



May 16, 2023

To,
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalai 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 : Outcome of the Board Meeting pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Dear Sir/Madam,

The Board at its Meeting today i.e. Tuesday, May 16, 2023, has *inter-alia* considered and approved the following:

1. Audited Financial Results (Consolidated and Standalone) of the Company for the quarter and Financial Year ended March 31, 2023. Copies of the same along with Audit Reports thereon submitted by M/s. Harshil Shah & Company, Statutory Auditors of the Company and Disclosure of the Impact of Audit Qualifications are enclosed herewith pursuant to the provisions of Regulation 33 of the SEBI (LODR) Regulations, 2015; **Annexure-A**
2. Dividend of Rs. 0.25/- per equity share having face value of Rs. 10/- each (i.e. 2.5%) for the FY 2022-23 subject to the approval of the Shareholders at the ensuing Annual General Meeting (AGM). The dividend, if approved, shall be paid within 30 days from the date of approval by the Shareholders in the ensuing AGM;
3. Appointment of Ms. Savitrii Dadhich (DIN: 07147074) as an Additional Director designated as an Independent Director with effect from June 01, 2023. The term of her appointment as an Independent Director will be 1 (One) year subject to the approval of Members at the ensuing AGM;
4. Re-appointment of Mr. Chemangala Ramachar Ramesh (DIN:08876738), Whole-time Director, who is retiring by rotation at the ensuing AGM;
5. Re-appointment of Mr. C. R. Ramesh (DIN:08876738) as Whole-time Director of the Company for period of 3 (three) years w.e.f. November 13, 2023 to November 12, 2026 (both days inclusive) subject to the approval of the Members at the ensuing AGM;

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CIN: L15420PN1933PLC133303

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Dist. Ahmednagar, Maharashtra - 413 720, India
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6. Re-appointment of Mr. Amit Dahanukar (DIN: 00305636) as Chairman & Managing Director of the Company for a period of 3 (three) years w.e.f. November 07, 2023 to November 06, 2026, (both days inclusive) subject to the approval of the Members at the ensuing AGM.

As per the requirement of the Circular No. LIST/COMP/14/2018-19 dated June 20, 2018 issued by BSE Limited on the subject of enforcement of SEBI Orders regarding appointment of Directors by listed companies, we hereby confirm that Ms. Savitrii Dadhich, Mr. Chemangala Ramachar Ramesh and Mr. Amit Dahanukar are not debarred from holding the office of Director by virtue of any order of SEBI or any other Authority.

The information pursuant to Regulation 30 of the SEBI Listing Regulations read with SEBI Circular No. CIR/CFD/CMD/4/2015 dated September 09, 2015, in regard to abovementioned points no. 4, 5 and 6 is attached as **Annexure-B** to this letter.

7. Change in constitution of Audit Committee – Ms. Aparna Chaturvedi, Independent Director is added as the new member of the Committee. The Committee constitution after the aforesaid change is as follows:

Sr. No.	Name of Director	Designation
1.	Mr. C. V. Bijlani	Chairman
2.	Dr. Ravindra Bapat	Member
3.	Mr. Kishorekumar Mhatre	Member
4.	Ms. Swapna Shah	Member
5.	Ms. Aparna Chaturvedi	Member

8. Appointment of M/s. Akord & Co., Chartered Accountants as the Internal Auditors with effect from May 16, 2023;

Details required under Regulation 30 of the SEBI (LODR) Regulations, 2015 read with SEBI Circular No. CIR/CFD/CMD/4/2015 dated September 09, 2015 is attached as **Annexure C**.

9. Allotment of 1,38,504 (One Lakh Thirty- Eight Thousand Five Hundred and Four only) equity shares having face value of Rs. 10/- each under various ESOPs schemes of the Company to employees of the Company pursuant to exercise of the options granted to employees.

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The application for listing and trading approval of the Stock Exchange(s) for the equity shares allotted as mentioned above shall be made in due course.

Consequent upon the above allotment of equity shares, the paid-up equity share capital of the Company stands increased as follows:

Sr. No.	Particulars	No. of Equity Shares	Amount (in Rs.)
1.	Existing paid-up Equity Share Capital	18,53,39,999	1,85,33,99,990
2.	Post Allotment paid-up Equity Share capital	18,54,78,503	1,85,47,85,030

The Notice of the Annual General Meeting of the Company will be circulated to the members within the prescribed timelines.

The outcome of the Board Meeting shall also be available on the website of the Company i.e. www.tilind.com.

The Meeting of the Board commenced at 3.30 P.M. and concluded at 9:45 P.M.

Kindly take the same on your record.

