	<b>25.03</b>	<b>25.62</b>

**38** Micro & Small enterprises have been identified by the Company on the basis of the information received from suppliers regarding their status under the Micro, Small and Medium Enterprises Development Act, 2006 (MSMED Act). The Company has amounts due to Micro & Small enterprises under the MSMED Act as follows :

(₹ in lacs)

<b>Particulars</b>	<b>As at March 31, 2024</b>	<b>As at March 31, 2023</b>
a) the principal amount and the interest due thereon remaining unpaid to any supplier at the end of each accounting year;	2,658.28	3,518.45
b) the amount of interest paid by the buyer in terms of section 16 of the Act, along with the amount of the payment made to the supplier beyond the appointed day during each accounting year;	-	-
c) the amount of interest due and payable for the period of delay in making payment (which has been paid but beyond the appointed day during the year) but without adding the interest specified under the Act ;	-	-
d) the amount of interest accrued and remaining unpaid at the end of year; and	52.31	76.51
e) the amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues above are actually paid to the small enterprise, for the purpose of disallowance of a deductible expenditure under section 23 of the Act.	-	-

### **39 Expenditure towards Corporate Social Responsibility (CSR) activities**

In accordance with the provisions of section 135 of the Act, the Board of Directors of the Holding Company had constituted a CSR committee. The details for CSR activities are as follows:

(₹ in lacs)

<b>Particulars</b>	<b>Year ended March 31, 2024</b>	<b>Year ended March 31, 2023</b>
i) Amount required to be spent by the company during the year	55.89	203.06
ii) Amount spent during the year on the following:	-	-
(a) For construction / acquisition of any assets - -	-	-
(b) For purposes other than (a) above	99.32	132.65
iii) Shortfall / (Excess ) at the end of the year.	-43.43	72.00
iv) Total of previous years shortfall	62.63	-
v) Reason for shortfall *		

# Notes to Consolidated Financial Statements

for the year ended March 31, 2024

(₹ in lacs)

Particulars	Year ended	
	March 31, 2024	March 31, 2023
vi) Details of related party transactions in relation to CSR expenditure as per relevant Accounting Standard		
a) Smt. Malati Dahanukar Trust	48.00	79.35

## Nature of CSR activities : Animal welfare, Heathcare and sanitation , Literacy, promoting Sports and Fitness, solid waste management

\* The Company has transferred Rs. 72 lacs in Unspent CSR Account as per Section 135(6) of the Companies Act, 2013 for FY 2022-23 with respect to the ongoing CSR projects of the Company at Shrirampur. The Company shall spend the amounts over three years for the said projects as per the details mentioned in the Corporate Social Responsibility Report.

## 40 Earnings Per Share:

(₹ in lacs)

	Year ended	
	March 31, 2024	March 31, 2023
Profit / (Loss) After Tax	13,801.10	14,989.89
Weighted average number of shares	1,910.00	1,706.14
Basic Earnings Per Share	7.23	8.79
Weighted average number of shares (adjusted for the effects of dilutive potential equity shares)	1,928.71	1,750.61
Diluted Earnings Per Share	7.16	8.56
Face Value per Equity Share	10.00	10.00

41 The Group does not enter into any derivative instruments for trading or speculative purposes. The foreign currency exposure not hedged as at March 31, 2024 are as under:

	Currency	As at March 31, 2024		As at March 31, 2023	
		FC Amount (in lacs)	(₹ in lacs)	FC Amount (in lacs)	(₹ in lacs)
Receivable - Debtors	USD	0.61	50.45	0.25	19.54

42 The Company has entered into arrangements with Tie-up Manufacturing Units (TMUs) wherein TMUs manufacture and sell beverage alcohol on behalf of the Company. Under such arrangements, the Company has exposure to significant risks and rewards associated with the sale of products i.e. it has the primary responsibility for providing goods to the customer, has pricing latitude and is also exposed to inventory and credit risks. Accordingly, the transactions of the TMUs under such arrangements have been recorded as gross revenue, excise duty and expenses as if they were transactions of the Company. The Company also presents inventory under such arrangements as its own inventory. The net receivables from / payable to TMUs are recognised under other financial assets / other financial liabilities respectively.

# Notes to Consolidated Financial Statements

## for the year ended March 31, 2024

(₹ in lacs)

Particulars	Year ended March 31, 2024	Year ended March 31, 2023
Revenue from operations / Other Income	13,123.58	12,370.64
<b>Total Income</b>	<b>13,123.58</b>	<b>12,370.64</b>
Cost of materials consumed / (Increase) / decrease in Inventories	2,953.55	4,436.42
Excise Duty	8,278.00	5,587.62
Finance Cost / Other expenses	468.89	695.25
<b>Total expenses</b>	<b>11,700.44</b>	<b>10,719.29</b>
<b>Profit/(Loss)</b>	<b>1,423.14</b>	<b>1,651.35</b>

(₹ in lacs)

In Balance Sheet	As at March 31, 2024	As at March 31, 2023
<b>Assets</b>		
Inventory	834.75	706.36
Trade Receivables	2,391.13	5,225.86
Cash and Bank Balances	121.03	110.43
Other Financial Assets	-	-
Other Assets	332.84	719.77
<b>Liabilities</b>		
Trade Payables	435.69	1,269.08
Provisions	232.46	73.68
Other Liabilities	215.86	218.81

- 43** The Holding Company expects to restart the grain distillery plant post incurring of relevant capital expenditure. In view of this, the management believes that there is no impairment in value of its ENA Plant and hence the recoverable amount of the ENA Plant is not required to be estimated.
- 44** a) Anupama Wine Distributors has filed a suit before the City Civil Court, Bangalore claiming approximately ₹ 731.10 lacs towards refund of security deposit and other dues. The Hon'ble Court vide its Order dated December 22, 2007 dismissed their application for attachment of property for recovery of the above dues. The Company has filed a counter claim for the sum of approximately ₹ 1,193.00 lacs against Anupama Wine Distributors and the matter is pending before City Civil Court, Bangalore. The matter is posted for filing evidence by Anupama Wine Distributors.
- b) A body corporate has filed a legal suit on the Company to obtain restraining order on the use of certain trademarks owned by the Company. An interim order was passed by the Bombay High Court upholding the ownership of the Company in the aforesaid trade marks and allowing the Company continuous and uninterrupted use of the said trademarks without any restraint. The interim order continues and the appeal filed by the body corporate against the Company is pending. The Company has filed Interim Application to restrain the Body Corporate from manufacturing said Trademarks owned by the Company. The said Interim Application is being heard before Hon'ble Bombay High Court.

# Notes to Consolidated Financial Statements

for the year ended March 31, 2024

## 45 Exceptional Items in the year ended March 31, 2024 includes :

	Income / (Expenses) ₹ in lacs
a) During the financial year 2023-24, the Company has made a pre-payment of the Restructured debt of Edelweiss Asset Reconstruction Company (EARC) acting as trustee of EARC Trust SC 241. Accordingly, the total Restructured debt of ₹ 17,622 lacs of EARC Trust SC 241 now stands reduced to ₹ Nil. Consequent to the above prepayment, the corresponding Balance debt of EARC Trust SC 241 of ₹ 362.45 lacs has been waived by EARC and has been written back by the Company along with a discount of ₹ 150 lacs on the Restructured debt received from EARC at the time of pre-payment. The Company has now completely repaid the Restructured debt of all the three EARC Trusts i.e EARC Trust SC 233, EARC Trust SC 241 and EARC Trust SC 269 as per the Master Restructuring Agreement (MRA) dated February 06, 2020 and stands discharged of all liabilities, dues, demands or claims in respect of the Restructured Facilities.	512.45
b) During the financial year 2023-24, Prag Distillery (P) Ltd (Prag), a wholly owned subsidiary, has written off Trade Receivables of ₹ 586.55 lacs and Earnest Money Deposit of ₹ 182.05 lacs receivable from Andhra Pradesh Beverage Corporation Ltd.( the Corporation) and other receivables of ₹ 38.12 lacs .	-806.72
<b>Total expenses in exceptional Items ( Net) in the year ended March 31, 2024</b>	<b>-294.27</b>

46 The Management of PunjabExpo Breweries Private Limited (“PunjabExpo”) a wholly owned subsidiary, has increased the capacity utilisation and contract manufacturing rates for bottling carried on for the holding company. Consequent to the financial restructuring and steps taken by PunjabExpo, efficiency has improved resulting in profit during the year and positive networth at the year end.

47 The Hon’ble NCLT had passed an order on June 23, 2023 for closure of liquidation process of Prag Distillery (P) Ltd. (“Prag”), wholly owned subsidiary of Tilaknagar Industries Ltd. (TI) and for reinstatement of the Board of Directors for the management of the operations of Prag. Accordingly, the Board of Directors have been reinstated on July 10, 2023. Prag is running its bottling operation at optimum capacity for the holding company and its networth is positive at the year end. Further, post the review of the bottling expansion project, the management has decided to abandon the same and hence an amount of ₹ 10,021.69 lacs has been written off in the books. Consequent to the earlier provision of ₹ 10,021.69 lacs provided in the financial statements of FY 2022-23, the net impact on the financial statements for FY 2023-24 is Nil.

48 During the year ended March 31, 2024, the Company has allotted the following equity shares on preferential basis :-

- 41,82,390 equity shares of face value of ₹ 10/- each to promoters / promoter group at an issue price of ₹ 53/- per equity share including a premium of ₹ 43/- per share
- 18,05,556 equity shares of face value of ₹ 10/- each to entities at an issue price of ₹ 72/- per equity share including a premium of ₹ 62/- per share.

49 The Hon’ble National Company Law Tribunal (NCLT), Mumbai has approved the scheme under Section 230-232 of the Companies Act, 2013 vide order dated May 17, 2023 in the matter of Scheme of Amalgamation (Merger by Absorption) of Kesarval Springs Distillers Private Limited (“KSDPL” or the “Transferor Company 1”), Mykingdom Ventures Private Limited (“MVPL” or the “Transferor Company 2”), Srirampur Grains Private Limited (“SGPL” or the “Transferor Company 3”) and Studd Projects Private Limited (“SPPL” or the “Transferor Company 4”) with and into Tilaknagar Industries Ltd. (“TI” or the “Transferee Company”) and their respective shareholders. The Company has filed INC-28 with Ministry of Corporate Affairs on June 08, 2023. Consequent to the filing of INC-28, the said Scheme has been accounted from the appointed date i.e. April 01, 2022 under common control as per Ind AS 103 - Business Combination, based on which the carrying value of assets amounting to ₹ 5.67 lacs, liabilities amounting to ₹ 2.25 lacs and retained earnings amounting to ₹ (52.52) lacs have been amalgamated with and be vested in transferee company. Consequently, amalgamation reserve of ₹ (19.00) lacs has been recorded on merger in the books of the transferee Company. Accordingly the figures in the statement for the year ended March 31, 2023 have been restated to include the effect of Scheme of Amalgamation (Merger by Absorption).

# Notes to Consolidated Financial Statements

for the year ended March 31, 2024

**50** The Income-Tax authorities ('the department') had conducted search activity during the month of February 2024 at some of the premises, plants and residences of Director of the Holding Company. The Holding Company extended full cooperation to the Income-tax officials during the search and provided required details, clarifications, and documents. As on the date of issuance of year ended March 31, 2024 financial statements, the Holding Company has not received any written communication from the department regarding the outcome of the search, therefore, the consequent impact on the year ended March 31, 2024 financial statements, if any, is not ascertainable.

The Management, after considering all available records and facts known to it, is of the view that there is no material adverse impact on the financial position of the Holding Company and no material adjustments are required to these financial statements for the year ended March 31, 2024 in this regard.

- 51**
- a) The Board of Directors recommended payment of Dividend of ₹ 0.50 per equity share of ₹ 10/- each for the financial year ended March 31, 2024 subject to the approval of the Members at the ensuing Annual General Meeting.
  - b) The Company has paid dividend for the financial year 2022-23 of ₹ 479.32 lacs ( ₹ 0.25 per share) during the financial year 2023-24.

## **52 Other Statutory Information:**

- i) The Group does not have any Benami property, where any proceeding has been initiated or pending against the group for holding any Benami property.
- ii) The Group does not have any immovable property (other than properties where the group is the lessee and the lease agreements are duly executed in favour of the lessee) whose title deeds are not held in the name of the Company.
- iii) The Company does not have any transactions with the struck off Companies.
- iv) As on March 31, 2024, the Group does not have any charges or satisfaction of charges which are yet to be registered with ROC beyond the statutory period except for satisfaction of charges in one of the subsidiary companies which was earlier under liquidation process. As on the date of issuance of the financial statements, the satisfaction of charges of the subsidiary company with ROC have been registered.
- v) The Group has not traded or invested in Crypto currency or Virtual Currency during the financial year.
- vi) The Group has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:-
  - a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Group (Ultimate Beneficiaries); or
  - b) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.
- vii) The Group has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Group shall:-
  - a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or;
  - b) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- viii) The Group does not have any such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961).

# Notes to Consolidated Financial Statements

for the year ended March 31, 2024

- ix) The Group has not made any Loans or Advances in the nature of loans that are granted to promoters, directors, KMPs and the related parties (as defined under Companies Act, 2013,) either severally or jointly with any other person, that are :-
  - (a) repayable on demand or
  - (b) without specifying any terms or period of repayment.
- x) The Group has not been declared as a wilful defaulter.
- xi) The Group was sanctioned ₹ 2,500 lacs working capital limits from Kotak Mahindra Bank during the year.

**53** The Group has used accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software. With respect to changes made by certain privileged access rights to the SAP application and / or the underlying database audit trail feature is not enabled. The Group does have a privileged access monitoring tool that monitors these access rights and the Company is in the process of further strengthening this feature with adequate logs to be maintained. Further no instance of audit trail feature being tampered with was noted in respect of the software.

**54** Figures of previous year have been regrouped, reclassified and recast, wherever considered necessary.

As per our Report of even date annexed.

**For Harshil Shah & Company**  
*Chartered Accountants*  
Firm Registration No.141179W

**Harshil Shah**  
*Partner*  
Membership No.124146

Place : Mumbai  
Date : May 21, 2024

For and on behalf of the Board of Directors

**Amit Dahanukar**  
*Chairman & Managing Director*  
(DIN:00305636)

**Abhinav Gupta**  
*Chief Financial Officer*

**Aparna Chaturvedi**  
*Director*  
(DIN: 00028647)

**Minuzeer Bamboat**  
*Company Secretary*

## Statement on Impact of Audit Qualifications (for audit report with modified opinion) submitted along with Annual Audited Financial Results (Consolidated)

Statement on Impact of Audit Qualifications for the Financial Year ended March 31, 2024 [See Regulation 33 / 52 of the SEBI (LODR) (Amendment) Regulations, 2016]

I. SI. No.	Particulars	Audited Figures (as reported before adjusting for qualifications) ₹ in lacs	Adjusted Figures (audited figures after adjusting for qualifications) ₹ in lacs
1	Turnover / Total income	2,97,239.86	2,97,239.86
2	Total Expenditure	2,83,144.49	2,83,144.49
3	Exceptional Item Income (Expenses)	(294.27)	(294.27)
3	Net Profit / (Loss) after tax	13,801.10	13,801.10
4	Earnings Per Share (In ₹)	7.23	7.23
5	Total Assets	1,03,344.03	1,03,344.03
6	Total Liabilities	37,955.27	37,955.27
7	Net Worth	65,388.76	65,388.76
8	Any other financial item(s) (as felt appropriate by the management)	Nil	Nil
<b>II. Audit Qualification (each audit qualification separately):</b>			
a.	<b>Details of Audit Qualification:</b>	(i) The Holding Company has not carried out impairment assessment of one of the ENA plant that is not in operation, as required by Indian Accounting Standard (Ind AS 36) 'Impairment of Assets' though there is an indication of impairment. Reference is invited to note no. 5 of the consolidated annual financial results.	
b.	<b>Type of Audit Qualification:</b>	Qualified Opinion	
c.	<b>Frequency of qualification:</b>	Point (i) - Appearing ninth time	
d.	<b>For Audit Qualification(s) where the impact is not quantified by the auditor:</b>		
	<b>(i) If management is unable to estimate the impact, reasons for the same:</b>	Response to Point (II)(a)(i) The Company expects to restart the grain distillery plant post incurring of relevant capital expenditure. In view of this, the management believes that there is no impairment in value of its ENA Plant and hence the recoverable amount of the ENA Plant is not required to be estimated.	
	<b>(ii) Auditors' Comments on (i) or (ii) or(iii) above:</b>	Refer II (a) (i) above	
<b>III. Signatories:</b>			
	• <b>CEO/Managing Director</b>	Amit Dahanukar	
	• <b>CFO</b>	Abhinav Gupta	
	• <b>Audit Committee Chairperson</b>	Aparna Chaturvedi	
	• <b>Statutory Auditors</b>	For Harshil Shah & Company Harshil Shah (Partner)	

Place: Mumbai

Date : May 21, 2024



# Independent Auditor's Report

To the Members of TILAKNAGAR INDUSTRIES LTD.

## Report on the Audit of the Standalone Financial Statements

### Qualified Opinion

We have audited the accompanying standalone financial statements of **Tilaknagar Industries Ltd.** ("the Company"), which comprise the Balance Sheet as at March 31, 2024, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash Flows for the year ended on that date, and a summary of significant accounting policies and other explanatory information (hereinafter referred to as the "standalone financial statements").

In our opinion and to the best of our information and according to the explanations given to us, except for the possible effects of the matters described in basis for qualified opinion paragraph, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2024, the profits and total comprehensive income, changes in equity and its cash flows for the year ended on that date.

### Basis for Qualified Opinion

The Company has not carried out impairment assessment of one of the ENA plants that is not in operation, as required by Indian Accounting Standard (Ind AS 36) 'Impairment of Assets' though there is an indication of impairment. Reference is invited to note no. 42 of the standalone financial statements.

We conducted our audit of the standalone financial statements in accordance with the Standards on Auditing specified under section 143(10) of the Act (SAs). Our responsibilities under those Standards are further described in the 'Auditor's Responsibilities for the Audit of the Financial Statements' section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the independence requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we

have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

### Emphasis of matter:

We draw attention to Note no 47 of the Standalone financial Statements, describing the Search operations carried out by the Income tax authorities at certain premises of the Company in February 2024. Pending the outcome of the search proceedings, the consequent impact on the financial statements for the year ended March 31, 2024, if any, is currently not ascertainable.

Our opinion is not modified in respect of this matter.

### Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.

### Provisions, Contingencies and Litigations and disclosure of Contingent liabilities:

#### Description of Key Audit Matter:

As at the year end, the Company has exposures towards litigations relating to various tax and other matters as set out in the Notes below. Significant management judgement is required to assess such matters to determine the probability of occurrence of material outflow of economic resources and whether a provision should be recognised or a disclosure should be made. The management judgement is also supported with legal advice in certain cases as considered appropriate. As the ultimate outcome of the matters are uncertain and the positions taken by the management are based on the application of their best judgement, related legal advice including those relating to interpretation of laws / regulations, it is considered to be a Key Audit Matter.

The Company derives its revenue from sale of liquor products to a wide range of customers through a network of distributors and state government corporations. The Company launches various sales promotional schemes in different states for Distributors, Retailers and Counter Sales Managers to market its products. The Company is required to estimate the provisions for the above sales promotional schemes. Due to the large network of distribution, significance of amounts and judgements involved

in assessing appropriate provision, this matter is considered as key audit matter.

Refer Note no. 29, 43 and 1.3(vii) of standalone financial statements and accounting policies for contingent liabilities, provisions and related disclosures.

### **Auditor's response:**

Our audit procedures included the following:

- We understood, assessed and tested the design and operating effectiveness of key controls surrounding provisions, assessment of litigations relating to the relevant laws and regulations;
- Tested the adequacy of provisions made for various sales promotion schemes launched by the Company and committed to its distributors, retailers and counter sales managers. On sample basis tested the transactions recorded during the year basis the verification of supporting documents.
- We have reviewed the legal and other professional expenses and enquired with the management for recent developments and the status of the material litigations which were reviewed;
- We performed our assessment on a test basis on the underlying calculations supporting the contingent liabilities / other significant litigations disclosed in the standalone financial statements;
- We used auditor's experts / specialists to gain an understanding and to evaluate the disputed tax matters;
- We considered external legal opinions, where relevant, obtained by management;
- We evaluated management's assessments by understanding precedents set in similar cases and assessed the reliability of the management's past estimates / judgements;
- We evaluated management's assessment around those matters that are not disclosed or not considered as contingent liability, as the probability of material outflow is considered to be remote by the management; and
- We assessed the adequacy of the Company's disclosures

Based on the above work performed, the assessment in respect of provisions, litigations and related disclosures relating to contingent liabilities / other significant litigations in the standalone financial statements is considered to be reasonable.

### **Information Other than the Standalone Financial Statements and Auditor's Report Thereon**

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Management

Discussion and Analysis, Board's Report including Annexures to Board's Report, Business Responsibility Report, Corporate Governance and Shareholder's Information, but does not include the financial statements and our auditor's report thereon.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

### **Management's Responsibility for the Standalone Financial Statements**

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance, total comprehensive income, changes in equity and cash flows of the Company in accordance with the Ind AS and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors are responsible for overseeing the Company's financial reporting process.

## Auditor's Responsibilities for the Audit of the Standalone Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

## Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government in terms of Section 143(11) of the Act, we give in "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by Section 143(3) of the Act, based on our audit we report that:
  - a) We have sought and except for the matter described in the Basis for Qualified Opinion paragraph, obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
  - b) Except for the possible effects of the matter described in the Basis for Qualified Opinion

paragraph above and for the matter stated in the paragraph 2i(vi) below on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014, in our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.

- c) The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, Statement of Changes in Equity and the Statement of Cash Flows dealt with by this Report are in agreement with the relevant books of account.
- d) Except for the possible effects of the matter described in the Basis for Qualified Opinion paragraph above, in our opinion, the aforesaid standalone financial statements comply with the Ind AS specified under Section 133 of the Act.
- e) The matter described in the Basis for Qualified Opinion paragraph above, in our opinion, may have an adverse effect on the functioning of the Company.
- f) On the basis of the written representations received from the directors as on March 31, 2024 and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2024 from being appointed as a director in terms of Section 164 (2) of the Act.
- g) The modifications relating to the maintenance of accounts and other matters connected therewith are as stated in basis for qualified opinion paragraph and paragraph '2.(b)' above on reporting under Section 143(3)(b) of the Act and in paragraph '2.(i)(vi)' below on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014.
- h) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.
- i) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:

In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors

during the year is in accordance with the provisions of section 197 of the Act.

- j) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:
  - i. The Company has disclosed the impact of pending litigation on its financial position as at March 31, 2024.
  - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
  - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company during the year ended March 31, 2024.
  - iv. (a) The Management has represented that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entity ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
  - (b) The Management has represented, that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the Company from any person or entity, including foreign entity ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or

on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

Based on the audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.

- v. (a) The final dividend proposed in the previous year, declared and paid by the Company during the year is in accordance with Section 123 of the Act, as applicable.
- (b) The Company did not declare any interim dividend in the current year.
- (c) The Board of Directors of the Company have proposed final dividend for the year which is subject to the approval of the members at the ensuing Annual

General Meeting. The amount of dividend proposed is in accordance with section 123 of the Act, as applicable.

- vi. Based on our examination which included test checks, the company has used an accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software except that it was not enabled at the database level to log any direct data changes for the accounting software used. Further, during the course of our audit we did not come across any instance of audit trail feature being tampered with.

As proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 is applicable from April 1, 2023, reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 on preservation of audit trail as per the statutory requirements for record retention is not applicable for the financial year ended March 31, 2024.

**For Harshil Shah & Company**

Chartered Accountants  
ICAI Firm Reg. No. 141179W

**Harshil Shah**

Partner

Membership No. 124146

ICAI UDIN : 24124146BKEXND6419

Place : Mumbai

Date : May 21, 2024

## Annexure - A to the Independent Auditors' Report

(Referred to under 'Report on Other Legal and Regulatory Requirements' section of our report to the members of **Tilaknagar Industries Ltd.** of even date)

In terms of the information and explanations sought by us and given by the Company and the books of account and records examined by us in the normal course of audit and to the best of our knowledge and belief, we state that

i In respect of the Company's Property, Plant and Equipment and Intangible Assets:

(a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment and relevant details of right-of-use assets.

(B) The Company has maintained proper records showing full particulars of intangible assets.

(b) The Company has a regular programme of physical verification of its Property, Plant and Equipment by which all items of Property, Plant and Equipment are verified once in every three years. In our opinion, the periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the said programme, certain items of Property, Plant and Equipment were physically verified during the year and no material discrepancies were observed on such verification.

(c) With respect to immovable properties (other than properties where the Company is the lessee and the lease agreements are duly executed in favour of the Company) disclosed in the financial statements included in property, plant and equipment, capital work-in progress, according to the information and explanations given to us and based on the examination of the registered sale deed / title deed provided to us, we report that, the title deeds of such immovable properties are held in the name of the Company as at the balance sheet date.

(d) The Company has not revalued any of its Property, Plant and Equipment (including Right of Use assets) or intangible assets during the year. Accordingly, paragraph 3(i)(d) of the Order is not applicable.

(e) According to the information and explanations given to us, no proceedings have been initiated, or were pending, during the year against the Company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder.

ii (a) The management has conducted physical verification of inventory at reasonable intervals during the year. In our opinion, with regards to the nature and size of its inventories, the coverage and procedure of such physical verification carried out during the year were appropriate. Discrepancies noted during such physical verification were less than 10% of respective inventory classes. All discrepancies noted during the year were properly dealt with in the books of account.

(b) During the year, the Company had existing sanctioned working capital limits in excess of five crore rupees, in aggregate, from a bank on the basis of security of its current assets. The quarterly statements filed by the Company with such bank was in agreement with unaudited books of account of the Company as on respective quarter ended, September 30, 2023, December 31, 2023 and audited books of accounts of the Company as on quarter ended March 31, 2024.

iii (a) The Company has, during the year, made investments in companies and mutual fund schemes and granted unsecured loans to companies and employees. The aggregate amount during the year, and balance outstanding at the balance sheet date with respect to such loans to subsidiaries and to parties other than subsidiaries are as per the table given below:

Particulars	Loans* (₹ In lacs)
Aggregate amount granted during the year	
- Subsidiaries (Vahni & Shivprabha)	747.03
- Others (employees)	3.90
Balance outstanding as at Balance sheet date	
- Subsidiaries (Vahni & Shivprabha)	794.20
- Others (employees)	16,48

\*The amounts reported are at gross amounts, without considering provisions made.