For **Tilaknagar Industries Ltd.**

Dipti Todkar
Company Secretary

Encl.: As above

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Annexure – B

Particulars	Mr. Chemangala Ramachar Ramesh	Mr. Amit Dahanukar	Ms. Savitrii Dadhich
Age	63 years	46 Years	56 years
Reason for change	Re-Appointment	Re-Appointment	Appointment
Date of appointment	From the ensuing AGM	November 13, 2023	November 07, 2023
Term of appointment	Director liable to retire by rotation	Re-appointed as a Whole-Time Director of the Company for a period of 3 (three) years from November 13, 2023 to November 12, 2026 (both days inclusive) subject to the approval of the Members at the ensuing AGM	Re-appointed as Chairman & Managing Director of the Company for a period of 3 (three) years from November 07, 2023 to November 06, 2026 (both days inclusive) subject to the approval of the Members at the ensuing AGM
Brief profile	Mr. C. R. Ramesh is a graduate in Science from the Government Science College, Bangalore. He has over 20 years of experience in liquor manufacturing operations. He started his career with the Company as General Manager-Operations & Quality in 2008 and was subsequently appointed as a Whole- Time Director in 2020.	Mr. Amit Dahanukar is a graduate in Electrical Engineering with a Masters degree in Engineering Management from Stanford University, U.S.A. He provides strategic direction for the Company's future initiatives and is also responsible for its various alliances and collaborations	Ms. Savitrii Dadhich is a qualified advocate and solicitor having more than 25 years of experience in the field of corporate laws and litigation matters. She was on the Board of various Companies- L & T Realty, L & T Sapura Shipping and L & T Seawoods P. Ltd., L&T South City Projects P. Ltd. She has also handled retainership assignments with Lords Group of



			Hotels, Birla Group of Trusts, Laffans Petrochemicals Ltd etc. on various matters.
Relationship with other Directors/Key Managerial Personnel	Not related to any Director/Key Managerial Personnel of the Company	Mr. Amit Dahanukar is husband of Mrs. Shivani Amit Dahanukar, Executive Director. He is a Promoter of the Company and is not related to any other Director or Key Managerial Personnel.	Not related to any Director/Key Managerial Personnel of the Company

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Annexure – C

Sr. No.	Particulars	Information of such event
1.	Name of the Internal Auditor	M/s. Akord & Co., Chartered Accountants
2.	Reason for change	Appointment
3.	Date of Appointment	May 16, 2023
4.	Brief Profile	M/s. Akord & Co., Chartered Accountants is a premier Chartered Accountancy firm with more than 50 plus years of collective diverse professional experience rendering comprehensive and multi-disciplinary services which include but not limited to Auditing & Assurance, Internal Audit, Tax Advisory & Litigation, Risk Advisory, Transaction Advisory, Management Consultancy, Financial Accounting & Planning, FEMA, Due diligence, payroll outsourcing, secretarial services to clientele from various industries and diverse verticals.
5.	Relationship with Directors	None

For **Tilaknagar Industries Ltd.**

Dipti Todkar
Company Secretary

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HARSHIL SHAH & COMPANY

Chartered Accountants

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Independent Auditors' Report

To the Board of Directors of Tilaknagar Industries Limited

Report on the Audit of the Consolidated Annual Financial Results

Qualified Opinion

We have audited the accompanying consolidated annual financial results of **Tilaknagar Industries Limited** (hereinafter referred to as the "Holding Company") and its subsidiaries (Holding Company and its subsidiaries together referred to as "the Group"), and an associate for the year ended 31 March 2023, attached herewith, being submitted by the Holding Company pursuant to the requirement of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ('Listing Regulations').

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 below, the aforesaid consolidated annual financial results:

- a. include the annual financial results of the following subsidiaries and associate:

	Holding Company
1	Tilaknagar Industries Ltd
Subsidiaries:	
2	Prag Distillery (P) Ltd
3	Vahni Distilleries Pvt. Ltd
4	Kesarval Spring Distillers Pvt. Ltd
5	Punjab Expo Breweries Pvt. Ltd
6	Mykingdom Ventures Pvt. Ltd
7	Studd Projects P Ltd
8	Srirampur Grains Pvt. Ltd
9	Shivprabha Sugars Ltd
Associate:	
10	Mason & Summers Marketing Services Pvt. Ltd

- b. are presented in accordance with the requirements of Regulation 33 of the Listing Regulations in this regard; and
- c. give a true and fair view in conformity with the recognition and measurement principles laid down in the applicable Indian Accounting Standards, and other accounting principles generally accepted in India, of consolidated net profit and other comprehensive income and other financial information of the Group for the year ended March 31, 2023.



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. 5 of the consolidated annual financial results.
- b. The following paragraph in respect of Basis for Qualified Opinion was included in the audit report issued dated 15th May 2023 on the Financial Statements of Prag Distillery (P) Ltd ("Prag"), a subsidiary company of the Holding Company issued by an Independent Firm of Chartered Accountants, is reproduced as under:
 - We draw attention to note in the financial statements which states that there are unsecured overdue trade receivables of Rs. 586.55 lakhs and deposits of Rs.182.05 from Andhra Pradesh Beverage Corporation Ltd and unsecured advances given to suppliers of Rs. 210.99 lakhs which are long overdue and doubtful of recovery. The management has not considered any provision for allowance on doubtful trade receivables, deposits and advances though it is long overdue. In absence of sufficient appropriate audit evidence and balance confirmations, we are unable to verify the recoverability amount of the trade receivables deposits and advances.

We conducted our audit in accordance with the Standards on Auditing ("SAs") specified under section 143(10) of the Companies Act, 2013 ("the Act"). Our responsibilities under those SAs are further described in the Auditor's Responsibilities for the Audit of the Consolidated Annual Financial Results section of our report. We are independent of the Group in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act, and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence obtained by us along with the consideration of audit report of the other auditor referred to in sub paragraph (a) of the "Other Matters" paragraph below, is sufficient and appropriate to provide a basis for our qualified opinion on the consolidated annual financial results.

Material uncertainty related to going concern in respect of subsidiaries:

- a. The following paragraph in respect of material uncertainty related to going concern was included in the audit report issued on the Financial statements of PunjabExpo Breweries Pvt Ltd ("Punjabexpo"), a subsidiary company of the Holding Company issued by an Independent firm of Chartered Accountants, is reproduced as under:

We draw attention to Note in the financial statements which states that the Company has incurred a net loss of Rs. 2522.97 lakhs during the current year and the business operations have been scaled down significantly. The Company has accumulated losses of Rs. 5431.63 lakhs and its net worth has been fully eroded as at March 31, 2023. These conditions indicate that a material uncertainty exists that may cast a significant doubt about the Company's



ability to continue as a going concern. However, the financial statements of the Company have been prepared on a going concern basis for the reasons stated in the said Note.

Our opinion is not modified in respect of this matter.

- b. The following paragraph in respect of Material uncertainty related to going concern was included in the audit report dated issued on the Financial statements of Prag Distillery (P) Ltd ("Prag"), a subsidiary company of the Holding Company issued by an Independent firm of Chartered Accountants, is reproduced as under :

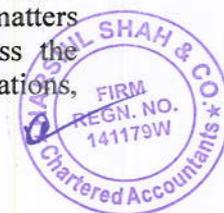
We draw attention to Note in the financial statements which states that the Company has been referred to National Company Law Tribunal for Corporate Insolvency Resolution Process (CIRP) under the provisions of Insolvency and Bankruptcy Code 2016 (the Code) and the Board of Directors of the Company have been suspended. Further the Company has accumulated losses as at the quarter ended March 31, 2023 and as of that date the business has ceased completely. The uncertainty of the outcome of the NCLT proceedings and other events as mentioned above, indicate that a material uncertainty exists that may cast significant doubt on the Company's ability to continue as a going concern. Our conclusion is not modified in respect of this matter..

Management's and Board of Directors' Responsibilities for the Consolidated Annual Financial Results

These consolidated annual financial results have been prepared on the basis of the consolidated annual financial statements.

The Holding Company's Management and the Board of Directors are responsible for the preparation and presentation of these consolidated annual financial results that give a true and fair view of the consolidated net loss and other comprehensive income and other financial information of the Group in accordance with the recognition and measurement principles laid down in Indian Accounting Standards prescribed under Section 133 of the Act and other accounting principles generally accepted in India and in compliance with Regulation 33 of the Listing Regulations. The respective Management and Board of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of each 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 the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring accuracy and completeness of the accounting records, relevant to the preparation and presentation of the consolidated annual financial results 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 purpose of preparation of the consolidated annual financial results by the Management and the Directors of the Holding Company, as aforesaid.

In preparing the consolidated annual financial results, the Management and the respective Board of Directors of the companies included in the Group are responsible for assessing the ability of each company 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 Board of Directors either intends to liquidate the company or to cease operations, or has no realistic alternative but to do so.



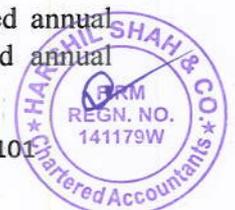
The respective Board of Directors of the companies included in the Group is responsible for overseeing the financial reporting process of each company.

Auditor's Responsibilities for the Audit of the Consolidated Annual Financial Results

Our objectives are to obtain reasonable assurance about whether the consolidated annual financial results 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 SA's 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 consolidated annual financial results.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated annual financial results, 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 control 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 through a separate report on the complete set of financial statements on whether the company has adequate internal financial controls with reference to financial statements 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 in the consolidated financial results made by the Management and Board of Directors.
- Conclude on the appropriateness of the Management and Board of Directors 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 appropriateness of this assumption. 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 consolidated annual financial results 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 Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated annual financial results, including the disclosures, and whether the consolidated annual



financial results represent the underlying transactions and events in a manner that achieves fair presentation.

- Obtain sufficient appropriate audit evidence regarding the financial results of the entities within the Group to express an opinion on the consolidated annual financial results. We are responsible for the direction, supervision and performance of the audit of financial information of such entities included in the consolidated financial results of which we are the independent auditors. For the other entity included in the consolidated annual financial results, which has been audited by other auditor, such other auditor remains 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 para (a) of the section titled "Other Matters" in this audit report.