- (b) In respect of the aforesaid investments and loans, the terms and conditions under which such investments were made and loans were granted are not prejudicial to the Company's interest, based on the information and explanations provided by the Company.
- (c) Except for the loans as mentioned in clause (iii) f below which were considered unrecoverable and written off during the year, loans granted and outstanding during the year, the schedule of repayment of principal has not been stipulated. Hence we are unable to comment on the regularity of repayment of principal amounts. Interest payment on the loan given has been regular.
- (d) In our opinion in respect of loans granted and outstanding, we are unable to comment on the overdue amount remaining outstanding as at balance sheet date, since it is a demand loan and the Company has not demanded the repayment.
- (e) There were no loans or advance in the nature of loan granted to companies, firms, Limited Liability Partnerships or any other parties which was fallen due during the year, that have been renewed or extended or fresh loans granted to settle the over dues of existing loans given to the same parties.
- (f) The Company has granted loans during the year and outstanding balance of earlier years to related parties (subsidiaries) which are repayable on demand as stated below:

<b>Name of Party</b>	<b>Amount in lacs outstanding as at balance sheet date</b>	<b>% of total loans</b>
Shivprabha Sugars Pvt Ltd	47.67	6%
Vahni Distilleries Pvt Ltd	746.53	94%

- The Company has not granted any loans or advances in the nature of loans, secured or unsecured, either repayable on demand or without specifying any terms or period of repayment to Promoters.
- iv In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of Sections 185 and 186 of the Companies Act, 2013 in respect of grant of loans, making investments and providing guarantees and securities, as applicable.
  - v According to information and explanations given to us, the Company has not accepted any deposits from the public in accordance with the provisions of section 73 to 76 or any relevant provisions of the Act and rules framed thereunder. Accordingly, paragraph 3(v) of the Order is not applicable.
  - vi We have broadly reviewed the books of account maintained by the Company pursuant to the rules made by the Central Government for the maintenance of cost records under section 148(1) of the Act, in respect of its products and are of the opinion that prima facie, the specified accounts and records have been made and maintained. We have not, however, made a detailed examination of the records with a view to determine whether they are accurate or complete.
  - vii (a) According to the information and explanations given to us and on the basis of our examination of the records, the Company has generally been regular in depositing undisputed statutory dues, including Goods and Services tax, income tax and other material statutory dues applicable to it with the appropriate authorities.

According to the information and explanations given to us, no undisputed amounts payable in respect of income tax, goods and service tax, cess and other material statutory dues were in arrears as at March 31, 2024 for a period of more than six months from the date they became payable.

- (b) According to the information and explanations given to us, statutory dues relating to Goods and Service Tax, Excise Duty, Sales Tax, Provident Fund, Employees State Insurance, Income Tax, Duty of Customs or Cess or other statutory dues which have not been deposited on account of any dispute are as follows:

Nature of Statute	Nature of dues	Amount (₹ In lacs)*	Period to which the amount relates	Forum where the dispute is pending
Central Excise Act, 1944	Excise Duty	830.39	April 2012 - June 2017	CESTAT
Sales Tax Act	MVAT (Maharashtra)	52.93	2016-2017	Joint Commissioner (Appeals)
Sales Tax Act	MVAT (Maharashtra)	51.58	2017-2018	Joint Commissioner (Appeals)
Sales Tax Act	CST (Maharashtra)	74.76	2017-18	Joint Commissioner (Appeals)
Sales Tax Act	CST (Maharashtra)	6.21	2018-19	Dy Commissioner
Income Tax Act	Tax deducted at source	2.66	2016-17	Dy Commissioner

\*As represented by Management.

- viii According to the information and explanations given to us, no transactions have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961) which was not recorded in the books of account. Accordingly, paragraph 3(viii) of the Order is not applicable.
- ix (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not defaulted in repayment of loans and borrowing or in the payment of interest thereon to any lender during the year.
- (b) According to the information and explanations given to us and on the basis of our audit procedures, we report that the Company has not been declared wilful defaulter by any bank or financial institution or government or any government authority.
- (c) In our opinion and according to the information and explanations given to us by the management, the Company has not obtained any term loans during the year. Accordingly, clause 3(ix)(c) of the Order is not applicable.
- (d) According to the information and explanations given to us, and the procedures performed by us, and on an overall examination of the financial statements of the Company, we report that no funds raised on short-term basis have been used for long-term purposes by the Company.
- (e) According to the information and explanations given to us and on an overall examination of the standalone financial statements of the Company, we report that the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries or associate as defined under the Act.
- (f) According to the information and explanations given to us and procedures performed by us, we report that the Company has not raised loans during the year on the pledge of securities held in its subsidiaries or associate as defined under the Act.
- x (a) According to the information and explanations given to us and based on the audit procedures performed by us, the Company did not raise any money by way of initial public offer or further public offer (including debt instruments) during the year. Accordingly, paragraph 3(x)(a) of the Order is not applicable.
- (b) The company has made preferential allotment of equity shares and fully convertible warrants during the year and the requirements of section 42 and section 62 of the Companies Act, 2013 have been complied with and the funds raised have been used for the purposes for which the funds were raised.
- xi (a) According to the information and explanations given to us, no fraud by the Company and no fraud on the Company has been noticed or reported during the year.



- (b) According to the information and explanations given to us, in our opinion and based on the audit procedures performed by us, no report under sub-section (12) of section 143 of the Companies Act in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 was filed with the Central Government during the year upto the date of the Report.
- (c) As represented to us by the management, no whistle blower complaints were received by the Company during the year.
- xii In our opinion and according to the information and explanations given to us, the Company is not a 'Nidhi' company and it has not accepted any deposits. Accordingly, paragraph 3(xii)(a), paragraph 3(xii)(b) and paragraph 3(xii)(c) of the Order is not applicable.
- xiii According to the information and explanations given to us and based on the audit procedures performed by us, the Company is in compliance with sections 177 and 188 of the Companies Act, 2013, where applicable, for all transactions with the related parties and the details of related party transactions have been disclosed in the financial statements as required by the applicable accounting standards.
- xiv (a) In our opinion and based on our examination, the Company has an internal audit system commensurate with the size and nature of its business.
- (b) We have considered the internal audit reports of the Company issued upto the date of this Report, for the period under audit.
- xv According to the information and explanations given to us and based on the audit procedures performed by us, the Company has not entered into non-cash transactions with directors or persons connected with them. Accordingly, provisions of section 192 of the Act and paragraph 3(xv) of the Order is not applicable.
- xvi (a) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934 and the Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India. Accordingly, clauses 3(xvi)(a) of the Order are not applicable.
- (b) According to the information and explanations given to us and based on audit procedures performed by us, the Company has not conducted any Non-Banking Financial activities during the year without a valid certificate of registration (CoR) from the RBI. Further as represented by the Management, the Company has not engaged in Housing Finance Activities.
- (c) In our opinion and according to the information and explanations given to us, the Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India. Accordingly, paragraph 3(xvi)(c) of the Order is not applicable.
- (d) According to the information and explanations given to us, the Group (as defined in the Core Investment Companies (Reserve Bank) Direction 2016) does not have any Core Investment Companies (CICs).
- xvii The Company has not incurred cash losses in the current and in the immediately preceding financial year.
- xviii There has been no resignation of the statutory auditors during the year. Accordingly, clause 3(xviii) of the Order is not applicable.
- xix On the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements and our knowledge of the Board of Directors and Management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

- xx (a) There are no unspent amounts towards Corporate Social Responsibility ("CSR") on other than ongoing projects requiring a transfer to a Fund specified in Schedule VII to the Companies Act, 2013 in compliance with second proviso to sub-section (5) of Section 135 of the said Act. Accordingly, reporting under clause 3(xx)(a) of the Order is not applicable for the year.
- (b) In respect of ongoing projects, there is no unspent CSR amount for the financial year requiring transfer to a Special account in compliance with the provision of section 135(6) of the Companies Act, 2013.

**For Harshil Shah & Company**

Chartered Accountants  
ICAI Firm Reg. No. 141179W

**Harshil Shah**

Partner

Membership No. 124146

ICAI UDIN : 24124146BKEXND6419

Place : Mumbai

Date : May 21, 2024

## Annexure - B to the Auditors' Report

(referred to in paragraph 2(h) under 'Report on Other Legal and Regulatory Requirements' section of our report to the members of the Company of even date)

### Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

#### Opinion

We have audited the Internal Financial Controls over financial reporting of **Tilaknagar Industries Ltd.** ("the Company") as of March 31, 2024 in conjunction with our audit of the Financial Statements of the Company for the year ended on that date.

In our opinion, the Company has, in all material respects, an adequate internal financial controls with reference to financial statements and such internal financial controls with reference to financial statements were operating effectively as at March 31, 2024, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

#### Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining Internal Financial Controls based on the Internal Control over Financial Reporting criteria established by the Company considering the essential components of Internal Control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

#### Auditors' Responsibility

Our responsibility is to express an opinion on the Company's Internal Financial Controls with reference to financial statements based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the

extent applicable to an Audit of Internal Financial Controls, both applicable to an Audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain Reasonable Assurance about whether adequate Internal Financial Controls over Financial Reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the Internal Financial Controls system over Financial Reporting and their operating effectiveness. Our audit of Internal Financial Controls over Financial Reporting included obtaining an understanding of Internal Financial Controls over Financial Reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of Internal Control based on the assessed risk. The procedures selected depend on the Auditor's Judgment, including the assessment of the risks of material misstatement of the Ind AS Financial Statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's Internal Financial Controls system over Financial Reporting.

#### Meaning of Internal Financial Controls over Financial Reporting

A company's Internal Financial Control over Financial Reporting is a process designed to provide reasonable assurance regarding the reliability of Financial Reporting and the preparation of Financial Statements for external purposes in accordance with generally accepted Accounting Principles. A company's Internal Financial Control over Financial Reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of Financial Statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and

directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the Financial Statements.

### **Inherent Limitations of Internal Financial Controls Over Financial Reporting**

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control

over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

**For Harshil Shah & Company**

Chartered Accountants  
ICAI Firm Reg. No. 141179W

**Harshil Shah**

Partner

Place : Mumbai

Date : May 21, 2024

Membership No. 124146

ICAI UDIN : 24124146BKEXND6419

# Standalone Balance Sheet

as at March 31, 2024

(₹ in lacs)

	Note No.	As at March 31, 2024	As at March 31, 2023
<b>I ASSETS</b>			
<b>Non-Current Assets</b>			
Property, Plant and Equipment	2a	37,743.06	40,094.15
Capital Work-in-Progress	2a(i)	28.32	10.62
Right of Use Assets	2b	177.64	219.17
Other Intangible Assets	2c	44.49	30.67
Financial Assets			
Investments	3	3,193.10	2,168.12
Loans	4	11.55	13.39
Other Financial Assets	5	2,583.22	2,549.22
Deferred Tax Assets (Net)	26	-	-
Other Non-Current Assets	6	405.53	461.96
Non-Current Tax Assets (Net)	27	511.33	280.62
		<b>44,698.24</b>	<b>45,827.92</b>
<b>Current Assets</b>			
Inventories	7	10,083.29	11,620.93
Financial Assets			
Investments	3	99.08	2,206.98
Trade Receivables	8	41,849.84	33,256.51
Cash and Cash Equivalents	9a	893.78	3,306.96
Other Bank Balances	9b	3,071.70	895.78
Loans	4	799.13	49.26
Other Financial Assets	5	210.73	1,646.44
Other Current Assets	6	2,311.40	1,660.83
		<b>59,318.95</b>	<b>54,643.69</b>
<b>TOTAL ASSETS</b>		<b>1,04,017.19</b>	<b>1,00,471.61</b>
<b>II EQUITY AND LIABILITIES</b>			
<b>Equity</b>			
Equity Share Capital	10	19,273.04	18,534.00
Other Equity	11	47,167.04	30,025.41
		<b>66,440.08</b>	<b>48,559.41</b>
<b>Liabilities</b>			
<b>Non-Current Liabilities</b>			
Financial Liabilities			
Borrowings	12	6,310.30	2,400.65
Lease Liabilities	30	181.86	213.75
Other Financial Liabilities	13	5,496.81	6,427.29
Provisions	14	339.83	306.79
Deferred Tax Liabilities (Net)	26	-	-
Other Non-Current Liabilities	15	-	-
		<b>12,328.80</b>	<b>9,348.48</b>
<b>Current Liabilities</b>			
Financial Liabilities			
Borrowings	12	5,500.88	22,796.91
Lease Liabilities	30	36.77	28.34
Trade Payables			
Total outstanding dues of micro & small enterprises	16	2,605.97	3,432.63
Total outstanding dues of creditors other than micro & small enterprises	16	9,354.74	9,181.27
Other Financial Liabilities	13	4,547.63	2,668.20
Provisions	14	2,274.94	3,364.62
Other Current Liabilities	15	927.38	1,091.75
		<b>25,248.31</b>	<b>42,563.72</b>
<b>TOTAL EQUITY AND LIABILITIES</b>		<b>1,04,017.19</b>	<b>1,00,471.61</b>

Significant accounting policies

1

The accompanying notes are an integral part of the financial statements

2-53

As per our Report of even date annexed.

For and on behalf of the Board of Directors

**For Harshil Shah & Company**  
Chartered Accountants  
Firm Registration No.141179W

**Amit Dahanukar**  
Chairman & Managing Director  
(DIN:00305636)

**Aparna Chaturvedi**  
Director  
(DIN: 00028647)

**Harshil Shah**  
Partner  
Membership No.124146

**Abhinav Gupta**  
Chief Financial Officer

**Minuzeer Bamboat**  
Company Secretary

Place : Mumbai  
Date : May 21, 2024

# Standalone Statement of Profit and Loss

for the year ended March 31, 2024

(₹ in lacs)

	Note No.	Year ended March 31, 2024	Year ended March 31, 2023
<b>INCOME</b>			
Revenue from Operations			
Sale of Products	17	2,95,179.39	2,46,072.31
Other Operating Income	17.1	646.65	851.06
Other Income	18	1,368.09	640.17
<b>Total Income</b>		<b>2,97,194.13</b>	<b>2,47,563.54</b>
<b>EXPENSES</b>			
Cost of Materials Consumed	19	69,219.72	63,337.28
(Increase) / Decrease in Inventories	20	1,661.33	(1,716.89)
Excise Duty		1,56,430.74	1,30,491.54
Employee Benefit Expense	21	4,380.88	3,342.87
Finance Cost	22	2,673.93	4,018.71
Depreciation and Amortisation	2	3,036.44	3,084.15
Other Expenses	23	45,191.29	38,108.76
<b>Total Expenses</b>		<b>2,82,594.33</b>	<b>2,40,666.42</b>
<b>Profit / (loss) before exceptional items and tax</b>		<b>14,599.80</b>	<b>6,897.12</b>
Add / (less) : Exceptional Items	44	(26.92)	9,685.34
<b>Profit / (Loss) Before Tax</b>		<b>14,572.88</b>	<b>16,582.46</b>
Less : Tax Expense			
1) Current Tax		-	-
2) Taxes for Earlier Years	27	-	(0.55)
3) Deferred Tax	26	-	-
<b>Total Tax Expense</b>		<b>-</b>	<b>(0.55)</b>
<b>Profit / (Loss) After Tax</b>		<b>14,572.88</b>	<b>16,583.01</b>
<b>Other Comprehensive Income</b>			
<b>Items that will not be reclassified to Profit &amp; Loss</b>			
Remeasurement of Defined Benefit Plans	31	(8.27)	(31.40)
<b>Items that will be reclassified to Profit &amp; Loss</b>			
		-	-
<b>Total Other Comprehensive Income / (Loss)</b>		<b>(8.27)</b>	<b>(31.40)</b>
<b>Total Comprehensive Income for the Year</b>		<b>14,564.61</b>	<b>16,551.61</b>
<b>Earnings per equity share</b>	39		
1) Basic		7.63	9.72
2) Diluted		7.56	9.47
Significant accounting policies	1		
The accompanying notes are an integral part of the financial statements	2-53		

As per our Report of even date annexed.

For and on behalf of the Board of Directors

**For Harshil Shah & Company**  
Chartered Accountants  
Firm Registration No.141179W

**Amit Dahanukar**  
Chairman & Managing Director  
(DIN:00305636)

**Aparna Chaturvedi**  
Director  
(DIN: 00028647)

**Harshil Shah**  
Partner  
Membership No.124146

**Abhinav Gupta**  
Chief Financial Officer

**Minuzeer Bamboat**  
Company Secretary

Place : Mumbai  
Date : May 21, 2024

# Standalone Statement of Cash Flow

for the year ended March 31, 2024

(₹ in lacs)

	Year Ended March 31, 2024		Year Ended March 31, 2023	
<b>A) Cash flow from Operating activities</b>				
<b>Net profit (Loss) before tax</b>		<b>14,572.88</b>		<b>16,582.46</b>
Adjustment for:				
Exceptional Items-Creditors - Written Back	-		(5,132.93)	
Exceptional Items- unsustainable balance debts -Written Back	(512.45)		(12,662.71)	
Exceptional Items- Loan to Subsidiary Companies written off	539.37		8,110.29	
Depreciation / Amortisation	3,036.43		3,084.15	
Loss / (Profit) on sale / write off of assets	2.43		(0.28)	
Unrealised (Gain) / Loss on Investment	(0.46)		(31.56)	
Loss / (Profit) on sale of Investment	(123.44)		(75.85)	
Excess provision written back	(801.58)		(270.79)	
Allowance for doubtful advances / deposits	251.28		619.37	
Provision for non-moving and obsolete inventories	-		23.39	
Advances written off	-		6.29	
Bad Debts	8.63		20.93	
Sundry balance written back	(14.46)		-	
Expected Credit Loss / (Write Back) on trade receivables	(176.80)		335.66	
Unrealised Foreign Exchange Fluctuation (Gain) / Loss	6.79		6.91	
Employee stock option expenses	557.22		349.55	
Finance costs	2,673.93		4,018.71	
Interest income	(238.55)	5,208.34	(250.27)	(1,849.14)
<b>Operating Profit before working capital changes</b>		<b>19,781.22</b>		<b>14,733.32</b>
Adjustment for:				
(Decrease) / Increase in trade payables, current liabilities, provisions and other financial liabilities	(875.51)		6,815.07	
(Increase) / Decrease in financial assets, loans and advances and other assets	(96.08)		1,960.36	
(Increase) / Decrease in inventories	1,537.65		(4,480.28)	
(Increase) / Decrease in trade receivables	(8,431.96)	(7,865.90)	(10,568.07)	(6,272.92)
Direct taxes (net) refund / (paid)		(230.71)		(30.06)
<b>Net Cash from Operating activities</b>		<b>11,684.61</b>		<b>8,430.34</b>
<b>B) Cash Flow from Investing activities</b>				
Purchase of property, plant and equipment including CWIP	(659.55)		(958.97)	
Sale of property, plant and equipment	-		1.10	
Investment in Equity shares of other entity	(1,024.98)		(50.02)	
Purchase of investments -Mutual Fund	(9,543.20)		(8,499.58)	
Sale of investments - Mutual Fund	11,775.00		6,400.00	
(Increase) / Decrease in other bank balances	(2,175.92)		1,850.21	
Loans given to Employees	(3.90)		(15.00)	
Repayment of Loans given to Employees	2.42		-	
Repayment of Loans given to Subsidiary Company	167.99		(907.07)	
Interest received	238.55		250.27	
<b>Net Cash from Investing Activities</b>		<b>(1,223.59)</b>		<b>(1,929.06)</b>

# Standalone Statement of Cash Flow

for the year ended March 31, 2024

(₹ in lacs)

	Year Ended March 31, 2024		Year Ended March 31, 2023
<b>C) Cash Flow from Financing activities</b>			
Proceeds from Issue of Share warrents / ESOP	3,238.16		19,817.49
Proceeds from borrowings	14,075.00		2,325.00
Repayment of borrowings	(27,174.11)		(24,942.51)
Principal payment of lease liabilities	(63.20)		(52.91)
Payment of Dividend	(482.43)		(160.96)
Finance costs paid	(2,467.62)		(3,730.80)
<b>Net Cash from Financing Activities</b>		<b>(12,874.20)</b>	<b>(6,744.69)</b>
<b>Net increase in Cash &amp; Cash equivalents (A+B+C)</b>		<b>(2,413.18)</b>	<b>(243.41)</b>
Opening cash & cash equivalents		3,306.96	3,550.37
<b>Closing cash &amp; cash equivalents</b>		<b>893.78</b>	<b>3,306.96</b>

## Notes :

(a) Cash and cash equivalents comprises of	As at March 31, 2024	As at March 31, 2023
i) Balances with Banks		
In Current Accounts	757.62	411.80
ii) Short-Term Bank Deposits (Maturity within 3 months)	125.88	2,885.92
	-	-
iii) Cash on Hand	10.28	9.24
	<b>893.78</b>	<b>3,306.96</b>

(b) Change in liability arising from financing activities- Borrowings(Refer Note 12)	As at March 31, 2024	As at March 31, 2023
Balance as at April 01,	25,197.56	58,383.49
Cashflow (Net)	(15,566.73)	(26,348.31)
Non-Cashflow (Net)	2,180.35	(6,837.62)
Balance as at March 31,	<b>11,811.18</b>	<b>25,197.56</b>

(c) The above standalone statement of cash flow have been prepared under the "Indirect Method" as set out in Ind AS 7, "Statement of cash flow"

(d) Figures of previous year have been regrouped, reclassified and recast, wherever considered necessary.

As per our Report of even date annexed.

For and on behalf of the Board of Directors

**For Harshil Shah & Company**  
Chartered Accountants  
Firm Registration No.141179W

**Amit Dahanukar**  
Chairman & Managing Director  
(DIN:00305636)

**Aparna Chaturvedi**  
Director  
(DIN: 00028647)

**Harshil Shah**  
Partner  
Membership No.124146

**Abhinav Gupta**  
Chief Financial Officer

**Minuzeer Bamboat**  
Company Secretary

Place : Mumbai  
Date : May 21, 2024



# Standalone Statement of Changes in Equity

for the year ended March 31, 2024

## A) Equity Share Capital

(₹ in lacs)

	As at March 31, 2024	As at March 31, 2023
<b>Balance as at April 01,</b>	<b>18,534.00</b>	<b>15,862.18</b>
Changes in equity share capital due to prior period errors	-	-
Restated balance as at April 01	<b>18,534.00</b>	<b>15,862.18</b>
Changes in equity share capital during the year	739.04	2,671.82
<b>Balance as at March 31</b>	<b>19,273.04</b>	<b>18,534.00</b>

## B) Other Equity

### 1) Current Reporting Period (2023-2024)

(₹ in lacs)

	Reserves and Surplus					Total
	Securities Premium Account	General Reserve	Share Based Payments Reserve	Retained Earnings	Money Received against Share Warrants	
<b>Balance at the beginning of the current reporting period</b>	<b>46,197.37</b>	<b>1,580.12</b>	<b>612.86</b>	<b>(19,244.11)</b>	<b>879.17</b>	<b>30,025.41</b>
Changes in Accounting Policies or prior period errors	-	-	-	-	-	-
<b>Restated balances at the beginning of the current reporting period</b>	<b>46,197.37</b>	<b>1,580.12</b>	<b>612.86</b>	<b>(19,244.11)</b>	<b>879.17</b>	<b>30,025.41</b>
Profit / (Loss) after tax	-	-	-	14,572.88	-	14,572.88
Remeasurement of defined benefit plans	-	-	-	(8.27)	-	(8.27)
Exercise of Employee Stock Options	356.50	-	(356.50)	-	-	-
Share based payment reserve created during the year	-	-	557.22	-	-	557.22
Transfer to General Reserve	-	-	-	-	-	-
Allotment of shares to employees & Others	3,378.29	-	-	-	-	3,378.29
Money received against share warrants	-	-	-	-	2,637.50	2,637.50
Conversion of warrants into equity shares	-	-	-	-	(3,516.67)	(3,516.67)
Dividend on equity shares for F.Y.2022-2023	-	-	-	(479.32)	-	(479.32)
<b>Balance at the end of the current reporting period</b>	<b>49,932.16</b>	<b>1,580.12</b>	<b>813.58</b>	<b>(5,158.82)</b>	<b>-</b>	<b>47,167.04</b>

# Standalone Statement of Changes in Equity

for the year ended March 31, 2024

## 2) Previous Reporting Period (2022-2023)

(₹ in lacs)

	Reserves and Surplus					Total
	Securities Premium Account	General Reserve	Share Based Payments Reserve	Retained Earnings	Money Received against Share Warrants	
<b>Balance at the beginning of the previous reporting period</b>	<b>28,508.36</b>	<b>1,580.12</b>	<b>460.81</b>	<b>(35,630.36)</b>	<b>1,225.00</b>	<b>(3,856.07)</b>
Changes in Accounting Policies or prior period errors	-	-	-	-	-	-
<b>Restated balances at the beginning of the previous reporting period</b>	<b>28,508.36</b>	<b>1,580.12</b>	<b>460.81</b>	<b>(35,630.36)</b>	<b>1,225.00</b>	<b>(3,856.07)</b>
Profit / (Loss) after tax	-	-	-	16,583.01	-	16,583.01
Remeasurement of defined benefit plans	-	-	-	(31.40)	-	(31.40)
Exercise of Employee Stock Options	197.50	-	(197.50)	-	-	-
Share based payment reserve created during the year	-	-	349.55	-	-	349.55
Transfer to General Reserve	-	-	-	-	-	-
Allotment of shares to employees & Others	17,491.51	-	-	-	-	17,491.51
Money received against share warrants	-	-	-	-	937.50	937.50
Conversion of warrants into equity shares	-	-	-	-	(1,283.33)	(1,283.33)
Dividend on equity shares for F.Y.2021-2022	-	-	-	(165.36)	-	(165.36)
<b>Balance at the end of the previous reporting period</b>	<b>46,197.37</b>	<b>1,580.12</b>	<b>612.86</b>	<b>(19,244.11)</b>	<b>879.17</b>	<b>30,025.41</b>

As per our Report of even date annexed.

**For Harshil Shah & Company**  
Chartered Accountants  
Firm Registration No.141179W

**Harshil Shah**  
Partner  
Membership No.124146

Place : Mumbai  
Date : May 21, 2024

For and on behalf of the Board of Directors

**Amit Dahanukar**  
Chairman & Managing Director  
(DIN:00305636)

**Abhinav Gupta**  
Chief Financial Officer

**Aparna Chaturvedi**  
Director  
(DIN: 00028647)

**Minuzeer Bamboat**  
Company Secretary

# Notes to Standalone Financial Statements

for the year ended March 31, 2024

## 1.1 Corporate Information

Tilaknagar Industries Ltd. ('TI' or 'the 'Company') is a Company domiciled in India, with its registered office situated at PO Tilaknagar, Tal Shirampur, Dist. Ahmednagar, Maharashtra - 413720. The Company has been incorporated under the provisions of Indian Companies Act and its equity is listed on the National Stock Exchange (NSE) and Bombay Stock Exchange (BSE) in India. The Company is primarily involved in manufacturing and sale of Indian Made Foreign Liquor (IMFL). The Company has a strong and diverse portfolio of brands in various liquor categories including brandy, whisky, vodka, gin, and rum.