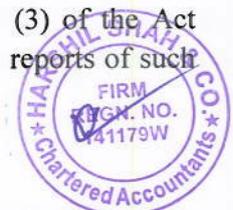
We communicate with those charged with governance of the Holding Company and such other entities included in the consolidated annual financial results of which we are the independent auditors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including 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.

We also performed procedures in accordance with the circular No CIR/CFD/CMDI/44/2019 issued by the SEBI under Regulation 33(8) of the Listing Regulations, as amended, to the extent applicable.

Other Matters

- a. The consolidated annual financial results include the results for the quarter ended March 31, 2023 being the balancing figure between the audited figures in respect of the full financial year and the published unaudited year to date figures up to the third quarter of the current financial year which were subject to limited review by us.
- b. We did not audit the financial statements / information of 8 subsidiaries included in the consolidated financial results whose Ind AS financial statements include total assets of Rs.3764.51 lakhs as at March 31, 2023 and total revenue of Rs 1053.47 lakhs and total loss of Rs.12602.01 lakhs including other comprehensive income for the year ended March 31, 2023 as considered in the consolidated annual financial results. 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 results 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 results is not modified in respect of the above matter with respect to our reliance on the work done and the reports of other auditors.

- c. The Consolidated financial results also include Group's share of loss / profit Rs Nil for the year ended March 31, 2023 as considered in the Consolidated financial results 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.

For **Harshil Shah & Company**
Chartered Accountants
ICAI Firm Reg. No. 141179W


Harshil Shah
Partner
Membership No. 124146



Place: Mumbai
Date: May 16, 2023
ICAI UDIN: 23124146BGWXGM3168

TILAKNAGAR INDUSTRIES LTD. (CIN: L15420PN1933PLC133303)

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Email: investor@tilind.com; Website: www.tilind.com; Phone: +91 22 22831716/18; Fax: +91 22 22046904

(Rs. in Lacs except EPS)						
Statement of Consolidated Audited Financial Results for the Quarter & Year ended March 31, 2023						
	Particulars	Quarter ended			Year ended	Year ended
		31.03.2023 Audited	31.12.2022 Unaudited	31.03.2022 Audited	31.03.2023 Audited	31.03.2022 Audited
I	Revenue from operations	71,724.55	67,546.04	52,090.80	2,46,927.85	1,79,205.87
II	Other Income	508.03	116.72	782.76	750.32	1,046.79
III	Total Income (I + II)	72,232.58	67,662.76	52,873.56	2,47,678.17	1,80,252.66
IV	Expenses					
	(a) Cost of materials consumed	18,965.83	17,468.69	12,059.12	63,328.52	37,798.42
	(b) Purchases of stock-in-trade	-	-	-	-	-
	(c) Changes in inventories of finished goods, stock-in-trade and work-in-progress	802.61	(2,181.13)	286.01	(1,697.75)	442.84
	(d) Excise duty	35,979.63	37,259.40	27,984.76	1,30,491.54	1,00,868.62
	(e) Employee benefits expense	939.95	1,072.08	1,172.66	3,759.12	3,208.53
	(f) Finance costs	795.12	902.27	1,549.92	4,018.68	6,186.88
	(g) Depreciation and amortization expense	792.33	815.50	808.21	3,234.60	3,274.25
	(h) Other expenses	10,689.06	9,870.68	8,009.62	37,328.06	25,675.43
	Total expenses	68,964.53	65,207.49	51,870.30	2,40,462.77	1,77,454.97
V	Profit/(Loss) before exceptional items and tax (III-IV)	3,268.05	2,455.27	1,003.26	7,215.40	2,797.69
VI	Exceptional items	2,641.01	5,132.93	1,321.51	7,773.94	1,321.51
VII	Profit/(Loss) Before Tax (V+/-VI)	5,909.06	7,588.20	2,324.77	14,989.34	4,119.20
VIII	Tax Expense					
	(a) Current tax	-	-	-	-	-
d	(b) Taxes for Earlier Years	(0.55)	-	-	(0.55)	(399.52)
	(c) Deferred tax	-	-	-	-	-
	Total tax expense	(0.55)	-	-	(0.55)	(399.52)
IX	Profit/(Loss) for the period before share of Profit/(Loss) of associate (VII-VIII)	5,909.61	7,588.20	2,324.77	14,989.89	4,518.72
X	Share of Profit/(Loss) of associate	-	-	-	-	-
XI	Profit/(Loss) for the period (IX+X)	5,909.61	7,588.20	2,324.77	14,989.89	4,518.72
XII	Other Comprehensive Income/(Loss)					
	(a) Items that will not be reclassified to Profit & Loss					
	(i) Remeasurement gain/(loss) in respect of the defined benefit plans	(21.82)	(9.84)	(13.50)	(51.35)	(39.38)
	(ii) Tax on above	-	-	-	-	-
	(b) Items that will be reclassified to Profit & Loss	-	-	-	-	-
	Total Other Comprehensive Income/(Loss) for the period [(a) +(b)]	(21.82)	(9.84)	(13.50)	(51.35)	(39.38)
XIII	Total Comprehensive Income/(Loss) for the period (XI+XII)	5,887.79	7,578.36	2,311.27	14,938.54	4,479.34
XIV	Profit/Loss for the period attributable to					
	(a) Owners of the Company	5,909.61	7,588.20	2,324.77	14,989.89	4,518.72
	(b) Non-Controlling Interests	-	-	-	-	-
XV	Other Comprehensive Income/(Loss) for the period attributable to					
	(a) Owners of the Company	(21.82)	(9.84)	(13.50)	(51.35)	(39.38)
	(b) Non-Controlling Interests	-	-	-	-	-
XVI	Total Comprehensive Income/(Loss) for the period attributable to					
	(a) Owners of the Company	5,887.79	7,578.36	2,311.27	14,938.54	4,479.34
	(b) Non-Controlling Interests	-	-	-	-	-
XVII	Paid-up Equity Share Capital (Face value of Rs. 10/- per Share)	18,534.00	18,183.41	15,862.18	18,534.00	15,862.18
XVIII	Other Equity as per Balance Sheet				29,757.64	(2,510.77)
XIX	Earnings Per Equity Share of Rs. 10/- each (not annualized)					
	(a) Basic (Rs.)	3.19	4.38	1.49	8.79	3.15
	(b) Diluted (Rs.)	3.11	4.31	1.44	8.56	3.08