## 1.2 Basis of preparation

### a) Statement of compliance

These financial statements have been prepared in accordance with Indian Accounting Standards (Ind AS) as per the Companies (Indian Accounting Standards) Rules, 2015 notified under Section 133 of Companies Act, 2013, (the 'Act') and other relevant provisions of the Act.

The financial statements were authorised for issue by the Company's Board of Directors on May 21, 2024.

Details of the Company's accounting policies are included in Note 1.3.

### b) Functional and presentation currency

These financial statements are presented in Indian Rupees (₹), which is also the Company's functional currency. All amounts have been rounded off to two decimal places to the nearest lacs, unless otherwise indicated.

### c) Basis of measurement

The financial statements have been prepared on the historical cost basis, except for certain financial assets and liabilities and defined benefit plan assets / liabilities measured at fair value.

### d) Use of estimates and judgements

In preparing these financial statements, management has made judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised prospectively.

## Judgements

Information about judgements made in applying accounting policies that have the most significant effects on the amounts recognised in the financial statements is included in the following notes:

- 1) Useful life of Property, plant and equipment.
- 2) Useful life of Intangible Assets
- 3) Employee benefit plans
- 4) Provisions and contingent liabilities
- 5) Lease classification
- 6) Income tax

## Assumptions and estimation uncertainties

Information about assumptions and estimation uncertainties that have a significant risk of resulting in a material adjustment for the year ending March 31, 2024 is included in the following notes:

Note No 29-Recognition and measurement of provisions and contingencies: key assumptions about the likelihood and magnitude of an outflow of resources.

### e) Measurement at fair values

A number of the Company's accounting policies and disclosures require the measurement of fair values, for both financial assets and liabilities.

The Company has an established control framework with respect to the measurement of fair values.

Fair values are categorised into different levels in a fair value hierarchy based on the inputs used in the valuation techniques as follows.

**Level 1 :** Quoted (unadjusted) prices in active markets for identical assets or liabilities.

**Level 2 :** Valuation techniques for which all inputs which have a significant effect on the recorded fair value are observable, either directly or indirectly.

**Level 3 :** Valuation techniques which use inputs that have a significant effect on the recorded fair value that are not based on observable market data.

When measuring the fair value of an asset or a liability, the Company uses observable market data as far as possible. If the inputs used to measure the fair value of an asset or a liability fall into different levels of the fair value hierarchy, then the fair value measurement is categorised in its entirety in the same level of the fair value hierarchy as the lowest level input that is significant to the entire measurement.

# Notes to Standalone Financial Statements

for the year ended March 31, 2024

The Company recognises transfers between levels of the fair value hierarchy at the end of the reporting period during which the change has occurred.

## 1.3 Significant Accounting Policies

### i) Property, plant and equipment

#### a) Recognition and measurement

Items of property, plant and equipment are measured at cost, which includes capitalised borrowing costs, less accumulated depreciation and accumulated impairment losses, if any.

Cost of an item of property, plant and equipment comprises its purchase price, including import duties and non-refundable purchase taxes, after deducting trade discounts and rebates, any directly attributable cost of bringing the item to its working condition for its intended use and estimated costs of dismantling and removing the item and restoring the site on which it is located.

The cost of a self-constructed item of property, plant and equipment comprises the cost of materials and direct labour, any other costs directly attributable to bringing the item to working condition for its intended use, and estimated costs of dismantling and removing the item and restoring the site on which it is located.

If significant parts of an item of property, plant and equipment have different useful lives, then they are accounted for as separate items (major components) of property, plant and equipment.

Any gain or loss on disposal of an item of property, plant and equipment is recognised in statement of Profit & Loss.

#### b) Subsequent expenditure

Subsequent expenditure is capitalised only if it is probable that the future economic benefits associated with the expenditure will flow to the Company.

#### c) Depreciation

Depreciation is calculated on cost of items of property, plant and equipment less their estimated residual values over their estimated useful lives using the straight-line method and is recognised in the statement of profit and loss.

The estimated useful lives of items of property, plant and equipment for the current and comparative periods are as follows:

Asset	Management estimate of useful life	Useful Life as per Schedule II of the Companies Act, 2013
Factory Buildings	30	30
Plant and equipment (other than ENA plants)	15	15
ENA Plants	20	15
Furniture and Fixtures	10	10
Motor Vehicles	8	8
Office Equipments	5	5
Computers	3	3
Computer server	6	6
Electrical Installations	10	10

Depreciation method, useful lives and residual values are reviewed at each financial year end and adjusted if appropriate. Based on internal assessment and consequent advice, the management believes that its estimate of useful lives as given above best represent the period over which management expects to use these assets.

Depreciation on additions (disposals) is provided on a pro-rata basis i.e. from (up to) the date on which asset is ready for use (disposed off).

### ii) Intangible assets

#### a) Acquired intangible assets

Intangible assets comprise purchased technical know-how are initially measured at cost. Such intangible assets are subsequently measured at cost less accumulated amortisation and any accumulated impairment losses.

#### b) Subsequent expenditure

Subsequent expenditure is capitalised only when it increases the future economic benefits embodied in the specific asset to which it relates. All other expenditure, including expenditure on internally generated goodwill and brands, is recognised in statement of profit and loss as incurred.

# Notes to Standalone Financial Statements

for the year ended March 31, 2024

## c) Amortisation

Amortisation is calculated to write off the cost of intangible assets less their estimated residual values over their estimated useful lives using the straight-line method and is included in depreciation and amortisation in Statement of Profit and Loss.

Intangible assets are amortised over a period of 10 years for technical know-how and 3 years for others.

Amortisation method, useful lives and residual values are reviewed at the end of each financial year and adjusted if appropriate.

## iii) Inventories

Inventories are measured at the lower of cost and net realisable value after provision for obsolescence where appropriate. The cost of inventories is based on the weighted average cost method, and includes expenditure incurred in acquiring the inventories, production or conversion costs and other costs incurred in bringing them to their present location and condition. In the case of manufactured inventories and work-in-progress, cost includes an appropriate share of fixed production overheads based on normal operating capacity.

Net realisable value is the estimated selling price in the ordinary course of business, less the estimated costs of completion and selling expenses.

The net realisable value of work-in-progress is determined with reference to the selling prices of related finished products.

Raw materials and other supplies held for use in the production of finished products are not written down below cost except in cases where material prices have declined and it is estimated that the cost of the finished products will exceed their net realisable values.

The comparison of cost and net realisable value is made on an item-by-item basis.

Scrap is valued at net realisable value.

## iv) Foreign currency transactions

The Company's financial statements are presented in ₹, which is also the Company's functional currency.

### Transactions and balances

Monetary items are initially recorded by the Company at their respective functional currency spot rates at the date the transaction first qualifies for recognition. Monetary assets and liabilities denominated in

foreign currencies are translated at the functional currency spot rates of exchange at the reporting date. Exchange differences arising on settlement or translation of monetary items are recognised in statement of profit & loss. Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions.

## v) Impairment of non-financial assets

An asset is deemed impairable when recoverable value is less than its carrying cost and the difference between the two represents provisioning exigency. Recoverable value is the higher of the 'Value in Use' and fair value as reduced by cost of disposal. Test of impairment of PPE (Property, Plant & Equipment) investment in subsidiaries / associates / joint venture and goodwill are undertaken under Cash Generating Unit (CGU) concept. For Intangible Assets and Investment Properties it is undertaken in asset specific context. Test of impairment of assets are generally undertaken based on indication of impairment, if any, from external and internal sources of information. Non-financial assets other than goodwill that suffered impairment are reviewed for possible reversal of the impairment at the end of each reporting period.

## vi) Employee Benefits

### a) Short-term employee benefits

Short-term employee benefit obligations are measured on an undiscounted basis and are expensed as the related service is provided. A liability is recognised for the amount expected to be paid e.g., under short-term cash bonus, if the Company has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee, and the amount of obligation can be estimated reliably.

### b) Defined Contribution Plan

A defined contribution plan is a post-employment benefit plan under which an entity pays fixed contributions into a separate entity and will have no legal or constructive obligation to pay further amounts. The Company makes specified monthly contributions towards Government administered provident fund and Employee State Insurance scheme. Obligations for contributions to defined contribution plans are recognised as an employee benefit expense in Statement of profit or loss in the year during which the related services are rendered by employees.

# Notes to Standalone Financial Statements

for the year ended March 31, 2024

Prepaid contributions are recognised as an asset to the extent that a cash refund or a reduction in future payments is available.

## c) Defined Benefit Plan

A defined benefit plan is a post-employment benefit plan other than a defined contribution plan. The Company's net obligation in respect of defined benefit plans is calculated by estimating the amount of future benefit that employees have earned in the current and prior periods, discounting that amount and deducting the fair value of any plan assets.

The calculation of defined benefit obligation is performed annually by a qualified actuary using the projected unit credit method.

Remeasurements of the net defined benefit liability, which comprise actuarial gains and losses are recognised in Other Comprehensive Income (OCI). The Company determines the net interest expense (income) on the net defined benefit liability (asset) for the period by applying the discount rate used to measure the defined benefit obligation at the beginning of the annual period to the then-net defined benefit liability (asset), taking into account any changes in the net defined benefit liability (asset) during the period as a result of contributions and benefit payments. Net interest expense and other expenses related to defined benefit plans are recognised in statement of profit or loss.

When the benefits of a plan are changed or when a plan is curtailed, the resulting change in benefit that relates to past service ('past service cost' or 'past service gain') or the gain or loss on curtailment is recognised immediately in statement of profit or loss. The Company recognises gains and losses on the settlement of a defined benefit plan when the settlement occurs.

## d) Other long-term employee benefits

The Company's net obligation in respect of long-term employee benefits other than post-employment benefits is the amount of future benefit that employees have earned in return for their service in the current and prior periods; that benefit is discounted to determine its present value. The obligation is measured on the basis of an annual independent actuarial valuation using the projected unit credit method. Remeasurements gains or losses

are recognised in statement of profit or loss in the period in which they arise.

## vii) Provisions and contingent liabilities

A provision is recognized if, as a result of a past event, the Company has a present legal or constructive obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation. Provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assumptions of the time value of money and the risks specific to the liability. The unwinding of discount is recognized as finance cost.

The amount recognized as a provision is the best estimate of the consideration required to settle the present obligation at reporting date, taking into account the risks and uncertainties surrounding the obligation.

When some or all of the economic benefits required to settle a provision are expected to be recovered from a third party, the receivable is recognized as an asset if it is virtually certain that reimbursement will be received and the amount of the receivable can be measured reliably.

Contingent liabilities are possible obligations that arise from past events and whose existence will only be confirmed by the occurrence or non-occurrence of one or more future events not wholly within the control of the Company. Where it is not probable that an outflow of economic benefits will be required, or the amount cannot be estimated reliably, the obligation is disclosed as a contingent liability, unless the probability of outflow of economic benefits is remote.

## viii) Leases

### As a lessee

The Company's leases primarily consist of leases of office premises, warehouses and guest houses. The Company assesses whether a contract contains a lease, at inception of a contract. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

At the date of commencement of the lease, the Company recognizes a ROU assets and a corresponding lease liability for all lease arrangements in which it is a lessee, except for leases with a term of twelve months or less (short-term leases) and low value leases. For these short-term and / or low value leases, the Company recognises the lease payments as an operating expense on a straight-line basis

# Notes to Standalone Financial Statements

for the year ended March 31, 2024

over the term of the lease. Certain lease arrangements includes the options to extend or terminate the lease before the end of the lease term. ROU assets and lease liabilities includes these options when it is reasonably certain that they will be exercised.

The ROU assets are initially recognized at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or prior to the commencement date of the lease plus any initial direct costs less any lease incentives. They are subsequently measured at cost less accumulated depreciation and impairment losses. Currently, ROU assets are being amortised over a period of 3-5 years based on lease term being lower of lease term and estimated useful life of underlying assets.

Lease liability and ROU asset have been separately presented in the Balance Sheet and lease payments have been classified as financing activities in statement of cash flows.

## As a lessor

Lease income from operating leases where the Company is a lessor is recognised in income on a straight-line basis over the lease term unless the receipts are structured to increase in line with expected general inflation to compensate for the expected inflationary cost increases.

## ix) Borrowing costs

Borrowing costs directly attributable to the acquisition or construction of those property, plant and equipment which necessarily takes a substantial period of time to get ready for their intended use are capitalised. All other borrowing costs are expensed in the period in which they incur in the statement of profit and loss.

## x) Revenue Recognition

Revenue comprises revenue from contracts with customers for sale of goods. Revenue from sale of goods is inclusive of excise duties and is net of returns, trade allowances, rebates, value added taxes, Goods and Services Tax (GST) and such amounts collected on behalf of third parties.

Revenue is recognised as and when performance obligations are satisfied by transferring goods or services to the customer, as below:

### a) Revenue from sale of products:

Revenue is recognised at transaction price on transfer of control, being on dispatch of goods or

upon delivery to customer, in accordance with the terms of sale.

### b) Income from Royalty and Contract manufacturing

Income from royalties and contract manufacturing are recognised on an accrual basis in accordance with the substance of relevant agreement.

### c) Revenue from manufacture and sale of products from tie-up manufacturing arrangements:

The Company has entered into arrangements with Tie-up Manufacturing Units (TMUs), wherein TMUs manufacture and sell beverage alcohol on behalf of the Company. Under such arrangements, the Company has exposure to significant risks and rewards associated with the sale of products i.e. it has the primary responsibility for providing goods to the customer, has pricing latitude and is also exposed to inventory and credit risks. Accordingly, the transactions of the TMUs under such arrangements have been recorded as gross revenue, excise duty and expenses as if they were transactions of the Company. The Company also presents inventory under such arrangements as its own inventory. The net receivables from / payable to TMUs are recognised under other financial assets / other financial liabilities respectively.

### d) Interest

Interest income is recognized using the effective interest rate method. The effective interest rate is the rate that discounts estimated future cash receipts through the expected life of the financial asset to the gross carrying amount of the financial asset. Interest income is included under the head "Other income" in the statement of profit and loss.

### e) Dividend

Dividend income is recognized when the Company's right to receive the payment is established, which is generally when the shareholders approve the dividend.

## xi) Government grants

Government grants are recognised where there is reasonable assurance that the grant will be received and all attached conditions will be complied with. When the grant relates to revenue, it is recognised in the statement of profit and loss on a systematic basis over the periods to which they relate. When the grant relates to an asset,

# Notes to Standalone Financial Statements

for the year ended March 31, 2024

it is treated as deferred income and recognised in the statement of profit and loss on a systematic basis over the useful life of the asset.

## xii) Income tax

Income tax comprises current and deferred tax. It is recognised in profit or loss except to the extent that it relates to a business combination or to an item recognised directly in equity or in other comprehensive income.

### a) Current tax

Current tax comprises the expected tax payable or receivable on the taxable income or loss for the year and any adjustment to the tax payable or receivable in respect of previous years. The amount of current tax reflects the best estimate of the tax amount expected to be paid or received after considering the uncertainty, if any related to income taxes. It is measured using tax rates (and tax laws) enacted or substantively enacted by the reporting date.

### b) Deferred tax

Deferred tax is recognised in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the corresponding amounts used for taxation purposes. Deferred tax is also recognised in respect of carried forward tax losses and tax credits. Deferred tax assets are recognised to the extent that it is probable that future taxable profits will be available against which they can be used.

Deferred tax assets are recognised to the extent that it is probable that future taxable profits will be available against which they can be used.

Deferred tax assets recognised or unrecognised are reviewed at each reporting date and are recognised / reduced to the extent that it is probable / no longer probable respectively that the related tax benefit will be realised.

Deferred tax is measured at the tax rates that are expected to apply to the period when the asset is realised or the liability is settled, based on the laws that have been enacted or substantively enacted by the reporting date.

The measurement of deferred tax reflects the tax consequences that would follow from the manner in which the Company expects, at the reporting date,

to recover or settle the carrying amount of its assets and liabilities.

The Company offsets the current tax assets and liabilities (on a year on year basis) and deferred tax assets and liabilities, where it has a legally enforceable right and where it intends to settle such assets and liabilities on a net basis.

## xiii) Earnings per share

The Company presents basic and diluted earnings per share (EPS) data for its ordinary shares. Basic EPS is calculated by dividing the profit or loss after tax attributable to ordinary shareholders of the Company by the weighted average number of ordinary shares outstanding during the period. Diluted EPS is determined by adjusting the profit or loss after tax attributable to ordinary shareholders and the weighted average number of ordinary shares outstanding after adjusting for the effects of all potential dilutive ordinary shares.

## xiv) Statement of Cash flow

Cash flows are reported using the indirect method, whereby profit / (loss) for the period is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities of the Company are segregated. Cash and cash equivalents are cash, balances with bank and short-term (three months or less from the date of placement), highly liquid investments that are readily convertible into cash and which are subject to an insignificant risk of changes in value.

## xv) Share based payments

The cost of equity-settled transactions is determined by the fair value at the date when the grant is made using an appropriate valuation model. That cost is recognised, together with a corresponding increase in share-based payment (SBP) reserves in equity, over the period in which the performance and / or service conditions are fulfilled in employee benefits expense. The dilutive effect of outstanding options is reflected as additional share dilution in the computation of diluted earnings per share.

## xvi) Financial instruments

### a) Recognition and initial measurement

The Company initially recognises financial assets and financial liabilities when it becomes a party to the contractual provisions of the instrument. All financial



# Notes to Standalone Financial Statements

for the year ended March 31, 2024

assets and liabilities are measured at fair value on initial recognition. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities that are not at fair value through profit or loss are added to the fair value on initial recognition. Regular way purchase and sale of financial assets are accounted for at trade date.

## b) Classification and subsequent measurement

### Financial assets

#### Financial assets carried at amortised cost

A financial asset is subsequently measured at amortised cost if it is held within a business model whose objective is to hold the asset in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

#### Financial assets at fair value through other comprehensive income

A financial asset is subsequently measured at fair value through other comprehensive income if it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

#### Financial assets at fair value through profit or loss

A financial asset which is not classified in any of the above categories are subsequently fair valued through profit or loss.

### Financial liabilities

Financial liabilities are subsequently carried at amortised cost using the effective interest method. For trade and other payables maturing within one year from the balance sheet date, the carrying amounts approximate fair value due to the short maturity of these instruments.

In case, the fair value of a financial asset or financial liability, at initial recognition, differs from the transaction price, the difference between the fair value at initial recognition and the transaction price -

(i) is recognised as a gain or loss if that fair value is evidenced by a quoted price in an active market for an identical asset or liability (i.e. a Level 1 input) or based on a valuation.

(ii) is deferred and is recognised as a gain or loss only to the extent that it arises from a change in a factor (including time) that market participants would take into account when pricing the asset or liability. The unamortised portion of the deferred fair value gain / loss difference as on reporting date, is disclosed under other current / non-current assets / liabilities as the case may be.

## c) Derecognition

### Financial assets

The Company derecognises a financial asset when the contractual rights to the cash flows from the financial asset expire, or it transfers the right to receive the contractual cash flows in a transaction in which substantially all of the risks and rewards of ownership of the financial assets are transferred or in which the Company neither transfers nor retains substantially all of the risks and rewards of ownership and does not retain control of the financial asset.

If the Company enters into transactions whereby it transfers assets recognised on its balance sheet but retains either all or substantially all of the risks and rewards of the transferred assets, the transferred assets are not derecognised.

The Company assesses impairment based on expected credit losses (ECL) model at an amount equal to:-

- 12 months expected credit losses, or
- Lifetime expected credit losses

depending upon whether there has been a significant increase in credit risk since initial recognition. However, for trade receivables, the company does not track the changes in credit risk. Rather, it recognizes impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition.

### Financial liabilities

The Company derecognises a financial liability when its contractual obligations are discharged or cancelled or expired.

# Notes to Standalone Financial Statements

for the year ended March 31, 2024

The Company also derecognises a financial liability when its terms are modified and the cash flows under the modified terms are substantially different. In this case, a new financial liability based on the modified terms is recognised at fair value. The difference between the carrying amount of the financial liability extinguished and a new financial liability with modified terms is recognised in the statement of profit and loss."

**d) Offsetting**

Financial assets and financial liabilities are offset and the net amount presented in the balance sheet when, and only when, the Company currently has a

legally enforceable right to set off the amounts and it intends either to settle them on a net basis or realise the asset and settle the liability simultaneously.

**xvii) Recent amendments to Indian Accounting Standards:**

Recent Indian Accounting Standard (Ind AS) pronouncements which are not yet effective Ministry of Corporate Affairs ("MCA") notifies new standards or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. For the year ended March 31, 2024, MCA has not notified any new standards or amendments to the existing standards applicable to the Company.

# Notes to Standalone Financial Statements

for the year ended March 31, 2024

## 2 Property, Plant and Equipment

(₹ in lacs)

	Gross Block		Depreciation and Amortisation		Net Block	
	As at April 01, 2023	As at April 01, 2023	As at April 01, 2023	For the year	As at March 31, 2024	As at March 31, 2023
<b>a) Property, Plant and Equipment</b>						
Land	13,498.80	-	-	-	13,498.80	13,498.80
Buildings	8,739.84	-	3,371.53	236.52	5,131.79	5,368.30
Roads & Bridges	793.98	59.00	126.24	79.69	647.05	667.74
Leasehold Improvement	42.00	-	37.01	2.76	2.23	4.99
Plant and Equipment	50,121.23	26.51	30,085.96	24.08	18,093.47	20,035.25
Furniture and Fixtures	355.25	3.76	303.55	14.37	41.09	51.70
Motor Vehicles	283.53	-	270.94	-	12.59	12.59
Office Equipment	317.85	5.15	296.00	3.37	23.63	21.85
Computers	913.96	34.58	855.90	18.13	74.51	58.06
Electrical Installations	1,816.23	-	1,441.61	156.97	217.65	374.62
Library Books	0.28	-	0.28	-	-	-
Live Stock	0.25	-	-	-	0.25	0.25
<b>Total Property, Plant and Equipment</b>	<b>76,883.20</b>	<b>624.15</b>	<b>36,789.02</b>	<b>24.08</b>	<b>39,737.78</b>	<b>40,094.15</b>
<b>b) Right Of Use Asset</b>						
Premises	373.53	18.19	154.36	59.72	177.64	219.17
<b>Total Right Of Use Asset</b>	<b>373.53</b>	<b>18.19</b>	<b>154.36</b>	<b>59.72</b>	<b>177.64</b>	<b>219.17</b>
<b>c) Intangible Assets</b>						
Brands	3,345.07	17.70	3,345.07	3.35	14.35	-
Software	589.70	-	559.03	0.53	30.14	30.67
Product Development	173.94	-	173.94	-	-	-
<b>Total Intangible Assets</b>	<b>4,108.71</b>	<b>17.70</b>	<b>4,078.04</b>	<b>3.88</b>	<b>44.49</b>	<b>30.67</b>
<b>Grand Total</b>	<b>81,365.44</b>	<b>660.04</b>	<b>41,021.42</b>	<b>24.08</b>	<b>37,965.19</b>	<b>40,343.99</b>

Note: The title deeds of the immovable properties are held in the name of the Company.

# Notes to Standalone Financial Statements

for the year ended March 31, 2024

## 2 Property, Plant and Equipment (2022-2023)

(₹ in lacs)

	Gross Block		Depreciation and Amortisation		Net Block	
	As at April 01, 2022	As at March 31, 2023	As at April 01, 2022	For the year March 31, 2023	As at March 31, 2023	As at March 31, 2022
<b>a) Property, Plant and Equipment</b>						
Land	13,498.80	-	-	-	-	13,498.80
Buildings	8,739.84	-	3,135.01	236.52	3,371.53	5,604.83
Roads & Bridges	132.69	661.29	100.79	25.45	126.24	667.74
Leasehold Improvement	42.00	-	32.98	4.03	37.01	4.99
Plant and Equipment	49,892.76	228.47	27,511.64	2,574.32	30,085.96	20,035.25
Furniture and Fixtures	331.97	23.28	284.94	18.61	303.55	51.70
Motor Vehicles	300.00	-	286.59	15.65	270.94	12.59
Office Equipment	309.97	7.88	293.25	2.75	296.00	21.85
Computers	886.53	27.43	846.65	9.25	855.90	58.06
Electrical Installations	1,816.23	-	1,284.53	157.08	1,441.61	374.62
Library Books	0.28	-	0.28	-	0.28	-
Live Stock	0.25	-	-	-	-	0.25
<b>Total Property, Plant and Equipment</b>	<b>75,951.32</b>	<b>948.35</b>	<b>33,776.66</b>	<b>3,028.01</b>	<b>36,789.02</b>	<b>40,094.15</b>
<b>b) Right Of Use Asset</b>						
Premises	118.48	255.05	100.74	53.62	154.36	219.17
<b>Total Right Of Use Asset</b>	<b>118.48</b>	<b>255.05</b>	<b>100.74</b>	<b>53.62</b>	<b>154.36</b>	<b>219.17</b>
<b>c) Intangible Assets</b>						
Brands	3,345.07	-	3,345.07	-	3,345.07	-
Software	589.70	-	556.51	2.52	559.03	33.19
Product Development	173.94	-	173.94	-	173.94	-
<b>Total Intangible Assets</b>	<b>4,108.71</b>	<b>-</b>	<b>4,075.52</b>	<b>2.52</b>	<b>4,078.04</b>	<b>33.19</b>
<b>Grand Total</b>	<b>80,178.51</b>	<b>1,203.40</b>	<b>37,952.92</b>	<b>3,084.15</b>	<b>41,021.42</b>	<b>42,225.59</b>

Note: The title deeds of the immovable properties are held in the name of the Company.

# Notes to Standalone Financial Statements

for the year ended March 31, 2024

## 2a(i) Capital Work-in-Progress

(₹ in lacs)

	Year Ended, March 31,2024	Year Ended, March 31,2023
Opening Carrying value as at April 1	10.62	-
Additions / Adjustments	17.70	10.62
Transfer to property , Plant and Equipment	-	-
Closing Carrying value as at March 31	28.32	10.62

### Ageing Schedule

As on March 31, 2024

(₹ in lacs)

Particulars	Less than 1 year	1-2 year	2-3 year	More than 3 year	Total
Project in Progress	17.70	10.62	-	-	28.32
<b>Total</b>	<b>17.70</b>	<b>10.62</b>	<b>-</b>	<b>-</b>	<b>28.32</b>

As on March 31, 2023

(₹ in lacs)

Particulars	Less than 1 year	1-2 year	2-3 year	More than 3 year	Total
Project in Progress	10.62	-	-	-	10.62
<b>Total</b>	<b>10.62</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>10.62</b>

# Notes to Standalone Financial Statements

for the year ended March 31, 2024

## 3 Investments

(₹ in lacs)

	As at March 31, 2024		As at March 31, 2023	
<b>Non-Current Investments</b>				
<b>I) Investments measured at Cost</b>	Nos.		Nos.	
<b>a) Investment in Subsidiaries (Unquoted)</b>				
<b>Investment in Equity Instruments</b>				
<b>Equity shares of ₹ 100/- each</b>				
Vahni Distilleries Private Limited	14,98,050	1,864.88	14,98,050	1,864.88
<b>Equity shares of ₹ 10/- each</b>				
Prag Distillery (P) Ltd.*	36,81,000	1,543.35	36,81,000	1,543.35
PunjabExpo Breweries Private Limited*	2,16,00,000	2,680.40	2,16,00,000	2,680.40
Shivprabha Sugars Ltd.	45,000	249.75	45,000	249.75
		<b>6,338.38</b>		<b>6,338.38</b>
Less: Impairment in value of Investments*		(4,223.75)		(4,223.75)
		<b>2,114.63</b>		<b>2,114.63</b>
<b>b) Investment in Associate (Unquoted)</b>				
<b>Investment in Equity Instruments</b>				
<b>Equity shares of ₹ 10/- each</b>				
Mason & Summers Marketing Services Pvt. Ltd.	1,30,000	169.00	1,30,000	169.00
Less: Impairment in value of Investments		(169.00)		(169.00)
		-		-
<b>II) Investments measured at Amortised Cost</b>				
<b>Investment in Government Securities (Unquoted)</b>				
7 Year National Savings Certificates (Certificates worth ₹ 44,000/- deposited with Government authorities)		0.51		0.51
6 Year National Savings Certificates (deposited with Government authorities)		0.04		0.04
		<b>0.55</b>		<b>0.55</b>
<b>III) Investments measured at Fair Value through other comprehensive income (FVOCI)</b>				
<b>Investment in Equity Instruments (Unquoted)</b>				
<b>Equity shares of ₹ 100/- each</b>				
Mula Pravara Electric Co-operative Society Ltd.	2,462	2.53	2,462	2.53
Shree Suvarna Sahakari Bank Ltd.	20	0.02	20	0.02
Maharashtra State Financial Corporation	115	0.12	115	0.12
Rupee Co-op Bank Ltd.	1,000	0.25	1,000	0.25
<b>Equity shares of ₹ 10/- each</b>				
Incredible Spirits P Ltd	3,197	100.00	1,599	50.02
Spaceman Spirits Lab Pvt Ltd	14,010	975.00	-	-
		<b>1,077.92</b>		<b>52.94</b>
		<b>3,193.10</b>		<b>2,168.12</b>

# Notes to Standalone Financial Statements

for the year ended March 31, 2024

(₹ in lacs)

	As at March 31, 2024		As at March 31, 2023	
<b>Aggregate of unquoted investments</b>		<b>3,193.10</b>		<b>2,168.12</b>
<b>Category wise Non-Current Investments</b>				
Financial Investments measured at Cost		6,507.38		6,507.38
Financial Investments measured at Amortised Cost		0.55		0.55
Financial Investments measured at Fair Value through other comprehensive income (FVOCI)		1,077.92		52.94
Impairment in value of Investments		(4,392.75)		(4,392.75)
		<b>3,193.10</b>		<b>2,168.12</b>
<b>Current Investments</b>				
<b>Investment measured at fair value through Profit &amp; Loss</b>				
<b>Investment in Mutual Fund (Quoted)</b>				
HDFC Mutual Funds #	2,788.48	99.08	66,306.80	2,206.98
		<b>99.08</b>		<b>2,206.98</b>
<b>Aggregate of quoted investments</b>		<b>99.08</b>		<b>2,206.98</b>

## Notes:-

# During the year company purchased and sold Mutual Funds of ₹ 9,543.20 lacs (P.Y. ₹ 8,499.58 lacs) and ₹ 11,775.00 lacs (P.Y. ₹ 6,400.00 lacs) respectively.

## 4 Loans

(₹ in lacs)

	Non-Current		Current	
	As at March 31, 2024	As at March 31, 2023	As at March 31, 2024	As at March 31, 2023
<b>Unsecured</b>				
Considered good				
Employee Loans	11.55	13.39	4.93	1.61
Loan to Subsidiary Companies (Refer Note 34 ,44 & 49)	-	-	794.20	47.65
Credit Impaired				
Loan to Subsidiary Companies (Refer Note 34 ,44 & 49)			-	10,326.51
Less: Allowance for Credit Losses			-	(10,326.51)
	<b>11.55</b>	<b>13.39</b>	<b>799.13</b>	<b>49.26</b>

### 4.1 Movement in allowance for Credit Losses to subsidiary companies is provided below :

(₹ in lacs)

Particulars	March 31, 2024	March 31, 2023	March 31, 2024	March 31, 2023
<b>Balance at the beginning of the year</b>	-	-	<b>10,326.51</b>	<b>9,164.38</b>
Loss allowance (net)	-	-	216.31	1,162.13
Write off	-	-	(10,542.82)	-
<b>Balance at the end of the year</b>	-	-	-	<b>10,326.51</b>

# Notes to Standalone Financial Statements

for the year ended March 31, 2024

## 4.2 Outstanding balance of loans given to related parties that are repayable on demand :

Particulars	March 31, 2024		March 31, 2023	
	Amount	%	Amount	%
1 Promoters	-	0.00%	-	0.00%
2 Directors	-	0.00%	-	0.00%
3 Key Managerial Personnel	-	0.00%	-	0.00%
4 Related Party - Subsidiaries	794.20	97.97%	47.65	96.73%

## 5 Other Financial Assets

	Non-Current		Current	
	As at March 31, 2024	As at March 31, 2023	As at March 31, 2024	As at March 31, 2023
Term Bank Deposits (Maturity exceeding 12 months)	205.78	156.34	-	-
Advance to Employees	-	-	7.25	17.64
Deposits	3,870.58	4,490.42	-	-
Others	811.08	811.08	347.09	714.26
Advances to Subsidiary Companies * (Refer Note 34 & 49)	-	-	-	4,235.29
	<b>4,887.44</b>	<b>5,457.84</b>	<b>354.34</b>	<b>4,967.19</b>
Less : Allowance for doubtful deposits	(1,493.14)	(2,098.42)	-	-
Less : Allowance for doubtful other financial assets	(811.08)	(810.20)	(143.61)	-
Less : Allowance for doubtful advances to Subsidiaries	-	-	-	(3,320.75)
	<b>2,583.22</b>	<b>2,549.22</b>	<b>210.73</b>	<b>1,646.44</b>

\* Represents advances given to Private Companies where the Director of the Company is a Director.

## 5.1 Movement in loss allowance for doubtful deposits is provided below :

Particulars	(₹ in lacs)			
	March 31, 2024	March 31, 2023	March 31, 2024	March 31, 2023
Balance at the beginning of the year	2,098.42	2,098.42	-	-
Loss allowance (net)	109.72	-	-	-
Write off / Write back	(715.00)	-	-	-
Balance at the end of the year	1,493.14	2,098.42	-	-

## 5.2 Movement in loss allowance for doubtful other financial assets is provided below :

Particulars	(₹ in lacs)			
	March 31, 2024	March 31, 2023	March 31, 2024	March 31, 2023
Balance at the beginning of the year	810.20	810.20	-	-
Loss allowance (net)	0.88	-	143.61	-
Write off / Write back	-	-	-	-
Balance at the end of the year	811.08	810.20	143.61	-



# Notes to Standalone Financial Statements

for the year ended March 31, 2024

## 5.3 Movement in loss allowance for doubtful advances to Subsidiaries is provided below :

(₹ in lacs)

Particulars	March 31, 2024	March 31, 2023	March 31, 2024	March 31, 2023
Balance at the beginning of the year	-	-	3,320.75	-
Loss allowance (net)	-	-	323.06	3,320.75
Write off / Write back	-	-	(3,643.81)	-
Balance at the end of the year	-	-	-	3,320.75

## 6 Other Assets

(₹ in lacs)

	Non-Current		Current	
	As at March 31, 2024	As at March 31, 2023	As at March 31, 2024	As at March 31, 2023
<b>Unsecured, considered good</b>				
Capital advances	286.41	213.95	-	-
Balance with Government Authorities / Others	127.26	353.78	837.06	544.47
Deposits with Court	4.33	4.33	-	-
Advances to Suppliers	-	-	6,348.76	5,477.41
Prepaid Expense	-	-	639.88	575.23
Others	-	-	92.62	-
	<b>418.00</b>	<b>572.06</b>	<b>7,918.32</b>	<b>6,597.11</b>
Less : Allowance for doubtful advances / Balance with Government Authorities	(12.47)	(110.10)	(5,606.92)	(4,936.28)
	<b>405.53</b>	<b>461.96</b>	<b>2,311.40</b>	<b>1,660.83</b>

## 6.1 Movement in loss allowance for Balance with Government Authorities & doubtful advances is provided below :

(₹ in lacs)

Particulars	March 31, 2024	March 31, 2023	March 31, 2024	March 31, 2023
Balance at the beginning of the year	110.10	182.76	4,936.28	4,781.57
Loss allowance (net)	(65.10)	-	670.64	154.71
Write off / Write back	(32.53)	(72.66)	-	-
Balance at the end of the year	<b>12.47</b>	<b>110.10</b>	<b>5,606.92</b>	<b>4,936.28</b>

## 7 Inventories

(₹ in lacs)

	As at March 31, 2024	As at March 31, 2023
(At lower of cost and net realisable value)		
Raw Materials	1,546.73	1,284.57
Stores, Spares and Packing Materials	4,647.99	4,786.46
Work-In-Progress	395.26	461.59
Finished Goods	3,493.31	5,088.31
	<b>10,083.29</b>	<b>11,620.93</b>

# Notes to Standalone Financial Statements

for the year ended March 31, 2024

## 7.1 Amounts recognised in the Statement of Profit and Loss:

Provision for non-moving and obsolete inventories for the year amounting to ₹ NIL lacs (P.Y ₹ 23.39 lacs) has been recognised as an expense during the year and is included in Other Expenses in the Statement of Profit and Loss.

## 8 Trade Receivables

(₹ in lacs)

	As at March 31, 2024	As at March 31, 2023
Unsecured, considered good	42,136.89	33,727.56
Significant Credit Risk	176.77	169.57
Credit Impaired	-	-
	<b>42,313.66</b>	<b>33,897.13</b>
Less: Expected Credit Loss	463.82	640.62
	<b>41,849.84</b>	<b>33,256.51</b>

### 8.1 Movement in Expected Credit Loss for Trade Receivables is provided below :

(₹ in lacs)

Particulars	March 31, 2024	March 31, 2023
Balance at the beginning of the year	640.62	304.96
Loss allowance (net)	(176.80)	335.66
Write off / Write back	-	-
Balance at the end of the year	<b>463.82</b>	<b>640.62</b>

### Ageing Schedule (2023-2024)

(₹ in lacs)

Particulars	Outstanding for following periods from due date of payment							Total Outstanding
	Unbilled	Not Due	Less than 6 month	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
(i) Undisputed Trade receivables – considered good	-	36,667.85	4,994.01	37.46	437.57	-	-	42,136.89
(ii) Undisputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	37.07	18.58	121.12	176.77
(iii) Undisputed Trade Receivables – credit impaired	-	-	-	-	-	-	-	-
(iv) Disputed Trade Receivables – considered good	-	-	-	-	-	-	-	-
(v) Disputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-	-	-
(vi) Disputed Trade Receivables – credit impaired	-	-	-	-	-	-	-	-
<b>Total Trade Receivables</b>	<b>-</b>	<b>36,667.85</b>	<b>4,994.01</b>	<b>37.46</b>	<b>474.64</b>	<b>18.58</b>	<b>121.12</b>	<b>42,313.66</b>
Less: Expected Credit Loss								463.82
<b>Total Trade Receivables after Expected Credit Loss</b>								<b>41,849.84</b>

# Notes to Standalone Financial Statements

for the year ended March 31, 2024

## Ageing Schedule (2022-2023)

(₹ in lacs)

Particulars	Outstanding for following periods from due date of payment							Total Outstanding
	Unbilled	Not Due	Less than 6 month	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
(i) Undisputed Trade receivables – considered good	-	29,500.97	534.25	131.55	2,666.01	175.39	719.39	33,727.56
(ii) Undisputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	56.25	0.18	113.14	169.57
(iii) Undisputed Trade Receivables – credit impaired	-	-	-	-	-	-	-	-
(iv) Disputed Trade Receivables – considered good	-	-	-	-	-	-	-	-
(v) Disputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-	-	-
(vi) Disputed Trade Receivables – credit impaired	-	-	-	-	-	-	-	-
<b>Total Trade Receivables</b>	<b>-</b>	<b>29,500.97</b>	<b>534.25</b>	<b>131.55</b>	<b>2,722.26</b>	<b>175.57</b>	<b>832.53</b>	<b>33,897.13</b>
Less: Expected Credit Loss								<b>640.62</b>
<b>Total Trade Receivables after Expected Credit Loss</b>								<b>33,256.51</b>

## 9 Cash and Bank Balances

(₹ in lacs)

	As at March 31, 2024	As at March 31, 2023
<b>a) Cash and Cash Equivalents</b>		
i) Balances with Banks		
In Current Accounts	757.62	411.80
ii) Short-Term Bank Deposits (Maturity within 3 months)	125.88	2,885.92
iii) Cash on Hand	10.28	9.24
	<b>893.78</b>	<b>3,306.96</b>
<b>b) Other Bank Balances</b>		
i) Earmarked Balances with Banks (Unpaid Dividend Accounts)	3.11	2.20
ii) Short-Term Bank Deposits (Maturity within 12 months)	3,068.59	893.58
	<b>3,071.70</b>	<b>895.78</b>
	<b>3,965.48</b>	<b>4,202.74</b>

# Notes to Standalone Financial Statements

for the year ended March 31, 2024

## 10 Equity Share Capital

(₹ in lacs)

	As at March 31, 2024	As at March 31, 2023
<b>Authorised Shares</b>		
226,050,000 equity shares of ₹ 10/- each (P.Y. 226,050,000 equity shares of ₹ 10/- each)	22,605.00	22,605.00
<b>Issued, subscribed and paid up shares</b>		
192,730,353 equity shares of ₹ 10/- each fully paid up (P.Y. 185,339,999 Equity Shares of ₹ 10/- each fully paid up)	19,273.04	18,534.00
<b>Of the above shares :-</b>		
86,176,200 equity shares of ₹ 10/- each fully paid-up		
bonus shares issued by capitalisation of share premium, capital reserve and general reserve		
	<b>19,273.04</b>	<b>18,534.00</b>

### a) Reconciliation of the number of shares outstanding

(Nos. in lacs)

	As at March 31, 2024	As at March 31, 2023
Number of equity shares at the beginning of the year	1,853.40	1,586.22
Equity shares issued during the year	73.90	267.18
Number of equity shares at the end of the year	<b>1,927.30</b>	<b>1,853.40</b>

### b) Terms / rights attached to equity shares

Each holder of equity share is entitled to one vote per share with a right to receive per share dividend by the Company, when declared. In the event of liquidation, the equity shareholders will be entitled to receive remaining assets of the Company after distribution of all preferential amounts in the proportion to the number of equity shares held by them.

### c) Details of shareholders holding more than 5% shares in the Company

(Nos. in lacs)

Name of the shareholder	As at March 31, 2024		As at March 31, 2023	
	No. of equity shares	As a % of total holding	No. of equity shares	As a % of total holding
Shivani Amit Dahanukar	329.76	17.11%	329.76	17.79%
Amit Dahanukar	268.45	13.93%	298.45	16.10%
Barclays Wealth Trustees India Pvt Ltd (acting as a Trustee of Lotus Family Trust)	118.87	6.17%	118.87	6.41%
Think India Opportunities Master Fund LP	105.26	5.46%	105.26	5.68%
<b>Total</b>	<b>822.34</b>	<b>42.67%</b>	<b>852.34</b>	<b>45.99%</b>

# Notes to Standalone Financial Statements

for the year ended March 31, 2024

## d) Disclosures of Shareholding of Promoters - Shares held by the Promoters

(Nos. in lacs)

Name of the shareholder	As at March 31, 2024		As at March 31, 2023		% Change in during the year
	No. of equity shares	As a % of total holding	No. of equity shares	As a % of total holding	
Shivani Amit Dahanukar	329.76	17.11%	329.76	17.79%	-0.68%
Amit Dahanukar	268.45	13.93%	298.45	16.10%	-2.17%
Priyadarshini A Dahanukar	5.38	0.28%	5.38	0.29%	-0.01%
Anupama Arun Dahanukar	4.58	0.24%	4.58	0.25%	-0.01%
<b>Promoter Group</b>	-	-	-	-	-
M L Dahanukar And Co Pvt Ltd	95.08	4.93%	53.25	2.87%	2.06%
Arunoday Investments Pvt Ltd	71.34	3.70%	71.34	3.85%	-0.15%
<b>Total</b>	<b>774.59</b>	<b>40.19%</b>	<b>762.76</b>	<b>41.15%</b>	

# Refer Note No. 45

## 11 Other Equity

(₹ in lacs)

	As at March 31, 2024	As at March 31, 2023
<b>a) Securities Premium Account</b>		
Balance at the beginning of the year	46,197.37	28,508.36
Allotment of shares	3,378.29	17,491.51
Exercise of Employee Stock Options	356.50	197.50
Balance at the end of the year	<b>49,932.16</b>	<b>46,197.37</b>
<b>b) General Reserve</b>		
Balance at the beginning of the year	1,580.12	1,580.12
Transfer from Share Based Payment Reserve Account	-	-
Balance at the end of the year	<b>1,580.12</b>	<b>1,580.12</b>
<b>c) Share Based Payments Reserve Account</b>		
Balance at the beginning of the year	612.86	460.81
Transfer to General Reserve	-	-
Exercise of Employee Stock Options	(356.50)	(197.50)
Share based payment reserve created during the year	557.22	349.55
Balance at the end of the year	<b>813.58</b>	<b>612.86</b>
<b>d) Money Received against Share Warrants</b>		
Balance at the beginning of the year	879.17	1,225.00
Add : Further money received against share warrants	2,637.50	937.50
Less : Conversion of warrants into equity shares	(3,516.67)	(1,283.33)
Balance at the end of the year	-	<b>879.17</b>
<b>e) Retained Earnings</b>		
Balance at the beginning of the year	(19,244.11)	(35,630.36)
Dividend on Equity Shares	(479.32)	(165.36)
Add: Profit / (Loss) after tax for the year	14,572.88	16,583.01
Add: Remeasurement of defined benefit plans	(8.27)	(31.40)
Balance at the end of the year	<b>(5,158.82)</b>	<b>(19,244.11)</b>
	<b>47,167.04</b>	<b>30,025.41</b>

# Notes to Standalone Financial Statements

for the year ended March 31, 2024

## Footnote:

- The amount received in excess of face value of the equity shares is recognised in Securities Premium. In case of equity-settled share based payment transactions, the difference between fair value on grant date and nominal value of share is accounted as securities premium. It is utilised in accordance with the provisions of section 52 of the Companies Act, 2013.
- The general reserve represents amounts appropriated out of retained earnings based on the provisions of the Act prior to its amendment.
- The fair value of the equity-settled share based payment transactions with employees is recognised in Statement of Profit and Loss with corresponding credit to Employee Stock Grants Outstanding Account.  
The expenses in respect of the Company's ESOP scheme will be charged against the Reserve for employee compensation expense as per Scheme.
- Amount received against warrants.
- Retained earnings are the profits that Company has earned till date less transfers to general reserve dividends or other distributions paid to shareholders. Retained earnings includes re-measurement loss / (gain) on defined benefit plans (net of taxes) that will not be reclassified to the Statement of Profit and Loss. Retained earnings is a free reserve available to the Company.

## 12 Borrowings

(₹ in lacs)

	Non-Current		Current	
	As at March 31, 2024	As at March 31, 2023	As at March 31, 2024	As at March 31, 2023
<b>Secured Loans</b>				
<b>From Asset Reconstruction Company</b>				
Rupee Term Loans	-	-	-	18,396.68
Balance Debts	-	-	-	322.03
<b>Banks-Term Loans</b>	3,866.31	-	2,775.69	-
<b>Unsecured</b>				
Vendor Financing	2,443.99	2,400.65	1,257.13	1,257.13
From other parties	-	-	1,468.06	2,821.07
	<b>6,310.30</b>	<b>2,400.65</b>	<b>5,500.88</b>	<b>22,796.91</b>

- The loans from Kotak Mahindra Bank ("term loans") are secured against all the tangible / intangible assets and current assets of the Company, both present and future.
- The term loans are also secured against all the fixed assets, both present and future of the wholly owned subsidiary companies i.e. Vahni Distilleries Private Limited and PunjabExpo Breweries Private Limited.
- The term loans outstanding at the end of the financial year have been guaranteed by the personal guarantee of Chairman & Managing Director of the Company.
- The term loans are also secured with the corporate guarantee given by the wholly owned subsidiary companies i.e, Vahni Distilleries Private Limited and PunjabExpo Breweries Private Limited.
- The term loans from Kotak Mahindra Bank are repayable by July 30, 2027 as per the repayment schedule provided by Kotak Bank. Interest is payable on monthly basis @ 13.05% .
- Term Loan Maturity Schedule

# Notes to Standalone Financial Statements

for the year ended March 31, 2024

(₹ in lacs)

Bank	Current		Non-Current		Total
	Less than 1 year	1-2 years	Less than 2-3 years		
Kotak Mahindra Bank	2,775.69	3,666.44	199.87		6,642.00
<b>Total</b>	<b>2,775.69</b>	<b>3,666.44</b>	<b>199.87</b>		<b>6,642.00</b>

## 13 Other Financial Liabilities

(₹ in lacs)

	Non-Current		Current	
	As at March 31, 2024	As at March 31, 2023	As at March 31, 2024	As at March 31, 2023
Trade Deposits & Others (Unsecured)	5,496.81	6,427.29	-	-
Payable for purchase of Fixed Assets	-	-	191.35	15.78
Employee dues	-	-	301.69	270.78
Unclaimed Dividend	-	-	3.11	2.20
Other Payables	-	-	4,051.48	2,379.44
	<b>5,496.81</b>	<b>6,427.29</b>	<b>4,547.63</b>	<b>2,668.20</b>

## 14 Provisions

(₹ in lacs)

	Non-Current		Current	
	As at March 31, 2024	As at March 31, 2023	As at March 31, 2024	As at March 31, 2023
Provision for Gratuity (Refer Note 31)	238.95	236.38	132.95	115.36
Provision for Leave Encashment	100.88	70.41	25.75	21.01
Provision for Excise Duty on Finished Goods	-	-	2,116.24	3,228.25
	<b>339.83</b>	<b>306.79</b>	<b>2,274.94</b>	<b>3,364.62</b>

## 15 Other Liabilities

(₹ in lacs)

	Non-Current		Current	
	As at March 31, 2024	As at March 31, 2023	As at March 31, 2024	As at March 31, 2023
Payable towards Statutory Liabilities	-	-	863.29	999.72
Deferred Fair Value Gain	-	-	-	40.42
Advance from Customers	-	-	64.09	51.61
	-	-	<b>927.38</b>	<b>1,091.75</b>

# Notes to Standalone Financial Statements

for the year ended March 31, 2024

## 16 Trade Payables

(₹ in lacs)

	Non-Current		Current	
	As at March 31, 2024	As at March 31, 2023	As at March 31, 2024	As at March 31, 2023
Total outstanding dues of micro & small enterprises (Refer Note 37)	-	-	2,605.97	3,432.63
Total outstanding dues of creditors other than micro & small enterprises	-	-	9,354.74	9,181.27
	-	-	<b>11,960.71</b>	<b>12,613.90</b>

### Ageing Schedule (2023-2024)

(₹ in lacs)

Particulars	Outstanding for following periods from due date of payments						
	Unbilled	Not Due	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total Outstanding
MSME	-	960.29	1,645.68				2,605.97
Others	-	4,041.13	5,064.67	78.19	21.92	148.83	9,354.74
Disputed Dues - MSME	-	-	-	-	-	-	-
Disputed Dues - Others	-	-	-	-	-	-	-
<b>Total</b>	-	<b>5,001.42</b>	<b>6,710.35</b>	<b>78.19</b>	<b>21.92</b>	<b>148.83</b>	<b>11,960.71</b>

### Ageing Schedule (2022-2023)

(₹ in lacs)

Particulars	Outstanding for following periods from due date of payments						
	Unbilled	Not Due	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total Outstanding
MSME	-	2,033.21	1,298.23	84.90	8.06	8.23	3,432.63
Others	-	6,067.15	2,771.92	159.06	40.64	142.50	9,181.27
Disputed Dues - MSME	-	-	-	-	-	-	-
Disputed Dues - Others	-	-	-	-	-	-	-
<b>Total</b>	-	<b>8,100.36</b>	<b>4,070.15</b>	<b>243.96</b>	<b>48.70</b>	<b>150.73</b>	<b>12,613.90</b>



# Notes to Standalone Financial Statements

for the year ended March 31, 2024

## 17 Revenue from Operations

(₹ in lacs)

	Year ended March 31, 2024	Year ended March 31, 2023
<b>Revenue from contracts with customers</b>		
Sales of products	2,95,179.39	2,46,072.31
	<b>2,95,179.39</b>	<b>2,46,072.31</b>
<b>Reconciliation of Gross Revenue with Revenue from Contracts with Customers</b>		
Contract price	2,97,330.72	2,47,718.38
Less: Discount / Demurrage	2,151.33	1,646.07
Revenue recognised	<b>2,95,179.39</b>	<b>2,46,072.31</b>

### 17.1 Other Operating Income

(₹ in lacs)

	Year ended March 31, 2024	Year ended March 31, 2023
Sale of by products, scrap and other income	377.96	453.61
Royalty	268.69	255.68
Contract Manufacturing Income	-	141.77
	<b>646.65</b>	<b>851.06</b>

## 18 Other Income

(₹ in lacs)