Notes :

- 1 The above consolidated results have been reviewed by the Audit Committee and approved by the Board of Directors at its Meeting held on May 16, 2023. The Statutory Auditors have expressed qualified audit opinion.
- 2 The above results have been prepared in accordance with Indian Accounting Standards ("Ind AS") prescribed under Section 133 of the Companies Act, 2013 read with relevant rules issued thereunder and other accounting principles generally accepted in India.
- 3 The above results have been prepared by the Company in accordance with IND-AS 110: Consolidated Financial Statements and IND-AS 28: Accounting for Investments in Associate in Consolidated Financial Statements prescribed under Section 133 of the Companies Act, 2013 and other recognized accounting practices and policies.
- 4 The Company is predominantly engaged in the business of manufacture and sale of Indian Made Foreign Liquor (IMFL) and its related products, which constitute a single business segment as per IND-AS 108: Operating Segments. Accordingly, disclosure in accordance with the provisions of Circular issued by the SEBI on July 05, 2016 is not applicable.
- 5 The Company expects to restart the grain distillery plant during the next financial year and has also received the permission for operating the fermentation section till March 31, 2024. It is expected that permission for operating the distillation section also will be received soon. 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.

6 Exceptional Items include the following :**Rs in lacs**

a) The Company had remitted USD 11,00,011.89 equivalent of Rs. 925 lacs on October 13, 2022 to its supplier, Cargill International SA, against credit balance outstanding of Rs 6,057.93 lacs (equivalent USD 74,28,300) as on September 30, 2022 on receipt of the statutory approval from Reserve Bank of India dated October 06, 2022, towards the Settlement Agreement entered into between the Company and Cargill International SA, wherein it was mutually agreed, inter alia, that the principal outstanding amount of USD 74,28,300 would be settled in full and final at USD value equivalent of Rs. 925 lacs. Consequent to the full and final payment, in the quarter ended Dec 2022, the Company had written back Rs 5,132.93 lacs being the difference between the settlement amount and the total dues outstanding in the books of accounts. The same is disclosed under exceptional items in the quarter ended December 31, 2022 and year ended March 31, 2023.

5,132.93

b) The Company had entered into a Master Restructuring Agreement (MRA) dated February 06, 2020 with Edelweiss Asset Reconstruction Company Limited (EARC) acting as Trustee of three trusts i.e EARC Trust SC 233, EARC Trust SC 241 and EARC Trust SC 269 with respect to restructuring of the debts owed to some of the lender banks and a Financial Institution by the Company. Accordingly, the total debt owed by the Company of Rs. 52,332.37 lacs was restructured by EARC at Rs. 34,447.23 lacs as Sustainable Debt and Balance Debt of Rs. 17,885.14 lacs. A part of Balance Debt was subsequently converted into equity. The Company had been regularly paying the stipulated principal and interest of the restructured debt to all the three EARC trusts from 2020 onwards till date in accordance with the repayment schedule of MRA. During the quarter ended March, 2023, the Company made a prepayment of the entire outstanding principal along with accrued interest of Rs 54.10 crores towards EARC Trust SC 233 and EARC Trust SC 269. As per terms of restructuring by EARC, the Balance Debt would remain outstanding till the time the restructured debt was repaid. The Balance Debt along with accrued interest was to be waived by EARC once the restructured debt had been repaid. Consequent to the above prepayment, the corresponding Balance debt of the two trusts i.e EARC Trust SC 233 and EARC Trust SC 269 aggregating to Rs. 12,662.70 lacs has been waived by EARC and accordingly the same has been written back by the Company in the quarter and year ended March 31, 2023. The total existing debt of EARC as on March 31, 2023 now stands reduced to Rs 18,759.13 lacs (including Balance Debt of Rs 362.45 lacs) representing debt of EARC Trust SC 241 only.