	Year ended March 31, 2024	Year ended March 31, 2023
Duty drawback on exports	1.60	1.02
Sundry balance written back	14.46	-
Excess provision written back	801.58	270.79
Interest income on margin money / fixed deposits / others	238.55	250.27
Profit on Sale of Investments	123.44	75.85
Unrealised Profit on sale of Investments	0.46	31.56
Reversal of Expected Credit Loss on trade receivables	176.80	-
Profit on sale of fixed assets	-	0.28
Miscellaneous receipts	11.20	10.40
	<b>1,368.09</b>	<b>640.17</b>

# Notes to Standalone Financial Statements

for the year ended March 31, 2024

## 19 Cost of Materials Consumed

(₹ in lacs)

	Year ended March 31, 2024	Year ended March 31, 2023
i) Raw Material Consumption		
Inventories at the beginning of the year	1,284.57	1,491.20
Add: Purchases	31,242.35	29,390.94
Less: Inventories at the end of the year	1,546.73	1,284.57
	<b>30,980.19</b>	<b>29,597.57</b>
ii) Packing Materials & Consumables	38,239.53	33,739.71
	<b>69,219.72</b>	<b>63,337.28</b>

## 20 (Increase) / Decrease in Inventories

(₹ in lacs)

	Year ended March 31, 2024	Year ended March 31, 2023
Inventories at the beginning of the year		
i) Work-In-Progress	461.59	337.67
ii) Finished Goods	5,088.31	3,495.34
	<b>5,549.90</b>	<b>3,833.01</b>
Less : Inventories at the end of the year		
i) Work-In-Progress	395.26	461.59
ii) Finished Goods	3,493.31	5,088.31
	<b>3,888.57</b>	<b>5,549.90</b>
<b>(Increase) / Decrease in Inventories</b>	<b>1,661.33</b>	<b>(1,716.89)</b>

## 21 Employee Benefit Expense

(₹ in lacs)

	Year ended March 31, 2024	Year ended March 31, 2023
Salaries, Wages and Bonus	3,482.67	2,717.49
Employee Stock Option Expenses	557.22	349.55
Contribution to provident fund and family pension fund (Refer Note 31)	175.11	143.65
Staff welfare expenses	109.57	86.42
Gratuity (Refer Note 31)	56.31	45.76
	<b>4,380.88</b>	<b>3,342.87</b>

# Notes to Standalone Financial Statements

for the year ended March 31, 2024

## 22 Finance Cost

(₹ in lacs)

	Year ended March 31, 2024	Year ended March 31, 2023
Interest on Term Loans	1,579.41	2,416.11
Interest on Cash Credit	7.30	-
Interest on Lease Liabilities	21.54	19.55
Others *	1,065.68	1,583.05
	<b>2,673.93</b>	<b>4,018.71</b>

\* Includes unwinding of discount of ₹ 9.61 lacs (P.Y ₹ 967.19 lacs) and amortisation of deferred fair value gains of ₹ 9.61 lacs (P.Y ₹ 967.19 lacs)

## 23 Other Expenses

(₹ in lacs)

	Year ended March 31, 2024	Year ended March 31, 2023
Power and fuel	279.98	530.43
Repairs & maintenance		
i) Plant & Equipment	14.01	19.05
ii) Buildings	11.29	0.10
iii) Others	168.97	278.47
Insurance	87.94	94.09
Rent (Refer Note 30)	22.12	29.21
Contract manufacturing cost	6,857.70	7,099.81
Legal and professional charges	1,213.44	739.59
Auditor's Remuneration (Refer Note 36)	14.55	14.56
Rates and taxes	2,464.03	2,788.21
Freight, transport charges & other expenses	4,002.89	3,641.10
Selling expenses [Sales Promotion & Advertising etc.]	28,155.33	19,737.25
Travelling and conveyance expenses	173.61	107.33
Printing and stationery	39.63	28.10
Communication expenses	50.30	68.51
Vehicle running expenses	26.02	16.52
Director sitting fees(Refer Note 34)	35.50	32.00
Expected Credit Loss on trade receivables	-	335.66
Donation	15.02	15.00
Corporate Social Responsibility (Refer Note No.38)	99.32	204.65
Foreign Exchange Fluctuation Loss	6.79	455.85
Loss on Sale / write off of Assets	2.43	-
Provision for non-moving and obsolete inventories	-	23.39
Allowance for doubtful advances / deposits	251.28	619.37
Bad Debts	8.63	20.93
Advances written off	-	6.29
Miscellaneous Expenses	1,190.51	1,203.29
	<b>45,191.29</b>	<b>38,108.76</b>

# Notes to Standalone Financial Statements

for the year ended March 31, 2024

## 24 Financial Instruments - Accounting classification and fair value measurements

a) The fair value of the assets and liabilities are included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in forced or liquidation sale.

### b) The following methods and assumptions were used to estimate the fair value:

- 1) Fair value of cash and short-term deposits, trade and other short term receivables, trade payables, other current liabilities, short term loans from banks and other financial instruments approximate their carrying amounts largely due to the short term maturities of these instruments.
- 2) Financial instruments with fixed and variable interest rates are evaluated by the Company based on parameters such as interest rate and individual credit worthiness of the counter party. Based on this evaluation, allowances are taken to account for the expected losses of these receivables.

### c) The company uses the following hierarchy for determining and disclosing the fair value of financial instruments by valuation techniques:

**Level 1 :** Quoted (unadjusted) prices in active markets for identical assets or liabilities.

**Level 2 :** Valuation techniques for which all inputs which have a significant effect on the recorded fair value are observable, either directly or indirectly.

**Level 3 :** Valuation techniques which use inputs that have a significant effect on the recorded fair value that are not based on observable market data.

The following table shows the carrying amounts and fair values of financial assets and financial liabilities, including their levels in the fair value hierarchy :

#### As at March 31, 2024

(₹ in lacs)

	Carrying amount				
	Financial assets - FVTPL	FVOCI - Equity Instruments	Financial assets - cost / amortised cost	Financial liabilities - cost / amortised cost	Total carrying amount
<b>Financial assets measured at fair value</b>					
Investments	99.08	1,077.92	-	-	1,177.00
	<b>99.08</b>	<b>1,077.92</b>	-	-	<b>1,177.00</b>
<b>Financial assets not measured at fair value</b>					
Investments	-	-	2,115.18	-	2,115.18
Trade Receivables	-	-	41,849.84	-	41,849.84
Cash and Cash Equivalents	-	-	893.78	-	893.78
Other Bank Balances	-	-	3,071.70	-	3,071.70
Loans	-	-	810.68	-	810.68
Other Financial Assets	-	-	2,793.95	-	2,793.95
	-	-	<b>51,535.13</b>	-	<b>51,535.13</b>
<b>Financial liabilities not measured at fair value</b>					
Borrowings	-	-	-	11,811.18	11,811.18
Lease Liabilities	-	-	-	218.63	218.63
Trade Payables	-	-	-	11,960.71	11,960.71
Other Financial Liabilities	-	-	-	10,044.44	10,044.44
	-	-	-	<b>34,034.96</b>	<b>34,034.96</b>

# Notes to Standalone Financial Statements

for the year ended March 31, 2024

As at March 31, 2023

(₹ in lacs)

	Carrying amount				Total carrying amount
	Financial assets - FVTPL	FVOCI - Equity Instruments	Financial assets - cost / amortised cost	Financial liabilities - cost / amortised cost	
<b>Financial assets measured at fair value</b>					
Investments	2,206.98	52.94	-	-	2,259.92
	<b>2,206.98</b>	<b>52.94</b>	<b>-</b>	<b>-</b>	<b>2,259.92</b>
<b>Financial assets not at fair value</b>					
Investments	-	-	2,115.18	-	2,115.18
Trade Receivables	-	-	33,256.51	-	33,256.51
Cash and Cash Equivalents	-	-	3,306.96	-	3,306.96
Other Bank Balances	-	-	895.78	-	895.78
Loans	-	-	62.65	-	62.65
Other Financial Assets	-	-	4,195.66	-	4,195.66
	-	-	<b>43,832.74</b>	-	<b>43,832.74</b>
<b>Financial liabilities not measured at fair value</b>					
Borrowings	-	-	-	25,197.56	25,197.56
Lease Liabilities	-	-	-	242.09	242.09
Trade Payables	-	-	-	12,613.90	12,613.90
Other Financial Liabilities	-	-	-	9,095.49	9,095.49
	-	-	-	<b>47,149.04</b>	<b>47,149.04</b>

The Company has not disclosed the fair values for financial instruments such as trade receivables, cash and cash equivalents, other bank balances, loans, other financial assets, borrowings, trade payables and financial liabilities because their carrying amounts are a reasonable approximation of fair value.

## Fair Value Measurement Hierarchy :

(₹ in lacs)

Particulars	As at March 31, 2024			As at March 31, 2023		
	Level 1	Level 2	Level 3	Level 1	Level 2	Level 3
Financial Asset	-	-	-	-	-	-
Non current Investments	-	-	1,077.92	-	-	52.94
Current Investment	-	99.08	-	-	2,206.98	-

# Notes to Standalone Financial Statements

for the year ended March 31, 2024

## 25 Financial risk management

### Objectives and policies

#### Risk management framework

The Company's management has overall responsibility for the establishment and oversight of the Company's risk management framework.

The Company conducts yearly risk assessment activities to identify and analyse the risks faced by the Company, to set appropriate risk limits and controls and to monitor risks and adherence to limits. Risk management systems are reviewed regularly to reflect changes in market conditions and the Company's activities. The Company, through its training and management standards and procedures, aims to maintain a disciplined and constructive control environment in which all employees understand their roles and obligations.

The Company has a system in place to ensure risk identification and ongoing periodic risk assessment is carried out. The Board of directors periodically monitors the risk assessment.

The Company has exposure to the following risks arising from financial instruments :

- Credit risk
- Liquidity risk
- Market risk
- Interest risk

#### a) Credit risk

Credit risk is the risk that counterparty will not meet its obligation under a financial instrument or customer contract, leading to a financial loss. The Company is exposed to credit risk from its operating activities and from its financing activities, including deposits with banks and financial institutions, foreign exchange transactions and other financial instruments. The company generally doesn't have collateral.

The carrying amounts of financial assets represent the maximum credit risk exposure. The maximum exposure to credit risk at the reporting date is as follows :-

	<b>As at March 31, 2024</b>	<b>As at March 31, 2023</b>
	(₹ in lacs)	
Trade Receivables	41,849.84	33,256.51
Cash and Cash Equivalents	893.78	3,306.96
Other Bank Balances	3,071.70	895.78
Loans	810.68	62.65
Other Financial Assets	2,793.95	4,195.66
<b>Total</b>	<b>49,419.95</b>	<b>41,717.56</b>

# Notes to Standalone Financial Statements

for the year ended March 31, 2024

## Trade receivables

Customer credit risk is managed as per Company's established policy, procedures and control relating to customer credit risk management. Credit risk has always been managed by the Company through credit approvals, establishing credit limits and continuously monitoring the creditworthiness of customers to which the Company grants credit terms in the normal course of business.

An impairment analysis is performed for all major customers at each reporting date on an individual basis. In addition, a large number of minor receivables are grouped into homogenous group and assessed for impairment collectively. The calculation is based on historical data. The maximum exposure to credit risk at the reporting date is the carrying value of each class of financial assets. The company evaluates the concentration of risk with respect to trade receivables as low, as its customers are located in several industries and operate in largely independent markets.

(₹ in lacs)

	Contractual cash flows		
	Carrying amount	Less than one year	More than 1 year
As at March 31, 2024	41,849.84	41,849.84	-
As at March 31, 2023	33,256.51	33,256.51	-

## Bank balances and deposits with banks

Credit risk from balances with banks is managed by the company's finance department as per Company's policy. Investment of surplus funds are made only with approved counterparties and within credit limits assigned to each counterparty. Counterparty credit limits are reviewed by the Company's Board of Directors on an annual basis, and may be updated throughout the year subject to approval of the Company's Board of directors. The limits are set to minimise the concentration of risks and therefore mitigate financial loss through counterparty's potential failure to make payments.

## b) Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Company's approach to managing liquidity is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when they are due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's reputation.

### Exposure to liquidity risk

The following are the remaining contractual maturities of financial liabilities at the reporting date. The amounts are gross and undiscounted, and include estimated interest payments and exclude the impact of netting agreements.

### As at Mar 31, 2024

(₹ in lacs)

	Contractual cash flows		
	Carrying amount	Less than one year	More than 1 year
Borrowings	11,811.18	5,500.88	6,310.30
Lease Liabilities	218.63	36.77	181.86
Trade Payables	11,960.71	11,960.71	-
Other Financial Liabilities	10,044.44	4,547.63	5,496.81
	<b>34,034.96</b>	<b>22,045.99</b>	<b>11,988.97</b>

# Notes to Standalone Financial Statements

for the year ended March 31, 2024

As at March 31, 2023

(₹ in lacs)

	Contractual cash flows		
	Carrying amount	Less than one year	More than 1 year
Borrowings	25,197.56	22,796.91	2,400.65
Lease Liabilities	242.09	28.34	213.75
Trade Payables	12,613.90	12,613.90	-
Other Financial Liabilities	9,095.49	2,668.20	6,427.29
	<b>47,149.04</b>	<b>38,107.35</b>	<b>9,041.69</b>

## c) Market risk

Market risk is the risk of loss of future earnings, fair value or future cash flows arising out of change in the price of a financial instrument. These include change as a result of changes in the interest rates, foreign currency exchange rates, equity prices and other market changes that affect market risk sensitive instruments. Market risk is attributable to all market risk sensitive financial instruments including investments and deposits, foreign currency receivables, payables and loans and borrowing.

The company manages market risk through a risk management committee engaged in, inter alia, evaluation and identification of risk factors with the object of governing / mitigation them accordingly to company's objectives and declared policies in specific context of impact thereof on various segments of financial instruments.

### Currency risk

The Company is exposed to currency risk to the extent that there is mismatch between the currencies in which sales, purchase are denominated and the respective functional currencies of Company. The Company has export sales primarily denominated in US dollars.

### Exposure to currency risk

The Company's exposure to currency risk as reported to the management is as follows:

	As at March 31, 2024	As at March 31, 2023
	USD in lacs	USD in lacs
Export receivables	0.61	0.25
Overseas payables	-	-
<b>Total</b>	<b>0.61</b>	<b>0.25</b>

### Foreign currency sensitivity

1% increase in foreign exchange rates will have the following impact on profit before tax:

(₹ in lacs)

	As at March 31, 2024	As at March 31, 2023
Increase / (decrease) in profit	0.50	0.20
<b>Total increase / (decrease) in profit</b>	<b>0.50</b>	<b>0.20</b>

A 1% decrease in foreign exchange rates at the reporting date would have had equal but opposite effect on the amounts shown above, on the basis that all other variable remain constant.



# Notes to Standalone Financial Statements

for the year ended March 31, 2024

## d) Interest risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The entity's exposure to the risk of changes in market interest rates relates primarily to the Company's long-term debt obligations with floating interest rates.

At the reporting date the interest rate profile of the Company's interest-bearing financial instruments is as follows:

	(₹ in lacs)	
	As at March 31, 2024	As at March 31, 2023
<b>Fixed rate instruments</b>		
<b>Financial liabilities</b>		
Borrowings / Other Financial Liabilities	17,422.00	31,624.85
<b>Total</b>	<b>17,422.00</b>	<b>31,624.85</b>
<b>Financial liabilities</b>		
Borrowings / Other Financial Liabilities	-	-
<b>Total</b>	-	-

## Cash flow sensitivity analysis for variable-rate instruments

An increase of 100 basis points in interest rates at the reporting date would have decreased gain as at year end by the amounts shown below. This analysis assumes that all other variables remain constant.

	(₹ in lacs)
Particulars	Profit or loss
<b>March 31, 2024</b>	
Variable-rate instruments	-
<b>Cash flow sensitivity</b>	-
<b>March 31, 2023</b>	
Variable-rate instruments	-
<b>Cash flow sensitivity</b>	-

A decrease of 100 basis points in the interest rates at the reporting date would have had equal but opposite effect on the amounts shown above, on the basis that all other variable remain constant.

## 26 Deferred Tax Assets / (Liabilities)

The following is the analysis of deferred tax assets / (liabilities) presented in the balance sheet :

	(₹ in lacs)		
Movement in deferred tax assets / (liabilities) during the year	Opening Balance as at 01-04-2023	Recognised in statement of Profit & loss	Closing Balance as at 31-03-2024
<b>Deferred Tax liabilities in relation to</b>			
Property Plant & Equipment	(4,921.30)	3,705.57	(1,215.74)
<b>Total A</b>	<b>(4,921.30)</b>	<b>3,705.57</b>	<b>(1,215.74)</b>
<b>Deferred Tax Assets in relation to</b>			
Lease Liabilities / ROU assets	5.77	4.55	10.32
Employee Benefit obligation	125.16	16.80	141.96
Provision / Impairment for Doubtful Debts / Advances / Deposits	4,790.38	(3,726.91)	1,063.46
<b>Total B</b>	<b>4,921.30</b>	<b>(3,705.57)</b>	<b>1,215.74</b>
<b>Total (A+B)</b>	-	-	-

# Notes to Standalone Financial Statements

for the year ended March 31, 2024

**26.1** Deferred tax asset on unabsorbed depreciation under Income Tax Act, has been recognised to the extent it is probable that future taxable income will be available against which these can be utilised. Accordingly, deferred tax assets have not been created on carried forward business losses and unabsorbed depreciation and of ₹ 25,807.02 lacs as on March 31, 2022/24 (P.Y. ₹ 16,707.65 lacs)

## 27 Income Taxes

	(₹ in lacs)	
	Year ended March 31, 2024	Year ended March 31, 2023
<b>a) Income Tax recognised in the Statement of Profit and Loss</b>		
<b>Current Tax</b>		
In respect of current year	-	-
Adjustments in respect of previous years	-	(0.55)
<b>Deferred Tax</b>		
In respect of current year	-	-
Adjustments in respect of deferred tax of previous years	-	-
<b>Total</b>	<b>-</b>	<b>(0.55)</b>
<b>b) Income tax expense recognised in Other Comprehensive Income</b>		
Deferred tax expense on remeasurement of defined benefit plans	-	-
		(₹ in lacs)
<b>c) Reconciliation of Tax expenses :-</b>		
Profit Before Income Tax Expense	14,572.88	16,582.46
Tax Rate	25.168%	25.168%
Tax at Indian Tax Rate @ 25.168%	3,667.70	4,173.47
Tax Effect of amounts which are not deductible / (taxable) in calculating taxable income :		
i) Deductions not considered in ealier years, taken as allowance during the year	(5,026.01)	1,154.27
ii) Permanent Disallowances / Allowances	29.44	73.10
iii) Losses - ( utilised ) / carry forward	1,328.87	(2,213.84)
iv) Income not taxable	-	(3,187.00)
<b>Total</b>	<b>(3,667.70)</b>	<b>(4,173.47)</b>
Income tax expense as per Statement of Profit and Loss	-	-
		As at March 31, 2024
<b>d) Current Tax Liabilities</b>		As at March 31, 2023
Provision for Taxation (Net of Advance Tax)	-	-
<b>e) Non-Current Tax Assets</b>		
Advance Tax (Net of Provision for Taxation)	511.33	280.62

# Notes to Standalone Financial Statements

for the year ended March 31, 2024

## 28 Capital Management

For the purpose of the Company's capital management, capital includes issued capital and all other equity reserves attributable to the equity shareholders of the Company. The primary objective of the Company when managing capital is to safeguard its ability to continue as a going concern and to maintain an optimal capital structure so as to maximize shareholder value.

Consequent to such capital structure, there are no externally imposed capital requirements. In order to maintain or achieve an optimal capital structure, the Company allocates its capital for distribution as dividend or re-investment into business based on its long term financial plans.

The Company monitors capital based on the following ratio :-

	As at March 31, 2024	As at March 31, 2023
Total Net Debt	10,917.40	21,890.60
Total Equity	66,440.08	48,559.41
Debt to Equity Ratio	0.16	0.45

(₹ in lacs)

## 29 Contingent Liability not provided for:

Particulars	As at March 31, 2024	As at March 31, 2023
a) Estimated amount of contracts remaining to be executed on capital accounts and not provided for	5,000	-
b) Bank guarantees issued on behalf of the Company	312.16	257.16
c) In respect of disputed Indirect Tax matters, pending before the appropriate tax authorities, contested by the Company		
<b>i) Sales Tax</b>		
F.Y. 2015-2016 (MVAT)	-	94.35
F.Y. 2015-2016 (Central Sales Tax)	-	146.72
F.Y. 2016-2017 (MVAT)	52.93	52.93
F.Y. 2017-2018 (MVAT)	51.58	51.58
F.Y. 2017-2018 (Central Sales Tax)	74.76	74.76
F.Y. 2018-2019 (Central Sales Tax)	6.21	-
<b>ii) Income tax (TDS)</b>		
F.Y. 2016-2017	2.66	-
<b>iii) Excise</b>		
April 2012 - January 2016 (Central Excise)	1.84	1.84
March 2015 - June 2017 (Central Excise)	828.55	828.55

(₹ in lacs)

Contingent liabilities above represent estimates made mainly for probable claims arising out of litigation and disputes pending with tax authorities. The probability and timing of outflow with regard to these matters depend on the final outcome of litigations / disputes. Hence the Company is not able to reasonably ascertain the timing of the outflow.

In addition to above, the Company is also subject to legal proceedings and claims which arise in the ordinary course of business. The Company has reviewed all its pending litigations and proceedings and has adequately provided for where provisions are required and disclosed as contingent liability, where applicable. The management does not reasonably expect that these legal actions, when ultimately concluded and determined, will have a material and adverse effect on the Company's operations or financial condition.

# Notes to Standalone Financial Statements

for the year ended March 31, 2024

## 30 Operating Lease:

- a) The company has taken certain office premises and warehouse under cancellable operating leases. In the rent agreements there are no terms for purchase option or any restriction such as those concerning dividend and additional debts. Lease agreements of the company do not contain any variable lease payment or any residual value guarantees.

Information in respect of leases for which right-of-use assets and corresponding lease liabilities have been recognised are as follows:

	As at March 31, 2024	As at March 31, 2023
	(₹ in lacs)	
Carrying amount right-of-use assets at beginning of the year	219.17	17.74
Additions to right-of-use assets during the year	18.19	255.05
Deletions to right-of-use assets during the year	-	-
Amortisation of right-of-use assets during the year	59.72	53.62
Interest expense (unwinding of discount) on lease liabilities	21.54	19.55
Total cash outflows in respect of leases	63.20	52.91
Carrying amount right-of-use assets at year end	177.64	219.17

- b) Lease rentals of ₹ 22.12 lacs (P.Y. ₹ 29.21 lacs) in respect of short term lease have been recognised in the statement of profit and loss as rent expense.
- c) The Company has taken bottling units under short term cancellable operating lease at various locations and during the financial year ₹ 155.45 lacs (P.Y ₹ 91.44 lacs) paid towards lease rentals has been charged to Statement of Profit and Loss under Contract manufacturing cost.
- d) Maturity profile :

Maturities of Lease Liabilities	(₹ in lacs)				
	Carrying amount	Less than 1 year	1 to 3 years	3 to 5 years	above 5 years
Lease Liabilities	218.63	36.77	181.04	0.82	-

## 31 The disclosure of Ind AS 19 "Employee Benefits" is as follows:

### Defined Contribution Plan

The Company has charged in the Statement of Profit and Loss during the financial year an amount of ₹ 175.11 lacs (P.Y. ₹ 143.65 lacs) under defined contribution plan as employer's contribution to Provident Fund.

### Defined Benefit Plan

The Employees' gratuity fund scheme managed by LIC is a defined benefit plan. The present value of obligation is determined based on actuarial valuation using the Projected Unit Credit Method (PUCM), which recognizes each period of service as giving rise to additional unit of employee benefit entitlement and measures each unit separately to build up the final obligation.

# Notes to Standalone Financial Statements

for the year ended March 31, 2024

The net value of the defined commitment is detailed below:

(₹ in lacs)

	As at March 31, 2024	As at March 31, 2023
	Funded Gratuity	Funded Gratuity
Present Value of obligation	445.44	420.04
Fair Value of Plans	73.54	68.30
<b>Net Liability in the balance sheet</b>	<b>371.90</b>	<b>351.74</b>
<b>Defined Benefit Obligations</b>		
Balance at the beginning of the year	420.04	407.72
Interest expenses	30.87	27.32
Current service cost	30.46	22.71
Past service cost		
(Liability Transferred Out / Divestments)	-	16.34
Benefit paid directly by the employer	(44.42)	(85.87)
Actuarial (gain) / loss-Due to change in Demographic Assumptions	-	-
Actuarial (gain) / loss-Due to change in Financial assumptions	3.04	(11.05)
Actuarial (gain) / loss- Due to Experience	5.45	42.87
Balance at the end of the year	<b>445.44</b>	<b>420.04</b>
<b>Plan Assets</b>		
Balance at the beginning of the year	68.30	63.62
Interest Income	5.02	4.26
Expected return on plan assets	0.22	0.42
Paid Funds		
Actuarial (gain) / loss		
<b>Balance at the end of the year</b>	<b>73.54</b>	<b>68.30</b>

(₹ in lacs)

	For the year ended March 31, 2024	For the year ended March 31, 2023
	Funded Gratuity	Funded Gratuity
<b>Return on Plan Assets</b>		
Expected return on plan assets	0.22	0.42
Actuarial (gain) / loss	-	-
<b>Actual Return on Plan Assets</b>	<b>0.22</b>	<b>0.42</b>
<b>Expenses Recognised in the Statement of Profit or Loss on defined benefit plan</b>		
Current service costs	30.46	22.71
Past service cost		-
Interest expense	30.87	27.31
Interest Income	(5.02)	(4.26)
Expected return on plan assets	-	-
<b>Expenses Recognised</b>	<b>56.31</b>	<b>45.76</b>

# Notes to Standalone Financial Statements

for the year ended March 31, 2024

(₹ in lacs)

	For the year ended March 31, 2024	For the year ended March 31, 2023
	Funded Gratuity	Funded Gratuity
<b>Expenses Recognised in the Other Comprehensive Income (OCI) on defined benefit plan</b>		
Actuarial (gain) / loss	8.49	31.82
Expected return on plan assets	(0.22)	(0.42)
<b>Net (Income) / Expense for the period Recognised in OCI</b>	<b>8.27</b>	<b>31.40</b>

(₹ in lacs)

	For the year ended March 31, 2024	For the year ended March 31, 2023
	Funded Gratuity	Funded Gratuity
<b>Maturity Analysis of the Benefit Payments: From the Fund</b>		
Projected Benefits Payable in Future Years From the Date of Reporting		
1 <sup>st</sup> Following Year	90.22	112.11
2 <sup>nd</sup> Following Year	62.89	45.53
3 <sup>rd</sup> Following Year	48.59	55.30
4 <sup>th</sup> Following Year	42.81	40.21
5 <sup>th</sup> Following Year	48.02	35.51
Sum of Years 6 to 10	193.32	164.61
Sum of Years 11 and above	163.75	148.10
<b>Sensitivity Analysis</b>		
Projected Benefits Obligations on Current Assumptions	445.44	420.04
Delta Effect +1% Change in Rate of Discounting	(18.26)	(15.74)
Delta Effect -1% Change in Rate of Discounting	20.07	17.30
Delta Effect +1% Change in Rate of Salary Increase	19.28	16.61
Delta Effect -1% Change in Rate of Salary Increase	(17.91)	(15.52)
Delta Effect +1% Change in Rate of Employee Turnover	1.77	2.05
Delta Effect -1% Change in Rate of Employee Turnover	(1.98)	(2.25)
<b>Investments Details</b>	<b>% Invested March 31, 2024</b>	<b>% Invested March 31, 2023</b>
Funds Managed by Life Insurance Corporation	100	100
Public Sector Unit Bonds	-	-
State / Central Guaranteed securities	-	-
Special deposit schemes	-	-
Other (excluding bank balances)	-	-
	100	100

# Notes to Standalone Financial Statements

for the year ended March 31, 2024

(₹ in lacs)

	For the year ended March 31, 2024	For the year ended March 31, 2023
	Funded Gratuity	Funded Gratuity
<b>Actuarial assumptions</b>		
Mortality (LIC)	2012-14 Urban	2012-14 Urban
Discount rate (per annum)	7.19%	7.35%
Expected rate of return on plan assets (per annum)	7.19%	7.35%
Rate of escalation in salary (per annum)	5.00%	5.00%

## Defined Contribution Plan

Present value of DBO, Fair Value of Plan Assets, Deficit / (Surplus), Experience Adjustments for current and earlier periods:

Funded Gratuity for the year ended	March 31, 2024	March 31, 2023	March 31, 2022	March 31, 2021	March 31, 2020
Present value of DBO	445.44	420.04	407.72	359.93	376.99
Fair value of plan assets	73.54	68.30	63.62	55.38	51.68
Deficit / (Surplus)	371.90	351.74	344.10	304.55	325.31

## 32 Employee Stock Option Scheme

- a) The Shareholders of the Company at the Annual General Meetings held on August 06, 2008 and September 20, 2010 had approved the Employee Stock Option Scheme (ESOP) 2008 and Employee Stock Option Scheme (ESOP) 2010 respectively and also approved Employee Stock Option Scheme (ESOP) 2012 on May 24, 2012 by way of Postal Ballot.
- b) During the financial year ended March 31, 2024 the following schemes were in operation :

### A) Employee Stock Option Scheme 2010

(In Nos.)

Particulars	Grant 6	Grant 7	Grant 8
Date of Grant	June 14, 2018	May 27, 2021	August 14, 2021
Date of the Board Approval	June 14, 2018	May 27, 2021	August 14, 2021
Date of the Shareholders Approval	Sept 20, 2010	Sept 20, 2010	Sept 20, 2010
Number of options granted till March 31, 2024	12,00,000	10,75,000	13,63,500
Number of options cancelled / lapsed till March 31, 2024	6,83,153	3,21,250	1,99,850
Number of options exercised till March 31, 2024	5,16,847	4,57,150	6,65,225
Net options outstanding as on March 31, 2024	-	2,96,600	4,98,425
Vesting period from the date of grant	3 years	3 years	3 years
Exercise period from the date of vesting	2 years	2 years	2 years

# Notes to Standalone Financial Statements

for the year ended March 31, 2024

## B) Employee Stock Option Scheme 2012

(In Nos.)

Particulars	Grant 6	Grant 7	Grant 8	Grant 9	Grant 10
Date of Grant	June 14, 2018	August 14, 2021	Sept 23, 2022	Oct 20, 2022	Aug 21, 2023
Date of the Board Approval	June 14, 2018	August 14, 2021	Sept 23, 2022	Oct 20, 2022	Aug 21, 2023
Date of the Shareholders Approval	May 24, 2012	May 24, 2012	May 24, 2012	May 24, 2012	May 24, 2012
Number of options granted till March 31, 2024	26,00,000	17,75,000	8,50,000	1,00,000	8,20,000
Number of options cancelled / lapsed till March 31, 2024	9,95,953	3,12,258	2,00,000	-	-
Number of options exercised till March 31, 2024	16,04,047	7,69,421	1,80,000	30,000	-
Net options outstanding as on March 31, 2024	-	6,93,321	4,70,000	70,000	8,20,000
Vesting period from the date of grant	3 years	3 years	3 years	3 years	3 years
Exercise period from the date of vesting	2 years	2 years	2 years	2 years	2 years

## C) The details of the options as on March 31, 2024 are as under:

(Nos. in Lacs)

Particulars	ESOP Scheme 2010	ESOP Scheme 2012
<b>Financial Year 2022-23</b>		
<b>Options outstanding as on April 01, 2022</b>	26.24	24.51
Options granted from April 01, 2022 to March 31, 2023		9.50
Options cancelled from April 01, 2022 to March 31, 2023	-	-
Options lapsed from April 01, 2022 to March 31, 2023	5.14	5.37
Options exercised April 01, 2022 to March 31, 2023	5.38	5.91
<b>Options outstanding as on March 31, 2023</b>	<b>15.72</b>	<b>22.73</b>

Particulars	ESOP Scheme 2010	ESOP Scheme 2012
<b>Financial Year 2023-24</b>		
<b>Options outstanding as on April 01, 2023</b>	15.72	22.73
Options granted from April 01, 2023 to March 31, 2024	-	8.20
Options cancelled from April 01, 2023 to March 31, 2024	-	-
Options lapsed from April 01, 2023 to March 31, 2024	0.96	3.19
Options exercised April 01, 2023 to March 31, 2024	6.81	7.21
<b>Options outstanding as on March 31, 2024</b>	<b>7.95</b>	<b>20.53</b>



# Notes to Standalone Financial Statements

for the year ended March 31, 2024

D) The Black Scholes valuation model has been used for computing the weighted average fair value considering the following inputs:

a) Employee Stock Option Scheme 2010

Particulars	Grant 6	Grant 7	Grant 8
Dates of Grant	June 14, 2018	May 27, 2021	August 14, 2021
Market Price (₹ per share) on the dates of grant	20.65	42.95	41.60
Volatility	57.12%	55.22%	55.04%
Risk free rate	7.90%	5.00%	5.08%
Exercise price	15	32	31
Time to maturity (years)	3	3	3
Dividend yield	0.00%	0.00%	0.00%
Option fair value (₹ per share)	11.45	22.01	21.30

b) Employee Stock Option Scheme 2012

Particulars	Grant 6	Grant 7	Grant 8	Grant 9	Grant 10
Dates of Grant	June 14, 2018	August 14, 2021	September 23, 2022	October 20, 2022	August 21, 2023
Market Price (₹ per share) on the dates of grant	20.65	41.60	91.35	94.70	207.15
Volatility	57.12%	55.04%	53.17%	53.01%	47.37%
Risk free rate	7.90%	5.08%	7.16%	7.25%	7.17%
Exercise price	15	31	67	74	142
Time to maturity (years)	3	3	3	3	3
Dividend yield	0.00%	0.00%	0.00%	0.00%	0.00%
Option fair value (₹ per share)	11.45	21.30	48.29	48.15	109.39

### 33 Segment Reporting:

The Company is predominantly engaged in the business of manufacture and sale of Indian Made Foreign Liquor and its related products which constitute a single business segment.

During the year ended March 31, 2024, three customers contributed 10% or more than to the Company's revenue.



# Notes to Standalone Financial Statements

for the year ended March 31, 2024

(₹ in lacs)

Nature of Transaction (excluding reimbursements)	Parties referred in (a) above		Parties referred in (b) above		Parties referred in (c) above	
	Year ended March 31, 2024	Year ended March 31, 2023	Year ended March 31, 2024	Year ended March 31, 2023	Year ended March 31, 2024	Year ended March 31, 2023
<b>Sales</b>						
Vahni Distilleries Private Limited	-	68.97	-	-	-	-
PunjabExpo Breweries Private Limited	23.45	11.40	-	-	-	-
<b>Total</b>	<b>23.45</b>	<b>80.37</b>	-	-	-	-
<b>Purchases</b>						
Vahni Distilleries Private Limited	132.32	42.50	-	-	-	-
PunjabExpo Breweries Private Limited	124.08	50.00	-	-	-	-
Prag Distillery (P) Ltd.		44.90	-	-	-	-
<b>Total</b>	<b>256.40</b>	<b>137.40</b>	-	-	-	-
<b>Expenses -Bottling Charges</b>						
Vahni Distilleries Private Limited	587.98	548.80	-	-	-	-
PunjabExpo Breweries Private Limited	278.02	132.03	-	-	-	-
Prag Distillery (P) Ltd.	422.66	317.23	-	-	-	-
<b>Total</b>	<b>1,288.66</b>	<b>998.06</b>	-	-	-	-
<b>Interest Income</b>						
PunjabExpo Breweries Private Limited	-	48.54	-	-	-	-
Vahni Distilleries Private Limited	69.68	-	-	-	-	-
<b>Total</b>	<b>69.68</b>	<b>48.54</b>	-	-	-	-
<b>Corporate Social Responsibility</b>						
Smt. Malati Dahanukar Trust	-	-	-	-	48.00	79.35
<b>Total</b>	-	-	-	-	<b>48.00</b>	<b>79.35</b>
<b>Payments to Key Managerial Personnel and Directors</b>						
Remuneration / Sitting Fees / ESOP Perquisites to Executive Directors / Relatives	-	-	821.07	473.11	-	-
Remuneration / ESOP Perquisites to Chief Financial Officer / Company Secretary	-	-	219.95	176.79	-	-
Sitting Fees and Consultancy Charges to Non-Executive Director / Independent Director	-	-	50.50	48.00	-	-
Rent to Executive Directors / Relatives	-	-	55.34	47.48	-	-
<b>Total</b>	-	-	<b>1,146.86</b>	<b>745.38</b>	-	-

# Notes to Standalone Financial Statements

## for the year ended March 31, 2024

(₹ in lacs)

Nature of Transaction (excluding reimbursements)	Parties referred in (a) above		Parties referred in (b) above		Parties referred in (c) above	
	Year ended March 31, 2024	Year ended March 31, 2023	Year ended March 31, 2024	Year ended March 31, 2023	Year ended March 31, 2024	Year ended March 31, 2023
<b>Net Loans &amp; Advances given / (taken)</b>						
Prag Distillery (P) Ltd.*	(9,761.20)	596.82	-	-	-	-
Vahni Distilleries Private Limited	(168.01)	(265.35)	-	-	-	-
PunjabExpo Breweries Private Limited*	(3,886.54)	274.78	-	-	-	-
Shivprabha Sugars Ltd.	0.50	0.58	-	-	-	-
<b>Total</b>	<b>(13,815.25)</b>	<b>606.83</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Outstanding Balances</b>						
<b>Loans and Advances given</b>						
Prag Distillery (P) Ltd. *	-	9,761.20	-	-	-	-
Vahni Distilleries Private Limited	746.53	914.54	-	-	-	-
PunjabExpo Breweries Private Limited*	-	3,886.54	-	-	-	-
Shivprabha Sugars Ltd.	47.67	47.17	-	-	-	-
<b>Total</b>	<b>794.20</b>	<b>14,609.45</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Outstanding Receivable (Rent Deposit)</b>						
Mr. Amit Dahanukar	-	-	800.00	800.00	-	-
Dr. Priyadarshini A. Dahanukar	-	-	203.66	203.66	-	-
M.L. Dahanukar & Co. Pvt. Ltd.	-	-	-	-	15.00	15.00
<b>Total</b>	<b>-</b>	<b>-</b>	<b>1,003.66</b>	<b>1,003.66</b>	<b>15.00</b>	<b>15.00</b>

\* The Company has written off the entire loan and advances of Prag Distillery Pvt Ltd and PunjabExpo Breweries Pvt Ltd during the year 2023-24. Refer Note No. 44(b).

### Notes :

a) All Related Party Transactions entered during the year were in ordinary course of the business and on arm's length basis.

Compensation of key management personnel and Directors of the Company **	Year ended March 31, 2024	Year ended March 31, 2023
Short-term employee benefits	1,038.01	647.90
Directors sitting fees / Consultancy Charges	53.50	50.00
<b>Total compensation of key management personnel and Directors of the Company</b>	<b>1,091.51</b>	<b>697.90</b>

\*\*Key Managerial Personnel who are under the employment of the Company are entitled to post employment benefits and other long term employee benefits recognised as per Ind AS 19 - 'Employee Benefits' in the financial statements. As these employee benefits are lump sum amounts provided on the basis of actuarial valuation, the same is not included above.

**35** In accordance with proviso to Section 129(3) read with Rule 5 of the Companies (Accounts) Rules, 2014, a statement containing salient features of the financial statements of the Company's subsidiaries in Form AOC-1 is attached to the financial statements of the Company.

# Notes to Standalone Financial Statements

for the year ended March 31, 2024

## 36 Auditor's remuneration charged to accounts:

	(₹ in lacs)	
	Year ended March 31, 2024	Year ended March 31, 2023
a) Audit fees	12.50	12.50
b) Limited review fees	2.00	2.00
c) Reimbursement of expenses	0.05	0.06
	<b>14.55</b>	<b>14.56</b>

**37** Micro & Small enterprises have been identified by the Company on the basis of the information received from suppliers regarding their status under the Micro, Small and Medium Enterprises Development Act, 2006 (MSMED Act). The Company has amounts due to Micro & Small enterprises under the MSMED Act as follows :

	(₹ in lacs)	
Particulars	As at March 31, 2024	As at March 31, 2023
a) the principal amount and the interest due thereon remaining unpaid to any supplier at the end of each accounting year;	2,658.28	3,500.84
b) the amount of interest paid by the buyer in terms of section 16 of the Act, along with the amount of the payment made to the supplier beyond the appointed day during each accounting year;	-	-
c) the amount of interest due and payable for the period of delay in making payment (which has been paid but beyond the appointed day during the year) but without adding the interest specified under the Act ;	-	-
d) the amount of interest accrued and remaining unpaid at the end of year; and	52.31	68.21
e) the amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues above are actually paid to the small enterprise, for the purpose of disallowance of a deductible expenditure under section 23 of the Act.	-	-

## 38 Expenditure towards Corporate Social Responsibility (CSR) activities

In accordance with the provisions of section 135 of the Act, the Board of Directors of the Company had constituted a CSR committee. The details for CSR activities are as follows:

	(₹ in lacs)	
Particulars	Year ended March 31, 2024	Year ended March 31, 2023
i) Amount required to be spent by the company during the year	55.89	203.06
ii) Amount spent during the year on the following:	-	-
(a) For construction / acquisition of any assets - -	-	-
(b) For purposes other than (a) above	99.32	132.65
iii) Shortfall / (Excess ) at the end of the year.	-43.43	72.00
iv) Total of previous years shortfall	62.63	-
v) Reason for shortfall *		
vi) Details of related party transactions in relation to CSR expenditure as per relevant Accounting Standard		
a) Smt. Malati Dahanukar Trust	48.00	79.35

# Notes to Standalone Financial Statements

for the year ended March 31, 2024

**Nature of CSR activities : Animal welfare, Healthcare and sanitation , Literacy, promoting Sports and Fitness, solid waste management**

\* The Company has transferred Rs. 72 lacs in Unspent CSR Account as per Section 135(6) of the Companies Act, 2013 for FY 2022-23 with respect to the ongoing CSR projects of the Company at Shirampur. The Company shall spend the amounts over three years for the said projects as per the details mentioned in the Corporate Social Responsibility Report.

## 39 Earnings per share:

	(₹ in lacs)	
	<b>Year ended March 31, 2024</b>	<b>Year ended March 31, 2023</b>
Profit / (Loss) After Tax	14,572.88	16,583.01
Weighted average number of shares	1,910.00	1,706.14
Basic Earnings Per Share	7.63	9.72
Weighted average number of shares (adjusted for the effects of dilutive potential equity shares)	1,928.71	1,750.61
Diluted Earnings Per Share	7.56	9.47
Face Value per Equity Share	10.00	10.00

40 The Company does not enter into any derivative instruments for trading or speculative purposes. The foreign currency exposure not hedged as at March 31, 2024 are as under:

	Currency	As at March 31, 2024		As at March 31, 2023	
		FC Amount (in lacs)	(₹ in lacs)	FC Amount (in lacs)	(₹ in lacs)
Receivable - Debtors	USD	0.61	50.45	0.25	19.54

41 The Company has entered into arrangements with Tie-up Manufacturing Units (TMUs) and its wholly owned Subsidiaries (referred as Subsidiaries), wherein TMUs and Subsidiaries manufacture and sell beverage alcohol on behalf of the Company. Under such arrangements, the Company has exposure to significant risks and rewards associated with the sale of products i.e. it has the primary responsibility for providing goods to the customer, has pricing latitude and is also exposed to inventory and credit risks. Accordingly, the transactions of the TMUs and Subsidiaries under such arrangements have been recorded as gross revenue, excise duty and expenses as if they were transactions of the Company. The Company also presents inventory under such arrangements as its own inventory. The net receivables from / payable to TMUs and Subsidiaries are recognised under other financial assets / other financial liabilities respectively.

Particulars	(₹ in lacs)					
	<b>Year ended March 31, 2024</b>	<b>Year ended March 31, 2024</b>	<b>Year ended March 31, 2024</b>	<b>Year ended March 31, 2023</b>	<b>Year ended March 31, 2023</b>	<b>Year ended March 31, 2023</b>
	TMUs	Subsidiaries	Total	TMUs	Subsidiaries	Total
Revenue from operations / Other Income	13,123.58	10,286.70	23,410.28	12,370.64	74,307.22	86,677.86
<b>Total Income</b>	<b>13,123.58</b>	<b>10,286.70</b>	<b>23,410.28</b>	<b>12,370.64</b>	<b>74,307.22</b>	<b>86,677.86</b>
Cost of materials consumed / (Increase) / decrease in Inventories	2,953.55	3,371.94	6,325.48	4,436.42	5,966.94	10,403.36
Excise Duty	8,278.00	5,586.12	13,864.12	5,587.62	64,074.83	69,662.45
Finance Cost / Other expenses	468.89	676.64	1,145.54	695.25	1,303.89	1,999.14
<b>Total expenses</b>	<b>11,700.44</b>	<b>9,634.70</b>	<b>21,335.14</b>	<b>10,719.29</b>	<b>71,345.66</b>	<b>82,064.95</b>
<b>Profit / (Loss)</b>	<b>1,423.14</b>	<b>652.00</b>	<b>2,075.15</b>	<b>1,651.35</b>	<b>2,961.56</b>	<b>4,612.91</b>

# Notes to Standalone Financial Statements

for the year ended March 31, 2024

(₹ in lacs)

In Balance sheet	As at	As at	As at	As at	As at	As at
	March 31, 2024	March 31, 2024	March 31, 2024	March 31, 2023	March 31, 2023	March 31, 2023
	TMUs	Subsidiaries	Total	TMUs	Subsidiaries	Total
<b>Assets</b>						
Inventory	834.75	294.88	1,129.63	706.36	1,717.45	2,423.81
Trade Receivables	2,391.13	1,202.07	3,593.20	5,225.86	3,143.43	8,369.29
Cash and Bank Balances	121.03	-	121.03	110.43	-	110.43
Other Financial Assets		-	-		-	-
Other Assets	332.84	40.12	372.96	719.77	29.43	749.20
<b>Liabilities</b>						
Trade Payables	435.69	218.23	653.92	1,269.08	1,111.17	2,380.25
Provisions	232.46	-	232.46	73.68	1,123.64	1,197.32
Other Liabilities	215.86	530.65	746.51	218.81	586.88	805.69

**42** The Company expects to restart the grain distillery plant post incurring of relevant capital expenditure. In view of this, the management believes that there is no impairment in value of its ENA Plant and hence the recoverable amount of the ENA Plant is not required to be estimated.

- 43** a) Anupama Wine Distributors has filed a suit before the City Civil Court, Bangalore claiming approximately ₹ 731.10 lacs towards refund of security deposit and other dues. The Hon'ble Court vide its Order dated December 22, 2007 dismissed their application for attachment of property for recovery of the above dues. The Company has filed a counter claim for the sum of approximately ₹ 1,193.00 lacs against Anupama Wine Distributors and the matter is pending before City Civil Court, Bangalore. The matter is posted for filing evidence by Anupama Wine Distributors.
- b) A body corporate has filed a legal suit on the Company to obtain restraining order on the use of certain trademarks owned by the Company. An interim order was passed by the Bombay High Court upholding the ownership of the Company in the aforesaid trade marks and allowing the Company continuous and uninterrupted use of the said trademarks without any restraint. The interim order continues and the appeal filed by the body corporate against the Company is pending. The Company has filed Interim Application to restrain the Body Corporate from manufacturing said Trademarks owned by the Company. The said Interim Application is being heard before Hon'ble Bombay High Court.

## 44 Exceptional Items in the year ended March 31, 2024 includes :

	Income / (Expenses) ₹ in lacs
a) During the financial year 2023-24 , the Company has made a pre-payment of the Restructured debt of Edelweiss Asset Reconstruction Company (EARC) acting as trustee of EARC Trust SC 241. Accordingly, the total Restructured debt of ₹ 17,622 lacs of EARC Trust SC 241 now stands reduced to ₹ Nil. Consequent to the above prepayment, the corresponding Balance debt of EARC Trust SC 241 of ₹ 362.45 lacs has been waived by EARC and has been written back by the Company along with a discount of ₹ 150 lacs on the Restructured debt received from EARC at the time of pre-payment. The Company has now completely repaid the Restructured debt of all the three EARC Trusts i.e EARC Trust SC 233, EARC Trust SC 241 and EARC Trust SC 269 as per the Master Restructuring Agreement (MRA) dated February 06, 2020 and stands discharged of all liabilities, dues, demands or claims in respect of the Restructured Facilities.	512.45

# Notes to Standalone Financial Statements

for the year ended March 31, 2024

	Income / (Expenses) ₹ in lacs
b) During the financial year 2023-24, the Company has written off loans and advances given to its wholly owned subsidiaries i.e. Prag Distilleries (P) Ltd of ₹ 10,250.33 lacs and PunjabExpo Breweries Private Limited of ₹ 3,936.30 lacs. Consequent to the reversal of earlier year provision for loans and advances to its wholly owned subsidiaries of ₹ 9,760.72 lacs of Prag Distilleries (P) Ltd and Punjab Expo Breweries Private Limited of ₹ 3,886.54 lacs and including the write off in the current year, net impact of ₹ 539.37 lacs has been disclosed under exceptional item in the financial statements as an expense for the year ended March 31, 2024.	-539.37
<b>Total expenses in exceptional Items (Net) in the year ended March 31, 2024</b>	<b>-26.92</b>

- 45** During the year ended March 31 2024, the Company has allotted the following equity shares on preferential basis :-
- 41,82,390 equity shares of face value of ₹ 10/- each to promoters / promoter group at an issue price of ₹ 53/- per equity share including a premium of ₹ 43/- per share.
  - 18,05,556 equity shares of face value of ₹ 10/- each to entities at an issue price of ₹ 72/- per equity share including a premium of ₹ 62/- per share.
- 46** The Hon'ble National Company Law Tribunal (NCLT), Mumbai has approved the scheme under Section 230-232 of the Companies Act, 2013 vide order dated May 17, 2023 in the matter of Scheme of Amalgamation (Merger by Absorption) of Kesarval Springs Distillers Private Limited ("KSDPL" or the "Transferor Company 1"), Mykingdom Ventures Private Limited ("MVPL" or the "Transferor Company 2"), Srirampur Grains Private Limited ("SGPL" or the "Transferor Company 3") and Studd Projects Private Limited ("SPPL" or the "Transferor Company 4") with and into Tilaknagar Industries Ltd. ("TI" or the "Transferee Company") and their respective shareholders. The Company has filed INC-28 with Ministry of Corporate Affairs on June 08, 2023. Consequent to the filing of INC-28, the said Scheme has been accounted from the appointed date i.e. April 01, 2022 under common control as per Ind AS 103 - Business Combination, based on which the carrying value of assets amounting to ₹ 5.67 lacs, liabilities amounting to ₹ 2.25 lacs and retained earnings amounting to ₹ (52.52) lacs have been amalgamated with and be vested in transferee company. Consequently, amalgamation reserve of ₹ (19.00) lacs has been recorded on merger in the books of the transferee Company. Accordingly the figures in the statement for the year ended March 31, 2023 have been restated to include the effect of Scheme of Amalgamation (Merger by Absorption).
- 47** The Income-Tax authorities ('the department') had conducted search activity during the month of February 2024 at some of the premises, plants and residences of Director of the Company. The Company extended full cooperation to the Income-tax officials during the search and provided required details, clarifications, and documents. As on the date of issuance of year ended March 31, 2024 financial statements, the Company has not received any written communication from the department regarding the outcome of the search, therefore, the consequent impact on the year ended March 31, 2024 financial statements, if any, is not ascertainable.
- The Management, after considering all available records and facts known to it, is of the view that there is no material adverse impact on the financial position of the Company and no material adjustments are required to these financial statements for the year ended March 31, 2024 in this regard.
- 48**
- The Board of Directors recommended payment of Dividend of ₹ 0.50 per equity share of ₹ 10/- each for the financial year ended March 31, 2024 subject to the approval of the Members at the ensuing Annual General Meeting.
  - The Company has paid dividend for the financial year 2022-23 of ₹ 479.32 lacs (₹ 0.25 per share) during the financial year 2023-24.



# Notes to Standalone Financial Statements

for the year ended March 31, 2024

49 Disclosure required under Section 186 (4) of the Company's Act, 2013 for loans, advances and guarantees :

## a) Loans and Advances to subsidiaries

(₹ in lacs)

	As at March 31, 2024		As at March 31, 2023	
	Maximum amount outstanding	Balance as at the year end	Maximum amount outstanding	Balance as at the year end
Prag Distillery (P) Ltd. *	9,761.20	-	9,870.36	9,761.20
Vahni Distilleries Private Limited	168.01	746.53	3,125.93	914.54
PunjabExpo Breweries Private Limited *	3,886.54	-	3,531.95	3,886.54
Shivprabha Sugars Ltd.	0.50	47.67	47.17	47.17
<b>Total</b>	<b>13,816.26</b>	<b>794.20</b>	<b>16,575.41</b>	<b>14,609.45</b>

\* The Company has written off the entire loan and advances of Prag Distillery Pvt Ltd and PunjabExpo Breweries Pvt Ltd during the year 2023-24. Refer Note No. 44(b).