12,662.70

c) Prag Distillery Pvt Ltd. a wholly owned subsidiary, referred as Prag had undertaken a capex project in 2010 towards expansion of its bottling capacity with a view to reduce the dependency of T1 group on third party bottling tie-up arrangements. The permissions from State Government was received in 2014 after a delay of several years and was subject to a licence fee payment of approx Rs 20 crores. Meanwhile, T1 group had started facing financial liquidity crunch and subsequently T1 turned into Non Performing Asset. Hence, Prag could not fulfil the financial obligation necessary to acquire the requisite permissions for commencing the aforesaid project. While the Holding Company was in talks with the Banks and Financial Institutions for settlement, Prag was admitted under Honorable National Company Law Tribunal (NCLT) in June 2017. The process of settlement of financial creditors of Prag took around five years. This further stalled the commissioning of the expansion project. In the year 2022-23, the Liquidator of Prag, has filed an application at NCLT- Mumbai, seeking withdrawal of the Petition filed by the financial creditor Standard Chartered Bank and closure of the liquidation process. In the several years that elapsed, the business dynamics has changed and the external bottling capacities available in Andhra Pradesh have become sufficient and economically prudent to meet the T1 group's business requirements. Subsequent to the application for closure of the liquidation process, the Management has evaluated the current situation with respect to aforesaid project and concluded that since the project has got inordinately delayed, it was no longer financially prudent to incur expenditure to increase capacity as part of the aforesaid capex project under current circumstances. Accordingly, the management has kept the Prag expansion project in abeyance and hence the Company has provided for the impairment of the capex project in its books of accounts. This impairment of the capex project of Rs. 10,021.69 lacs is disclosed under exceptional items for the quarter and year ended March 31, 2023.

-10,021.69

Total amount in exceptional items

7,773.94

- 7 Trade Receivables of Prag Distillery (P) Ltd, a wholly owned subsidiary, referred to as Prag include Rs 586.55 lacs (P.Y. Rs 586.55 lacs) receivable from Andhra Pradesh Beverage Corporation Ltd.(the Corporation) towards sale of IMFL made by Prag in FY 2018-2019 and FY 2019-2020. Prag, through the Liquidator has obtained approval from National Company Law Tribunal to initiate legal action against the Corporation for recovery of the same. The Management believes that no provision for doubtful debts is required to be made against this receivable as the amount is expected to be received. The Liquidator of Prag, has 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. The order from NCLT- Mumbai is awaited. In addition, the impairment, if any, of the Earnest Money Deposit made to the Corporation of Rs 182.05 lacs (P.Y.Rs 182.05 lacs) and the advances given to suppliers of Rs 210.99 lacs (P.Y. Rs 210.99 lacs) will be considered on outcome of the NCLT order.

- 8 **During the year 2022-2023, after the requisite Board and shareholders' approval, the Company has allotted the following equity shares :-**
- a) 50,62,893 equity shares of face value of Rs 10/- each to promoters/promoter group at an issue price of Rs 53/- per equity share including a premium of Rs 43/- per share
 - b) 99,99,988 equity shares of face value of Rs 10/- each to entities at an issue price of Rs 72/- per equity share including a premium of Rs 62/- per share,
 - c) 1,05,26,315 equity shares of face value of Rs 10/- each to an entity at an issue price of Rs 95/- per equity share including a premium of Rs 85/- per share

Further, the following warrants are outstanding as on March 31, 2023 :

- a) 41,82,390 warrants issued to promoter groups on a preferential basis at an issue price of Rs 53/- per warrant including a premium of Rs 43/- per warrant.

 - b) 18,05,556 warrants issued to non-promoter groups on a preferential basis at an issue price of Rs 72/- per warrant including a premium of Rs 62/- per warrant.
- 9 The Board of Directors of Tilaknagar Industries Limited ("TI" or the Transferee Company") at their Board Meeting held on May 30, 2022, have inter alia, 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. The Scheme, inter alia, provides for amalgamation by way of absorption and vesting of four wholly-owned subsidiaries of the Company, viz. (i) Kesarval Spring Distillers Private Limited ("KSDPL"); (ii) Mykingdom Ventures Private Limited ("MVPL"); (iii) Shrirampur 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.
- The "appointed date" as per the scheme is the 1st day of April, 2022 or such other date as may be approved by the Honourable National Company Law Tribunal(s), for the purposes of this Scheme. The Scheme as aforesaid shall be subject to necessary approvals by the Shareholders, Creditors, Jurisdictional Bench of National Company Law Tribunal ("NCLT") and such other statutory and regulatory approvals as may be required. Pending such approvals, the Results have been prepared without giving any effect to the said Scheme.
- 10 The Board of Directors at its meeting held on May 16, 2023 has proposed a final dividend of Rs. 0.25 per equity share of Face value Rs. 10/- each for the financial year ended March 31, 2023.
- 11 The Standalone and Consolidated audited financial results of the Company for the quarter & year ended March 31, 2023 are available on the Company's website (www.tilind.com) and on the website of BSE (www.bseindia.com) and NSE (www.nseindia.com).
- 12 The previous period figures have been regrouped and reclassified wherever necessary.