The above loans and advances have been given for general business purposes.

## 50 Ratio Analysis

Ratio	Numerator	Denominator	2024	2023	% Change	Reason for Variance
			Current year	Previous Year		
Current ratio (in times)	Total current assets	Total current liabilities	2.35	1.28	83.00%	Efficient management of working capital, improvement in inventory control.
Debt-Equity ratio (in times)	Total borrowings and lease liabilities	Total equity	0.18	0.52	-65.44%	pre-payment of debt and improvement in profitability.
Debt service coverage ratio (in times)	Net Profit after taxes + Depreciation and Amortization + Finance Cost	Principal repayments including interest + lease liabilities payments	0.68	0.82	-17.19%	NA
Return on Equity Ratio	Profit after tax	Average total equity	25.34%	54.70%	-53.66%	In FY 2022-23 the profit after tax included net exceptional income of ₹ 9,685.34 lacs. Further, the average equity in FY 2022-23 was higher on account of infusion of preferential funds raised during FY 2021-22 and FY 2022-23.
Inventory turnover ratio (times)	Cost of Material consumed + Changes in Inventories	Average inventory	6.53	6.56	-0.44%	NA
Trade receivables turnover ratio (in times)	Revenue from operations	Average trade receivables	7.88	8.77	-10.18%	NA
Trade payables turnover ratio (in times)	Cost of Material consumed + Changes in Inventories + Other Expenses - Inventory / Advance Provision / Advance written off / Bad Debts / ECL	Average trade payable	9.425	6.862	37.35%	Significant outstanding balances of trade payables have been settled during the year
Net capital turnover ratio (in times)	Revenue from operations	Working capital (i.e. Total current assets less Total current liabilities)	8.683	20.441	-57.52%	The working capital requirement in FY 2023-24 was higher on account of increase in business.
Net profit ratio (in %)	Profit after tax (excluding exceptional Item)	Revenue from operations (Net off excise duty)	10.47%	5.92%	76.79%	Growth in business, focus on premium brands and reduction of debts have resulted in higher profit .
Return on capital employed (in %)	Profit before tax + finance costs	Capital employed = Tangible Net worth + Total Borrowings	22.04%	27.93%	-21.09%	NA
Return on investment (in %)	Profit on Sale of Investments	Cost of Investment	1.30%	1.26%	2.74%	NA

# Notes to Standalone Financial Statements

for the year ended March 31, 2024

## 51 Other Statutory Information:

- i) The Company does not have any Benami property, where any proceeding has been initiated or pending against the Company for holding any Benami property.
- ii) The Company does not have any immovable property (other than properties where the Company is the lessee and the lease agreements are duly executed in favour of the lessee) whose title deeds are not held in the name of the Company.
- iii) The Company does not have any transactions with the struck off Companies.
- iv) The Company does not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period.
- v) The Company has not traded or invested in Crypto currency or Virtual Currency during the financial year.
- vi) The Company has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:-
  - a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company (Ultimate Beneficiaries); or
  - b) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.
- vii) The Company has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall:-
  - a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or;
  - b) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- viii) The Company does not have any such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961.
- ix) The Company has not been declared as a wilful defaulter.
- x) The Company was sanctioned ₹ 2,500 lacs working capital limits from Kotak Mahindra Bank during the year.

**52** The Company has used accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software. With respect to changes made by certain privileged access rights to the SAP application and / or the underlying database audit trail feature is not enabled. The Company does have a privileged access monitoring tool that monitors these access rights and the Company is in the process of further strengthening this feature with adequate logs to be maintained. Further no instance of audit trail feature being tampered with was noted in respect of the software.

**53** Figures of previous year have been regrouped, reclassified and recast, wherever considered necessary.

As per our Report of even date annexed.

For and on behalf of the Board of Directors

**For Harshil Shah & Company**  
Chartered Accountants  
Firm Registration No.141179W

**Amit Dahanukar**  
Chairman & Managing Director  
(DIN:00305636)

**Aparna Chaturvedi**  
Director  
(DIN: 00028647)

**Harshil Shah**  
Partner  
Membership No.124146

**Abhinav Gupta**  
Chief Financial Officer

**Minuzeer Bamboat**  
Company Secretary

Place : Mumbai  
Date : May 21, 2024

# FORM AOC-1

(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)

## Part "A": Subsidiaries

### STATEMENT CONTAINING SALIENT FEATURES OF THE FINANCIAL STATEMENT OF SUBSIDIARIES FOR THE YEAR ENDED MARCH 31, 2024

Sr. No. of Subsidiary Company	Reporting Currency	Share Capital	Reserves & Surplus	Total Assets	Total Liabilities	Investments	Gross Total Income	Profit Before Taxation (Before Exceptional Items)	Exceptional Items	Profit/(Loss) before Taxation (after Exceptional Items)	Provision for Taxation	Profit/(Loss) After Taxation	Other Comprehensive Income	Total Comprehensive Income	Proposed Dividend	% of Shareholding
1 Prag Distillery (P) Ltd.	INR	368.10	530.49	1,079.12	180.53	0.30	453.50	(615.39)	11,719.95	11,104.56	-	11,104.56	(9.57)	11,094.99	Nil	100%
2 Vahni Distilleries Private Limited	INR	1,498.05	(1,873.67)	413.33	788.95	-	514.23	89.43	-	89.43	-	89.43	(1.91)	87.52	Nil	100%
3 PunjabExpo Breweries Private Limited	INR	2,160.00	(1,473.56)	727.28	40.84	-	239.78	22.05	3,936.30	3,958.35	-	3,958.35	(0.28)	3,958.07	Nil	100%
4 Shivprabha Sugars Ltd.	INR	5.00	(151.06)	16.00	162.06	-	-	(0.50)	-	(0.50)	-	(0.50)	-	(0.50)	Nil	90%

For and on behalf of the Board of Directors

**Amit Dahanukar**  
Chairman & Managing Director  
(DIN: 00305636)

**Aparna Chaturvedi**  
Director  
(DIN: 00028647)

**Abhinav Gupta**  
Chief Financial Officer

**Minuzeer Bamboat**  
Company Secretary

Place : Mumbai  
Date : May 21, 2024

# FORM AOC-1 (contd.)

## Part "B": Associates and Joint Ventures

Statement pursuant to Section 129 (3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures

(₹ in lacs)

Sr.No.	Name of Associate	Mason & Summers Marketing Services Pvt. Ltd.
<b>1</b>	<b>Latest audited Balance Sheet Date</b>	<b>NA</b>
<b>2</b>	<b>Shares of Associate held by the Company on the year end</b>	
	i Number of Equity Shares	1,30,000
	ii Amount of Investment in Associate	169.00
	iii Extend of Holding %	26%
<b>3</b>	<b>Description of how there is significant influence</b>	Due to shareholding
<b>4</b>	<b>Reason why the associate/joint venture is not consolidated</b>	Refer Note below *
<b>5</b>	<b>Networth attributable to Shareholding as per latest audited Balance Sheet</b>	-
	(Limited to amount of investment in Associate)	
<b>6</b>	<b>Profit / (Loss) for the year</b>	
	i Considered in Consolidation	-
	ii Not Considered in Consolidation	-

\* The group has made an impairment in value of investments in the associate company Mason & Summers Marketing Services Pvt. Ltd. (MSMSPL) of ₹ 169.00 Lacs, in its books of accounts during the financial year 2015-2016 due to losses made by the associate. The group does not have any obligation to fund the losses of the associate beyond the investments made and hence the group's share of profit / loss in the associate company has not been considered in the consolidated financial statements.

For and on behalf of the Board of Directors

**Amit Dahanukar**  
Chairman & Managing Director  
(DIN:00305636)

**Aparna Chaturvedi**  
Director  
(DIN: 00028647)

Place : Mumbai  
Date : May 21, 2024

**Abhinav Gupta**  
Chief Financial Officer

**Minuzeer Bamboat**  
Company Secretary

## Statement on Impact of Audit Qualifications (for audit report with modified opinion) submitted along with Annual Audited Financial Results (Standalone)

Statement on Impact of Audit Qualifications for the Financial Year ended March 31, 2024 [See Regulation 33 / 52 of the SEBI (LODR) (Amendment) Regulations, 2016]

I. SI. No.	Particulars	Audited Figures (as reported before adjusting for qualifications) ₹ in lacs	Adjusted Figures (audited figures after adjusting for qualifications) ₹ in lacs
1	Turnover / Total income	2,97,194.13	2,97,194.13
2	Total Expenditure	2,82,594.33	2,82,594.33
3	Exceptional Item Income (Expenses)	(26.92)	(26.92)
3	Net Profit / (Loss) after tax	14,572.88	14,572.88
4	Earnings Per Share (In ₹)	7.63	7.63
5	Total Assets	1,04,017.19	1,04,017.19
6	Total Liabilities	37,577.11	37,577.11
7	Net Worth	66,440.08	66,440.08
8	Any other financial item(s) (as felt appropriate by the management)	Nil	Nil
<b>II. Audit Qualification (each audit qualification separately):</b>			
a.	Details of Audit Qualification:	(i) The Company has not carried out impairment analysis of one of the ENA plants that is not in operation, as required by Indian Accounting Standard (Ind AS 36) 'Impairment of Assets' though there is an indication of impairment. Reference is invited to Note no. 4 of the standalone statement.	
b.	Type of Audit Qualification:	Qualified Opinion	
c.	Frequency of qualification:	Point (i) - Appearing ninth time	
d.	<b>For Audit Qualification(s) where the impact is not quantified by the auditor:</b>		
	<b>(i) If management is unable to estimate the impact, reasons for the same:</b>	Response to Point (II)(a)(i)  The Company expects to restart the grain distillery plant post incurring of relevant capital expenditure. In view of this, the management believes that there is no impairment in value of its ENA Plant and hence the recoverable amount of the ENA Plant is not required to be estimated.	
	<b>(ii) Auditors' Comments on (i) or (ii) or(iii) above:</b>	Refer II (a) (i) above	
<b>III. Signatories:</b>			
	• <b>CEO/Managing Director</b>	Amit Dahanukar	
	• <b>CFO</b>	Abhinav Gupta	
	• <b>Audit Committee Chairperson</b>	Aparna Chaturvedi	
	• <b>Statutory Auditors</b>	For Harshil Shah & Company Harshil Shah (Partner)	
Place: Mumbai			
Date : May 21, 2024			



CIN: L15420PN1933PLC133303

**Registered Office:** P.O. Tilaknagar, Tal. Shrirampur, Dist. Ahmednagar, Maharashtra-413 720

**Corporate Office:** 3<sup>rd</sup> Floor, Industrial Assurance Building, Churchgate, Mumbai, Maharashtra-400 020

**Email:** [investor@tilind.com](mailto:investor@tilind.com) , **Website:** [www.tilind.com](http://www.tilind.com) , **Phone:** +91 22 22831716/18, **Fax:** +91 22 22046904

## NOTICE

**NOTICE** is hereby given that the **89<sup>th</sup> Annual General Meeting (AGM)** of Tilaknagar Industries Ltd. will be held on **Friday, September 27, 2024 at 10.30 a.m. IST** through Video Conferencing ('VC') / Other Audio Visual Means ('OAVM'), to transact the following business:

### ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements (Standalone and Consolidated) of the Company for the financial year ended March 31, 2024, Auditors' Report thereon and the Directors' Report.
2. To declare a Final Dividend on Equity Shares at the rate of Re. 0.50 per equity share (5%) for the financial year 2023-24.
3. To appoint a director in place of Mrs. Shivani Amit Dahanukar (DIN: 00305503), who retires by rotation and, being eligible, offers herself for re-appointment.
4. To re-appoint M/s. Harshil Shah & Company, Chartered Accountants (ICAI Firm Registration No. 141179W) as the Statutory Auditors of the Company and to fix their remuneration and, if thought fit, to pass, the following resolution as an **ORDINARY RESOLUTION** :-

**"RESOLVED THAT** pursuant to Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and on the recommendation of the Audit Committee, M/s. Harshil Shah & Company, Chartered Accountants (ICAI Firm Registration No. 141179W) be and are hereby re-appointed as the Statutory Auditors of the Company to hold office for a second term commencing from the conclusion of this 89<sup>th</sup> Annual General Meeting till the conclusion of the 92<sup>nd</sup> Annual General Meeting of the Company, to examine and audit the accounts of the Company, on such remuneration as may be mutually

agreed upon between the Board of Directors of the Company and the Statutory Auditors;

**RESOLVED FURTHER THAT** the Board of Directors and / or any person authorised by the Board, be and is hereby severally authorized to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution."

### SPECIAL BUSINESS

5. **To ratify the remuneration payable to the Cost Auditors of the Company for the financial year 2024-25**

To consider and, if thought fit, to pass the following resolution as an **ORDINARY RESOLUTION:**

**"RESOLVED THAT** pursuant to the provisions of Section 148(3) and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and on the recommendation of the Audit Committee, the remuneration payable to CY & Associates, (Firm Registration Number 000334) appointed as Cost Auditors of the Company by the Board of Directors, for conducting the audit of cost accounting records maintained by the Company for the Financial Year 2024-25 relating to manufacturing of the products i.e. Sugar and Industrial Alcohol CETA Number 2207 covered under the Companies (Cost Records and Audit) Rules, 2014 (including any statutory modification or re-enactment thereof, for the time being in force) amounting to ₹1,50,000/- (Rupees One Lac Fifty Thousand Only) plus re-imbursalment of out of pocket expenses, as may be incurred by her for conducting the cost audit be and is hereby ratified and confirmed"

**6. To consider and approve revision in advisory fees and fixation of tenure of Ms. Swapna Shah, (DIN: 08807901) Non-Executive Director of the Company**

To consider and, if thought fit, to pass with or without modification(s) the following resolution as an **ORDINARY RESOLUTION:**

**“RESOLVED THAT** pursuant to the provisions of Section 197 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014 and Regulation 17(6)(a) and other applicable Regulations, if any, of the SEBI (Listing Obligations and Disclosure Requirements)

Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and based on the recommendation of Board of Directors made at its Meeting held on May 21, 2024, the consent of members of the Company be and is hereby accorded :

- a) To revise the advisory fees of Ms. Swapna Shah, (DIN: 08807901) Non-Executive Director of the Company upto an amount not exceeding ₹ 2,50,000/- (Rupees Two Lacs and Fifty Thousand Only) per month excluding taxes, if any;
- b) To fix her tenure as Non-Executive Director of the Company for period of 2(two) years with effect from June 01, 2024”

**By Order of the Board of Directors**

Sd/-

**Minuzeer Bamboat**

**Company Secretary & Compliance Officer**

Place: Mumbai

Date: May 21, 2024

**Registered Office:**

P.O. Tilaknagar, Tal. Shrirampur,

Dist. Ahmednagar, Maharashtra-413 720

**NOTES**

1. Ministry of Corporate Affairs (“MCA”) vide its General Circulars Nos. 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 05, 2020, and subsequent circulars issued in this regard, the latest being 9/2023 dated September 25, 2023, (“MCA Circulars”) has permitted the holding of the annual general meeting through Video Conferencing (“VC”) or through Other Audio-Visual Means (“OAVM”), without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 (“the Act”), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“the SEBI Listing Regulations”), the SEBI Circulars and MCA Circulars, the AGM of the Company is being held through VC / OAVM facility. The Deemed Venue for the AGM shall be the Registered Office of the Company, i.e. P.O. Tilaknagar, Tal. Shrirampur, Dist. Ahmednagar, Maharashtra-413 720.
2. The AGM is being held pursuant to the MCA Circulars and the SEBI Circulars, through VC / OAVM facility, therefore physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence, the Proxy Form and Attendance Slip are not annexed to this Notice.  
  
Corporate Members intending to authorise their representatives to attend & vote at the AGM through VC / OAVM facility on its behalf are requested to send duly certified copy of the relevant Board Resolution to the Company.  
  
In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
3. Members attending the AGM through VC / OAVM facility shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
4. Further, pursuant to the MCA and SEBI Circulars, the Notice of the AGM along with login details for joining the AGM through VC / OAVM facility including e-voting are being sent in electronic form only to those Members whose e-mail addresses are registered with the Company / Depositories. The Notice calling the AGM has been uploaded on the website of the Company at [www.tilind.com](http://www.tilind.com). The Notice can also be accessed from the website of the Stock Exchanges i.e. BSE Limited (BSE) and The National Stock Exchange of India Limited (NSE) at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively and the AGM Notice is also available on the website of Central Depository Services (India) Limited (CDSL) (agency for providing the remote e-voting facility) i.e. [www.evotingindia.com](http://www.evotingindia.com).
5. In compliance with the provisions of Regulation 44 of the SEBI Listing Regulations and Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company has provided a facility of remote e-voting (e-voting from a place other than venue of the Meeting) to its Members to enable them to exercise their right to vote on the businesses proposed to be transacted at the AGM. Necessary arrangements have been made by the Company with CDSL to facilitate remote e-voting. The facility of casting votes by a Member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL. Only those Members who will be present in the AGM through VC / OAVM facility and have not cast their vote on the resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system during the AGM.  
  
The Members who have cast their vote by remote e-voting prior to the Meeting may also attend the Meeting but shall not be entitled to cast their vote again.  
  
Voting Rights shall be reckoned on the paid-up value of equity shares registered in the name of the Members as on the cut-off date i.e. Friday September 20, 2024..
6. An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (“the Rules”), as amended, setting out the material facts in respect of the Special Business as per Item Nos. 5, and 6 herein above, is annexed hereto and forms part of this Notice. As an additional information, the Explanatory Statement also contains material facts pertaining to ordinary business mentioned at Item No. 4 of the said Notice.
7. All documents referred to in the Notice will also be available for electronic inspection without any fee by the Members from the date of circulation of this Notice up to the date of AGM, i.e. Friday September 27, 2024. Members seeking to inspect such documents can send an email to [investor@tilind.com](mailto:investor@tilind.com).
8. Register of Directors and KMP and their Shareholding maintained under Section 170 of the Act, Register of Contracts, Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Act, will be available for inspection by the members through electronic mode during AGM.
9. The certificate from the Secretarial auditors of the Company certifying that the ESOP Schemes of the Company are being implemented in accordance with the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 will be available for inspection by the members through electronic mode during the AGM.



10. Pursuant to Section 101 of the Act read with relevant Rules made thereunder, companies can serve Notice of AGM and other communications through electronic mode to those Members who have registered their e-mail address either with the Company or with the Depository Participants ("DP"). Members who have not registered their e-mail address with the Company can now register the same by sending an e-mail at [investor@tilind.com](mailto:investor@tilind.com) and / or by sending a request to Bigshare Services Pvt. Ltd., Registrar and Share Transfer Agent (RTA) through e-mail at [investor@bigshareonline.com](mailto:investor@bigshareonline.com) or contact at (022) 6263 8200. Members holding Shares in demat form are requested to register their e-mail address with their DP only. The registered e-mail address will be used for sending future communications.
11. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised to not leave their demat account(s) dormant for a long time. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified from time to time.
12. The Notice of AGM will be sent to those Members / beneficial owners whose name will appear in the Register of Members / list of beneficiaries received from the Depositories as on Friday, August 30, 2024.
13. SEBI vide Circular Nos. SEBI/HO/OIAE/OIAE\_IAD-1/P/CIR/2023/131 dated July 31, 2023, and SEBI/HO/OIAE/OIAE\_IAD-1/P/CIR/2023/135 dated August 04, 2023, read with Master Circular No. SEBI/HO/OIAE/OIAE\_IAD-1/P/CIR/2023/145 dated July 31, 2023 (updated as on August 11, 2023), has established a common Online Dispute Resolution Portal ("ODR Portal") for resolution of disputes arising in the Indian Securities Market.  
  
Pursuant to above-mentioned circulars, post exhausting the option to resolve their grievances with the RTA / Company directly and through existing SCORES platform, the investors can initiate dispute resolution through the ODR Portal (<https://smartodr.in/login>) and the same can also be accessed through the Company's website [www.tilind.com](http://www.tilind.com)
14. As per Regulation 40 of the SEBI Listing Regulations and, SEBI vide its Circular No. SEBI/MIRSD/MIRSD\_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated listed companies to issue securities in dematerialised form only while processing service requests pertaining to viz. issue of duplicate securities certificate; claim from unclaimed suspense account; renewal / exchange of securities certificate; endorsement; sub-division / splitting of securities certificate; consolidation of securities certificates / folios; transmission and transposition.
15. SEBI has mandated the updation of PAN, contact, Bank account, specimen signature and nomination details, against folio / demat account. PAN is also required to be updated for participating in the securities market, deletion of name of deceased holder and transmission / transposition of shares. As per applicable SEBI Circular, PAN details are to be compulsorily linked to Aadhar details by the date specified by Central Board of Direct Taxes. Members are requested to submit PAN, or intimate all changes pertaining to their bank details, mandates, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers, specimen signature (as applicable) etc., to their Depository Participant ("DP") in case of holding in dematerialised form or to Company's Registrar and Share Transfer Agents through Form ISR-1, Form ISR-2 and Form ISR-3 (as applicable).  
  
In view of the same and to eliminate all risks associated with physical shares and inherent benefits of dematerialization, Members are advised to dematerialise the shares held by them in physical form. Members can contact Bigshare Services Pvt. Ltd., the Registrar and Share Transfer Agent of the Company for further assistance in this regard.
16. Pursuant to Section 72 of the Act read with the Companies (Share Capital and Debentures) Rules, 2014, Members holding shares in single name are entitled to nominate a person to whom their shares in the Company shall vest in the event of their demise by sending a nomination in the prescribed Form No. SH-13 or make changes to their nomination details through Form SH-14 and Form ISR-3 duly filled in to Bigshare Services Pvt. Ltd., the Registrar and Share Transfer Agent of the Company. Members holding shares in electronic form may contact their respective Depository Participant(s) for availing this facility.
17. Members holding shares in physical form are requested to approach Bigshare Services Pvt. Ltd., the Registrar and Share Transfer Agent of the Company at Office No S6-2, 6<sup>th</sup> Floor, Pinnacle Business Park, Next to Ahura Centre, Mahakali Caves Road, Andheri (East) Mumbai – 400093, Tel: (022) 6263 8200, Fax: (022) 6263 8299, E-mail: [investor@bigshareonline.com](mailto:investor@bigshareonline.com), Website: [www.bigshareonline.com](http://www.bigshareonline.com) for:
  - a. intimating any change in their address and / or bank mandate;
  - b. submitting requests for transmission, name deletion, issue of duplicate share certificates, name change, split, consolidation, etc.;

## Notice

- c. nominating any person to whom the shares shall vest in the event of death;
  - d. updating / registering their e-mail address for correspondence; and
  - e. any other queries with respect to shares held by them.
18. Members holding shares in electronic form are hereby informed that the Company or its Registrar cannot act on any request received directly from them for any change of address and / or bank mandate or change in e-mail address. Such changes are to be intimated only to the Depository Participants of the Members.
  19. Members are requested to quote their Client ID and DP ID in respect of shares held in electronic form and ledger folio number in respect of shares held in physical form in all their correspondence.
  20. To support the 'Green Initiative', Members who have not registered their e-mail address for receiving all communications including Annual Report, Notices and Circulars, etc. from the Company electronically, are requested to register the same with their Depository Participants (for shares held in electronic form) and with Bigshare Services Pvt. Ltd., the Registrar and Share Transfer Agents of the Company (for shares held in physical form).
  21. This AGM Notice is being sent, by e-mail, only to those eligible Members who have registered their e-mail address with the Depositories / the depository participant / the Company's Registrar and Share Transfer Agent / the Company as on Friday, August 30, 2024.

**Process for those Members whose email address / mobile number are not registered with the Company / Depositories, for procuring user id and password and registration of e-mail address / mobile number for e-voting for the resolutions set out in this Notice:**

<b>Physical Holding</b>	Send a request to Bigshare Services Pvt. Ltd., Registrar and Share Transfer Agent at <a href="mailto:info@bigshareonline.com">info@bigshareonline.com</a> providing your name, folio no., scanned copy of the share certificate (front and back), self-attested scanned copy of PAN card and self-attested scanned copy of Aadhar Card, for registering e-mail address / mobile number.
<b>Demat Holding</b>	Please contact your DP and register your e-mail address / mobile number in your demat account, as per the process advised by your DP.

22. Any person who is not a Member as on the cut-off date should treat this Notice for information purpose only. Also, any person who acquires shares and becomes the Member of the Company after the dispatch of Notice of the Meeting and holding shares on the cut-off date i.e. Friday September 20, 2024, may obtain login ID and password by sending a request at [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

**23. INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC / OAVM ARE AS UNDER:**

- a. Member will be provided with a facility to attend the AGM through VC / OAVM through the CDSL e-voting system. Shareholders may access the same at <https://www.evotingindia.com> under shareholders / members login by using the remote e-voting credentials. **The link for VC / OAVM will be available in shareholder / members login where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.**
- b. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
- c. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- d. Please note that participants connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio / Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- e. The Members can join the AGM in the VC / OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The Members will be able to view the proceedings on CDSL's e-voting website i.e. [www.evotingindia.com](http://www.evotingindia.com). The facility of participation at the AGM through VC / OAVM will be made available to at least 1,000 Members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

- f. Members who would like to express their views / ask questions during the Meeting may register themselves as a speaker by sending their request in advance at least seven days prior to meeting mentioning their name, demat account number / folio number, email id, mobile number at [investor@tilind.com](mailto:investor@tilind.com).

Members who do not wish to speak during the AGM but have queries may send their queries in advance seven days prior to Meeting mentioning their name, demat account number / folio number, email id, mobile number at [investor@tilind.com](mailto:investor@tilind.com). These queries will be replied to by the company suitably by email.

- g. Those Members who have registered themselves as a speaker will only be allowed to express their views / ask questions during the Meeting.
- h. Only those Members, who are present in the AGM through VC / OAVM facility and have not casted their vote on the resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system available during the AGM.
- i. If any votes are cast by the Members through the e-voting available during the AGM and if the same Members have not participated in the Meeting through VC / OAVM facility, then the votes cast by such Members shall be considered invalid as the facility of e-voting during the Meeting is available only to the Members attending the Meeting.

#### **24. INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING DURING THE AGM ARE AS UNDER:-**

- a. The procedure for e-voting on the day of the AGM is same as the instructions mentioned below for remote e-voting.
- b. Members who have voted through remote e-voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

#### **25. Information and other instructions relating to Remote e-Voting are as under:**

The voting period begins on Tuesday, September 24, 2024 at 09.00 a.m. and ends on Thursday, September 26, 2024 at 05.00 p.m. During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Friday, September 20, 2024 may cast their vote electronically. The remote e-voting module shall be disabled by CDSL for voting thereafter.

Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated December 09, 2020, under Regulation 44 of the SEBI Listing Regulations, listed entities are required to provide remote e-Voting facility to its Members, in respect of all Members' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts / websites of Depositories / Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

In terms of SEBI circular no. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated December 09, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

**Notice**

Pursuant to the above SEBI circular, Login method for e-voting and joining virtual meetings for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

Type of Shareholders	Login Method
<p>Individual Shareholders holding securities in Demat mode with <b>CDSL</b></p>	<ol style="list-style-type: none"> <li>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsi website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab.</li> <li>2) After successful login the Easi/Easiest user will be able to see the e-voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-voting page of the e-voting service provider for casting your vote during the remote e-voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-voting Service Providers, so that the user can visit the e-voting service providers' website directly.</li> <li>3) If the user is not registered for Easi/Easiest, option to register is available at cdsi website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>4) Alternatively, the user can directly access e-voting page by providing Demat Account Number and PAN No. from a e-voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered mobile &amp; e-mail as recorded in the Demat Account. After successful authentication, user will be able to see the e-voting option where the e-voting is in progress and also able to directly access the system of all e-voting Service Providers.</li> </ol>
<p>Individual Shareholders holding securities in demat mode with <b>NSDL</b></p>	<ol style="list-style-type: none"> <li>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-voting services. Click on "Access to e-voting" under e-voting services and you will be able to see e-voting page. Click on company name or e-voting service provider name and you will be re-directed to e-voting service provider website for casting your vote during the remote e-voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select Register Online for IDeAS Portal or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3) Visit the e-voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-voting page. Click on company name or e-voting service provider name and you will be redirected to e-voting service provider website for casting your vote during the remote e-voting period or joining virtual meeting &amp; voting during the meeting.</li> </ol>
<p>Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants</b></p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-voting facility. After Successful login, you will be able to see e-voting option. Once you click on e-voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-voting feature. Click on company name or e-voting service provider name and you will be redirected to e-voting service provider website for casting your vote during the remote e-voting period or joining virtual meeting &amp; voting during the meeting.</p>

**Important note:** Members who are unable to retrieve User ID/Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL:

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 1800 21 09911
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no: 022 - 4886 7000 and 022 - 2499 7000.

Login method for e-voting and joining virtual AGM for Members other than Individual Members holding securities in demat mode and Members holding securities in physical mode.

- i. The Members should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- ii. Click on Shareholders Module.
- iii. Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- iv. Next enter the Image Verification as displayed and Click on Login.
- v. If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- vi. If you are a first time user follow the steps given below:

**For Physical shareholders and other than individual shareholders holding shares in Demat.**

PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>▪ Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.</li> </ul>
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> <li>▪ If both the details are not recorded with the depository or the Company, please enter the Member ID/Folio Number in the Dividend Bank details field.</li> </ul>

- vii. After entering these details appropriately, click on "SUBMIT" tab.
 

with any other person and take utmost care to keep your password confidential.
- viii. Members holding shares in physical form will then reach directly the Company selection screen. However, Members holding shares in demat form will now reach "Password Creation" menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password
  - ix. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
  - x. Click on the EVSN for "Tilaknagar Industries Ltd." on which you choose to vote.
  - xi. On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired.

## Notice

The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

- xii. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- xiii. After selecting the Resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- xiv. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xv. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- xvi. If Demat account holder has forgotten the login password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

### **xvii. Additional Facility for Non-Individual Shareholders and Custodians for Remote Voting only**

- Non-Individual Members (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the Corporates' Modules.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be e-mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- After receiving the login details, a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutiniser to verify the same.
- Alternatively Non-Individual shareholders are required to send the relevant Board Resolution / Authority letter etc., together with attested specimen signature of the duly authorised signatory who are authorised to vote, to the scrutiniser and to the Company at the e-mail address viz [investor@tilind.com](mailto:investor@tilind.com) if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutiniser to verify the same.

- xviii. If you have any queries or issues regarding attending AGM & e-voting from the CDSL e-voting System, you can write an e-mail to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at 1800 21 09 911.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, Central Depository Services (India) Limited (CDSL), A Wing, 25<sup>th</sup> Floor, Marathon Futorex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel(East), Mumbai - 400 013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call on 1800 21 09 911.

26. Advocate R. T. RajGuroo has been appointed as scrutiniser to scrutinise the voting process (including remote e-voting) in a fair and transparent manner. He has communicated his willingness to be so appointed and will be available for the purpose of ascertaining the requisite majority.
27. The scrutiniser shall, after the conclusion of voting at the Meeting, first count the votes cast at the Meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall provide a consolidated scrutiniser's report of the total votes cast in favour or against, if any, to the Chairman & Managing Director of the Company or any person authorised by him in writing, who shall countersign the same and declare the results of the voting forthwith to the Stock Exchanges within two working days from the conclusion of the Meeting. The resolutions will be deemed to be passed on the date of the Meeting subject to receipt of requisite number of votes in favour of the resolutions.
28. The results declared along with the report of the scrutiniser shall be placed on the website of the Company i.e. [www.tilind.com](http://www.tilind.com) and on the website of the CDSL i.e. [www.evotingindia.com](http://www.evotingindia.com) immediately after the declaration of the results by the Chairman & Managing Director of the Company or a person authorised by him in writing and also be displayed at the Registered and Corporate Office of the Company. The results shall also be immediately forwarded to the Stock Exchange(s) i.e. BSE Limited and National Stock Exchange of India Ltd.
29. **Dividend:**
  - (i) The Board has recommended a final dividend of Re. 0.50 per equity share (5%) for the financial year 2023-2024.
  - (ii) The Register of Members and Share Transfer books of the Company will remain closed from Saturday, September 21, 2024 to Friday, September 27, 2024 (both days inclusive), for the purpose of AGM and Dividend. The Dividend, if declared, will be payable on or after Friday, September 27,

2024, to those Shareholders whose names are registered as such in the Register of Members of the Company as on Friday, September 20, 2024 and to the beneficiary holders as per the beneficiary list as on Friday, September 20, 2024 provided by the Depositories, NSDL and CDSL, subject to deduction of tax at source where applicable.

(iii) Payment of Dividend through electronic means:

- (a) Shareholders holding shares in dematerialized form are hereby informed that bank particulars registered against their respective depository accounts will be used by the Company for payment of Dividend. The Company / RTA cannot act on any request received directly from the Shareholders holding shares in dematerialized form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant of the Shareholders.
- (b) Shareholders holding shares in physical form and whose folio(s) do not have PAN, Contact details, Bank Account details, Specimen Signature and nomination details are hereby informed that SEBI vide its circulars dated March 16, 2023, May 17, 2023 and November 17, 2023 has mandated that with effect from April 01, 2024 dividend to such shareholders shall be paid only through electronic mode upon registering the above required details.

Therefore, subject to approval at the AGM, payment of final dividend to the above mentioned shareholders shall be withheld by the Company and shall be immediately released only upon KYC updation.

**(iii) TDS ON DIVIDEND:**

Pursuant to the Income-tax Act, 1961, as amended by the Finance Act, 2020, dividend income has become taxable in the hands of shareholders with effect from April 01, 2020 and therefore, the Company shall be required to deduct tax at source (TDS) from dividend paid to shareholders at the prescribed rates. For the prescribed rates for various categories, shareholders are requested to refer to the Finance Act, 2024 and amendments thereof. Shareholders are requested to update their Permanent Account Number ("PAN") with the Company / Bigshare Services Pvt. Ltd. (in case of shares held in physical mode) and depositories (in case of shares held in demat mode) on or before Friday, September 13, 2024.

1. **For Resident Shareholders:** Tax shall be deducted at source under section 194 of the Income-tax Act, 1961 @10% on the amount of Dividend declared and paid by the Company during the Financial Year

("FY") 2024-25 provided a valid PAN is provided by the shareholder. If PAN is not submitted, TDS would be deducted @20% as per section 206AA of the Income-tax Act, 1961.

- a) **For Resident Individual:** No TDS shall be deducted on the Dividend payable to a resident Individual if the total dividend to be received during FY 2024-25 does not exceed ₹ 5,000. Please note that this includes the future dividends if any which may be declared by the Board in the FY 2024-25.

Separately, in cases where the shareholder provides Form 15G (applicable to any person other than a Company or a Firm) / Form 15H (applicable to an Individual above the age of 60 years), no tax at source shall be deducted provided that the eligibility conditions are being met and the form is being duly filled.

If TDS needs to be deducted at lower rate/nil as per the certificate obtained from tax authority u/s 197 of the Act, then the copy of the certificate needs to be shared to the Company.

Members are requested to note that PAN is mandatory and in case their PAN is not registered or is invalid or is deleted or becomes inoperative due to non-linking with Aadhar, then tax will be deducted at a higher rate of 20%.

- b) **For Resident Non-Individual:** No tax shall be deducted on the dividend payable to the following resident non-individuals where they provide relevant details and documents:
- i. Insurance Companies: Self declaration that it qualifies as 'Insurer' as per section 2(7A) of the Insurance Act, 1938 and has full beneficial interest with respect to the ordinary shares owned by it along with self-attested copy of PAN card and certificate of registration with Insurance Regulatory and Development Authority (IRDA) / LIC / GIC.
  - ii. Mutual Funds: Self-declaration that it is registered with SEBI and is notified under section 10 (23D) of the Income-tax Act, 1961 along with self-attested copy of PAN card and certificate of registration with SEBI.
  - iii. Alternative Investment Fund (AIF): Self declaration that its income is exempt under section 10 (23FBA) of the Income-tax Act, 1961 and they are registered with SEBI as Category I

or Category II AIF alongwith self-attested copy of the PAN card and certificate of AIF registration with SEBI.

- iv. National Pension Scheme (NPS): Self-declaration that it is exempt under section 10(44) of the Income-tax Act, 1961 along with self-attested copy of the PAN card.
- v. Other Non-Individual shareholders: Self-attested copy of documentary evidence supporting the exemption along with self-attested copy of PAN card.

Brokers are required to submit the details of beneficial owner/s within 10 days from the record date / book closure date in required format as per Rule 37BA. If details of beneficiary owner(s) is not received by the company within 10 days as mentioned above, the company is not bound to entertain such request thereafter.

Please note that as per section 206AB introduced by the Finance Act, 2021 effective July 01, 2021 and amended by Finance Act, 2022 in case a person has not filed his / her Return of Income for the preceding financial year and the aggregate of tax deducted at source and tax collected at source in his/her case is ₹ 50,000 or more in the said financial year, TDS will be higher of the following:

- a) Twice the rate specified in the relevant provision of the Income-tax Act, 1961; or
- b) Twice the rate or rates in force; or
- c) The rate of five per cent.

The non-resident who does not have the permanent establishment is excluded from the scope of a "specified person" i.e. levy of higher TDS under section 206AB of Income-tax Act, 1961.

2. **For Non-resident Shareholders:** Taxes are required to be withheld in accordance with the provisions of section 195 of the Income-tax Act, 1961 at the applicable rates in force. As per the relevant provisions of section 195 of the said Act, the withholding tax shall be at the rate of 20% (plus applicable surcharge and cess) on the amount of Dividend payable to them. In case of GDRs and Foreign Portfolio Investors ("FPI") / Foreign Institutional Investors ("FII"), the withholding tax shall be as per the rates specified in section 196C and 196D of the Income-tax Act, 1961

respectively plus applicable surcharge and cess on the amount of Dividend payable to them.

However, as per section 90 read with section 195 of the Income-tax Act, 1961, the non-resident shareholder has the option to be governed by the provisions of the Double Tax Avoidance Agreement ("DTAA") between India and the country of tax residence of the shareholder, if they are more beneficial to them. For this purpose, i.e. to avail the Tax Treaty benefits, the non-resident shareholder will have to provide the following:

- In case of FPI/FII, copy of SEBI Registration certificate;
- Self-attested true copy of Tax Residency Certificate ("TRC") obtained from the tax authorities of the country of which the shareholder is resident for the FY 2024-25;
- Self declaration in Form 10F;
- Self-attested true copy of the PAN Card if allotted by the Indian Income Tax authorities;
- Self-declaration in the format prescribed by the Company, certifying the following points:
  - i. Shareholder is and will continue to remain a tax resident of the country of its residence during the FY 2024-25;
  - ii. Shareholder is eligible to claim the beneficial DTAA rate for the purposes of tax withholding on dividend declared by the Company;
  - iii. Shareholder has no reason to believe that its claim for the benefits of the DTAA is impaired in any manner;
  - iv. Shareholder does not have a taxable presence or a Permanent Establishment ("PE") in India during the FY 2024-25. In any case, the amounts paid/payable to the Shareholder are not attributable or effectively connected to the PE or fixed base, if any, which may have got constituted otherwise;
  - v. Shareholder is the ultimate beneficial owner of its shareholding in the Company and dividend receivable from the Company; and
  - vi. Self-declaration by the shareholder regarding the satisfaction of the place of effective management (POEM), principal purpose test, GAAR, Simplified Limitation of Benefit test (wherever applicable), as regards the eligibility



to claim recourse to concerned Double Taxation Avoidance Agreements.

Please note that the Company is not obligated to apply the beneficial DTAA rates at the time of tax deduction / withholding on dividend amounts. Application of beneficial DTAA rate shall depend upon the completeness and satisfactory review by the Company, of the documents submitted by the Non-Resident shareholder.

Members may submit the aforementioned documents to Bigshare Services Pvt. Ltd., Registrar and Share Transfer Agent (RTA) through e-mail at [investor@bigshareonline.com](mailto:investor@bigshareonline.com) or the Company through e-mail at [investor@tilind.com](mailto:investor@tilind.com) in order to enable the Company to determine and deduct appropriate tax.

No communication on the tax determination / deduction shall be entertained post Friday, September 13, 2024. It may be further noted that in case the tax on said dividend is deducted at a higher rate in absence of receipt of the aforementioned details documents from the Shareholders, there would still be an option available with the Shareholders to file the return of income and claim an appropriate refund, if eligible.

In the event of any income tax demand (including interest, penalty, etc.) arising from any misrepresentation, inaccuracy or omission of information provided by the shareholder, such shareholder will be responsible to indemnify the Company and also, provide the Company with all information / documents and co-operation in any appellate proceedings.

30. In terms of the provisions of Sections 124 and 125 of the Act, Dividend which remains unpaid / unclaimed for a period of 7 (seven) years from the date of declaration

is required to be transferred to the Investor Education and Protection Fund ("IEPF") established by the Central Government. Members / Claimants are requested to claim their unpaid/unclaimed dividends for the FY 2021-22 and FY 2022-23 at the earliest.

31. Further, in terms of the provisions of Section 124 of the Act read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("IEPF Rules"), Equity Shares in respect of which dividend has not been paid or claimed for 7 (seven) consecutive years or more from the date of declaration, are also required to be transferred to an account viz. IEPF Suspense Account, which is operated by the IEPF Authority pursuant to the IEPF Rules. Accordingly, in compliance with the aforesaid Rules, the Company has already transferred Equity Shares on which Dividend remained unclaimed for 7 (seven) consecutive years starting from the financial year 2013-14 to the IEPF Suspense Account, after providing necessary intimations to the relevant Shareholders. Further, all equity shares of the Company on which dividend has not been paid or claimed for 7 (seven) consecutive years or more, shall be transferred by the Company to the IEPF from time to time.
32. Details of unpaid / unclaimed dividend for the financial year 2021-22, 2022-23 and equity shares transferred to IEPF are uploaded on the website of the Company as well as on the website of the Ministry of Corporate Affairs ("MCA"). No claim shall lie against the Company in respect of unclaimed dividend amount and equity shares transferred to the IEPF and IEPF Suspense Account, respectively, pursuant to the IEPF Rules. Shareholders can however claim both unclaimed dividend amount and equity shares from the IEPF Authority by making an online application in web Form No. IEPF-5, the details of which are available at [www.iepf.gov.in](http://www.iepf.gov.in).
33. Since the AGM will be held through VC / OAVM, the route map of the venue of the Meeting is not annexed hereto.

## EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

### Item No. 4

At the 84<sup>th</sup> Annual General Meeting of the Company, the shareholders had approved the appointment of M/s. Harshil Shah & Company, Chartered Accountants firm (ICAI Firm Registration No. 141179W), as Statutory Auditors of the Company. Pursuant to the provisions of Section 139(1) of the Companies Act, 2013 read with applicable rules framed thereunder, the term of the present statutory auditor expires at the conclusion of this 89<sup>th</sup> AGM.

The Board of Directors at its meeting held on May 21, 2024, based on the recommendation of the Audit Committee, approved the re-appointment of M/s. Harshil Shah & Company, as the Statutory Auditors of the Company for a second term of 3 years from the conclusion of the ensuing 89<sup>th</sup> AGM until the conclusion of the 92<sup>nd</sup> AGM.

Details as required under the provisions of Regulation 36(5) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:

#### a) Proposed statutory audit fees payable to auditors

Statutory audit fees up to ₹ 18,50,000/- (Rupees Eighteen Lacs Fifty Thousand only) for the year ending March 31, 2025 plus applicable taxes and reimbursement of out of pocket expenses.

The Company would also obtain certifications which are to be mandatorily to be received from the Statutory Auditors under various regulations, in addition to the audit services.

The Board of Directors based on the recommendation of the Audit Committee shall approve the revision in the remuneration of the Statutory Auditors for the balance part of the tenure, based on the performance review and any additional efforts on account of changes in regulations or management processes or any other assignment or considerations.

#### b) Terms of appointment

3 (three) years from the conclusion of 89<sup>th</sup> AGM until the conclusion of the 92<sup>nd</sup> AGM of the Company.

#### c) Basis of recommendation and auditor credentials

M/s. Harshil Shah & Company, Chartered Accountants firm, consented to their appointment and confirmed that their appointment, if made, would be in accordance with the provisions of Section 139 read with Section 141 of the Act. They have produced the following certificates:

- (i) Eligibility certificate along with a declaration confirming its independence under the provisions

of Section 141 of the Companies Act, 2013 and its rules thereunder;

- (ii) Peer review certificate issued by the Institute of Chartered Accountants of India (ICAI);

M/s. Harshil Shah & Company, Chartered Accountants is a well-reputed Chartered Accountants firm established in 2015 by Mr. Harshil Shah, who is a Fellow Chartered Accountant serving companies across various sectors such as banking and finance, steel, retail, infrastructure, power, information technology, media and entertainment, FMCG and jewellery sector. The firm is having experience of dealing in Direct Tax, Indirect Tax, Statutory Audit, Internal Audit, Assessments, Appeals etc.

They have confirmed that they are independent, as required by the relevant ethical/independence requirements as mentioned in the Act and the Code of Ethics issued by the ICAI, that are relevant to their audit of the standalone and consolidated financial statements under the provisions of the Act and Rules made thereunder. They are not under the relationship that would be thought to influence their independence as auditors of the Company.

The Company vide its proposal dated May 06, 2024 sought consent of M/s. Harshil Shah & Company for re-appointment as statutory auditors of the Company for a second term of 5 consecutive years. M/s. Harshil Shah & Company, consented for being re-appointed for a second term of 3 consecutive years subject to the approval of the shareholders. Based on the recommendation made by the Audit Committee, after assessing the performance of M/s. Harshil Shah & Company and considering their experience and expertise, the Board recommends the re-appointment of M/s. Harshil Shah & Company as Statutory Auditors for the second term of 3 years, as set out in the Resolution no. 4 for approval of the Members as an Ordinary Resolution.

None of the Directors, Key Managerial Personnel and/or their relatives are deemed to be concerned or interested, directly or indirectly, financially or otherwise, in the proposed resolution.

### Item No. 5

Pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and based on the recommendation of the Audit Committee, the Board of Directors has appointed CY & Associates (Firm Registration No. 000334) as Cost Auditors of the Company for conducting the audit of cost accounting records

maintained by the Company relating to manufacturing of the products i.e. Sugar and Industrial Alcohol CETA Number 2207 covered under the Companies (Cost Records and Audit) Rules, 2014 at a remuneration of ₹ 1,50,000/- (Rupees One Lac Fifty Thousand Only) plus re-imbusement of out-of-pocket expenses as may be incurred for conducting the Cost Audit for the financial year 2024-25.

In terms of the provisions of Section 148 of the Companies Act, 2013 read with Rule 14(a)(ii) of the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors is required to be ratified by the Members of the Company. Accordingly, consent of the Members is hereby sought to ratify the remuneration payable to the Cost Auditors for the financial year 2024-25.

The Board recommends the Ordinary Resolution set out at Item No. 5 for the approval of the Members.

None of the Directors, Key Managerial Personnel and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 5.

#### **Item No. 6**

The Members of Company at its 85<sup>th</sup> Annual General Meeting held on December 29, 2020 had approved the appointment of Ms. Swapna Shah (DIN: 08807901) as Non-Executive Director of the Company, liable to retire by rotation with effect from July 31, 2020.

Ms. Swapna Shah contributed significantly in business development, strategy, marketing, supply chain and business operations in the Company since 2020. She has earlier held leadership positions with organization viz. Lucent Technologies (USA), Alcatel-Lucent (USA), Alcatel-Lucent India Limited and Nokia.

The Board, at its Meeting held on May 21, 2024, after considering the performance and contribution of

Ms. Swapna Shah and on the recommendation of Nomination and Remuneration Committee, approved the revision in advisory fees of Ms. Swapna Shah for an amount not exceeding ₹2,50,000/- (Rupees Two Lacs and Fifty Thousand Only) per month excluding taxes, if any and fixed her tenure as Non-Executive Director of the Company for a period of 2(Two) years w.e.f. June 01, 2024 subject to approval of Members of Company.

In terms of Regulation 17(6) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the advisory fees payable to Non-Executive Director is required to be approved by the Members of Company. Accordingly, consent of Members is hereby sought to approve the revision in advisory fees payable to Ms. Swapna Shah, Non-Executive Director.

Copy of the draft letter of appointment of Ms. Swapna Shah setting out the terms and conditions of appointment is available for inspection by the Members of the Company, without any fees, at the Registered Office and Corporate Office of the Company between 11.00 a.m. and 01.00 p.m. on all working days except Saturday up to the date of the Meeting and has also been uploaded on the Company's website i.e. [www.tilind.com](http://www.tilind.com).

Information pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India with respect to appointment of Ms. Swapna Shah is annexed to this Notice.

Except Ms. Swapna Shah, Non-Executive Director, none of the Directors and Key Managerial Personnel and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 6.

The Board of Directors recommends the above resolution for shareholder's consideration and approval as ordinary resolution.

#### **By Order of the Board of Directors**

Sd/-

**Minuzeer Bamboat**

**Company Secretary & Compliance Officer**

Place: Mumbai

Date: May 21, 2024

#### **Registered Office:**

P.O. Tilaknagar, Tal. Shrirampur,

Dist. Ahmednagar, Maharashtra-413 720

## ANNEXURE A: TO ITEM NO. 3 & 6 OF THE NOTICE

Details of Director seeking appointment / re-appointment at the ensuing Annual General Meeting pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 issued by the Institute of Company Secretaries of India.

Particulars	Mrs. Shivani Amit Dahanukar	Ms. Swapna Shah
<b>Age</b>	46 years	61 years
<b>Date of Birth</b>	June 28, 1977	March 26, 1963
<b>Qualifications</b>	Masters in Business Administration from the University of San Francisco. A graduate in Law from the Government Law College, University of Mumbai.	Masters in Business Administration from University of Missouri and has also studied International Business Management from Kellogg School of Management – Evanston, IL.
<b>Experience (including expertise in specific functional area) / Brief Resume</b>	Oversees the daily business operations and spearheads its community welfare activities in the fields of nutrition, primary education and healthcare. Plays an instrumental role in the expansion of the Company's operations on pan India basis.	She has over three decades of experience in business development, strategy, marketing, offer management, end to end solutions, supply chain, quality, and business operations. She has held several leadership positions with organizations viz. Lucent Technologies (USA), Alcatel-Lucent (USA), Alcatel-Lucent India Limited and Nokia. She has also worked as a Business Partner with U.S. Telecom (USA) and Internat Chemicals & Allied Products, Inc. (USA).
<b>Terms and Conditions of Appointment / Reappointment</b>	As per the approval of members in their AGM held on Aug 29, 2022, her office of Directorship is liable to retire by rotation. Accordingly, the resolution is being placed before the shareholders to seek approval for her re-appointment as Director	As per the Appointment Letter
<b>Remuneration last drawn (including sitting fees, if any)</b>	₹ 2,00,00,000 p.a.	She is holding position of Advisor of the Company and is being paid advisory fees of ₹ 1,50,000/- per month (Rupees One Lac Fifty Thousand Only) and Sitting fees of ₹ 3,00,000 was paid to her during the financial year 2023-24.
<b>Remuneration proposed to be paid</b>	₹ 2,00,00,000 p.a. as approved by Shareholders in their AGM held on August 29, 2022.  There is no increase in remuneration proposed to be paid.	It is proposed to pay Advisory Fees not exceeding ₹ 2,50,000 /-(Rupees Two Lacs Fifty Thousand Only) per month and shall be entitled to sitting fees and remuneration by way of commission that may be determined by the Board based on the performance of the Company and her performance evaluation report.
<b>Date of first appointment on the Board</b>	September 28, 2006	July 31, 2020
<b>Shareholding in the Company as on March 31, 2024</b>	3,29,76,043 equity shares of ₹ 10/- each	Nil
<b>Relationship with other Directors/Key Managerial Personnel</b>	Mrs. Shivani Amit Dahanukar is the wife of Mr. Amit Dahanukar, Chairman & Managing Director of the Company	Not Applicable
<b>Number of meetings of the Board attended during the year (2023-24)</b>	2	6

Particulars	Mrs. Shivani Amit Dahanukar	Ms. Swapna Shah
Directorships on other Listed Companies as on March 31, 2024 along with the listed entities from which resigned in the past three years	NIL	NIL
Membership/ Chairmanship of Committees of other Listed Companies Boards as on March 31, 2024 **	NIL	NIL

**By Order of the Board of Directors**

Sd/-

**Minuzeer Bamboat**

**Company Secretary & Compliance Officer**

Place: Mumbai

Date: May 21, 2024

**Registered Office:**

P.O. Tilaknagar, Tal. Shrirampur,

Dist. Ahmednagar, Maharashtra-413 720





# धन्यवाद

CIN : L15420PNI933PLC133303

3rd Floor, Industrial Assurance Building.

Churchgate, Mumbai, Maharashtra - 400 020

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Concept, content and design by Report Yak ([contact@reportyak.com](mailto:contact@reportyak.com))