Consolidated Audited Statement of Assets and Liabilities as at March 31, 2023

Particulars	(Rs. in lacs)	
	As at	As at
	31.03.2023	31.03.2022
	(Audited)	(Audited)
A ASSETS		
NON-CURRENT ASSETS		
(a) Property, Plant and Equipment	41,752.21	43,876.18
(b) Capital Work-in-Progress	10.62	10,021.69
(c) Right of Use Assets	219.16	17.74
(e) Other Intangible Assets	31.22	33.74
(f) Financial Assets		
(i) Investments	53.79	3.77
(ii) Loans	13.39	-
(iii) Other Financial Assets	2,850.38	4,144.50
(g) Deferred Tax Assets (Net)	-	-
(h) Other Non-Current Assets	645.91	915.08
(i) Non-Current Tax Assets (Net)	428.89	312.52
Total Non-Current Assets	46,005.57	59,325.22
CURRENT ASSETS		
(a) Inventories	11,620.93	7,231.90
(b) Financial Assets		
(i) Investments	2,206.98	-
(ii) Trade Receivables	33,881.17	23,676.60
(iii) Cash and Cash Equivalents	3,481.43	4,274.01
(iv) Bank Balance other than (iii) above	935.88	2,788.47
(v) Loans	1.61	-
(vi) Other Financial Assets	771.15	1,699.76
(c) Other Current Assets	2,248.92	2,332.13
Total Current Assets	55,148.07	42,002.87
TOTAL ASSETS	1,01,153.64	1,01,328.09
B EQUITY AND LIABILITIES		
EQUITY		
(a) Equity Share Capital	18,534.00	15,862.18
(b) Other Equity		
(i) Equity Attributable to Owners of the Company	29,757.64	(2,510.77)
(ii) Non-Controlling Interests	-	-
Total Equity	48,291.64	13,351.41
LIABILITIES		
NON-CURRENT LIABILITIES		
(a) Financial Liabilities		
(i) Borrowings	2,400.65	38,099.47
(ii) Lease Liabilities	213.75	7.37
(iii) Other Financial Liabilities	6,427.29	4,018.06
(b) Provisions	410.09	474.03
(c) Deferred Tax Liabilities (Net)	-	-
(d) Other Non-Current Liabilities	-	1,452.50
Total Non-Current Liabilities	9,451.78	44,051.43
CURRENT LIABILITIES		
(a) Financial Liabilities		
(i) Borrowings	22,910.91	20,398.02
(ii) Lease Liabilities	28.34	13.04
(iii) Trade Payables		
Total outstanding dues of micro, small enterprises	3,441.94	2,372.01
Total outstanding dues of creditors other than micro enterprises and small enterprises	9,473.41	14,758.61
(iv) Other Financial Liabilities	2,959.71	1,774.68
(b) Provisions	3,371.60	2,628.98
(c) Current Tax Liabilities (Net)	-	-
(d) Other Current Liabilities	1,224.31	1,979.91
Total Current Liabilities	43,410.22	43,925.25
TOTAL EQUITY AND LIABILITIES	1,01,153.64	1,01,328.09

TILAKNAGAR INDUSTRIES LTD.

Consolidated Audited Statement of Cash Flow for the year ended March 31, 2023

(Rs. in lacs)

	Year ended March 31, 2023		Year ended March 31, 2022	
	(Audited)		(Audited)	
A) Cash flow from Operating activities				
Net profit (Loss) before tax		14,989.34		4,119.20
Adjustment for:				
Exceptional Items-Creditors - Written Back	(5,132.93)		-	
Exceptional Items- unsustainable balance debts -Written Back	(12,662.71)		(1,321.51)	
Exceptional Items- Provision	10,021.69		-	
Depreciation & Amortisation	3,234.60		3,274.25	
Loss / (Profit) on sale of assets	3.26		(1.12)	
Unrealised (Gain) / Loss on Investment	(31.56)		-	
Loss / (Profit) on sale of investments	(75.85)		(32.50)	
Excess Provision written back	(424.19)		(466.52)	
Allowance for doubtful advances/ Deposits	23.04		673.34	
Bad Debts	20.93		-	
Provision for non-moving and obsolete inventories	46.95		296.55	
Advances written off	5.77		37.79	
Sundry balances written back	-		(75.97)	
Expected Credit Loss / (Write Back)	335.66		(242.60)	
Unrealised Foreign Exchange Fluctuation (Gain) / Loss	6.91		170.93	
Employee stock option expenses	349.55		364.91	
Finance Costs	4,018.67		6,186.88	
Dividend Income	(0.03)		-	
Interest income	(205.77)	(466.01)	(175.07)	8,689.36
Operating Profit before working capital changes		14,523.33		12,808.56
Adjustment for:				
(Decrease)/ Increase in trade payables, current liabilities, provisions and other financial liabilities	6,096.21		(5,089.38)	
(Increase)/ Decrease in financial assets, loans and advances and other assets	1,629.26		3,969.59	
(Increase)/ Decrease in inventories	(4,435.98)		(320.84)	
(Increase)/ Decrease in trade receivables	(10,568.07)	(7,278.58)	(5,323.82)	(6,764.45)
Direct taxes (net) refund / (paid)		(115.82)		466.48
Net Cash from Operating activities		7,128.93		6,510.59
B) Cash Flow from Investing activities				
Purchase of property, plant and equipment	(1,087.89)		(334.92)	
Sale of property, plant and equipment	19.49		2.54	
Investment in equity shares of other entity	(50.02)		-	
Purchase of investments in Mutual Fund	(8,499.58)		(6,999.65)	
Sale of investments in Mutual Fund	6,400.00		7,032.15	
(Increase) / Decrease in other bank balances	1,850.38		(2,463.98)	
Loans given to employees	(15.00)		-	
Dividend received	0.03		-	
Interest Received	205.77		175.07	
Net Cash from Investing Activities		(1,176.82)		(2,588.79)

TILAKNAGAR INDUSTRIES LTD.

Consolidated Audited Statement of Cash Flow for the year ended March 31, 2023

(Rs. in lacs)

	Year ended March 31, 2023		Year ended March 31, 2022	
	(Audited)		(Audited)	
C) Cash Flow from Financing activities				
Proceeds from issue of shares including application money	19,817.49		9,219.02	
Proceeds / (Repayment) from borrowings	2,325.00		7,629.47	
Repayment of borrowings including current maturities	(24,942.51)		(15,077.51)	
Principal payment of lease liabilities	(52.91)		(51.84)	
Payment of dividend / unclaimed dividend	(160.96)		(11.85)	
Finance costs paid	(3,730.80)		(5,841.48)	
Net Cash from Financing Activities		(6,744.69)		(4,134.19)
Net increase in Cash & Cash equivalents(A+B+C)		(792.58)		(212.39)
Opening cash & cash equivalents		4,274.01		4,486.40
Closing cash & cash equivalents		3,481.43		4,274.01

Notes :

	As at March 31, 2023	As at March 31, 2022
(a) Cash and cash equivalents comprises of		
i) Balances with Banks		
In Current Accounts	515.98	4,189.36
ii) Short-Term Bank Deposits (Maturity within 3 months)	2,956.18	73.95
iii) Cash on Hand	9.27	10.70
	3,481.43	4,274.01

(b) 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 "

(c) Figures of previous year have been regrouped, reclassified and recast, wherever considered necessary.

On behalf of the Board
For Tilaknagar Industries Ltd.

AMIT DAHANUKAR Digitally signed by AMIT DAHANUKAR
Date: 2023.05.16 21:34:22 +05'30'

Amit Dahanukar
Chairman & Managing Director
DIN: 00305636

Place: Mumbai
Date : May 16, 2023

**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, 2023 [See Regulation 33 / 52 of the SEBI (LODR) (Amendment) Regulations, 2016]				
I.	Sl. No.	Particulars	Audited Figures (as reported before adjusting for qualifications) Rs. in lakhs	Adjusted Figures (audited figures after adjusting for qualifications) Rs. in lakhs
	1	Turnover/Total income	2,47,678.17	247,678.17
	2	Total Expenditure	2,40,462.77	2,41,442.36
	3	Exceptional Items	7,773.94	7,773.94
	4	Net Profit/(Loss) after tax	14,989.89	14,010.3
	4	Earnings Per Share (In Rs.)	8.79	8.21
	5	Total Assets	1,01,153.64	1,00,174.05
	6	Total Liabilities	52,862.00	52,862.00
	7	Net Worth	48,291.64	47,312.05
	8	Any other financial item(s) (as felt appropriate by the management)	Nil	Nil
II.	Audit Qualification (each audit qualification separately):			
	a.	Details of Audit Qualification:	<p>(i) 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. 5 of the consolidated annual financial results.</p> <p>(ii) The following paragraph in respect of Basis for Qualified Opinion was included in the audit report dated May 15, 2023 issued on the Financial Statements of Prag Distillery (P) Ltd ("Prag"), a subsidiary company of the Holding Company issued by an Independent Firm</p>	



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		of Chartered Accountants, is reproduced as under: <ul style="list-style-type: none"> . We draw attention to note in the financial statement which states that there are unsecured overdue trade receivables of Rs. 586.55 lakhs and deposits of Rs. 182.05 from Andhra Pradesh Beverage Corporation Ltd and unsecured advances given to suppliers of Rs. 210.99 lakhs which are long overdue and doubtful of recovery. The management has not considered any provision for allowance on doubtful trade receivables, deposits and advances though it is long overdue. In absence of sufficient appropriate audit evidence and balance confirmations, we are unable to verify the recoverability amount of the trade receivables deposits and advances.
b.	Type of Audit Qualification:	Qualified Opinion
c.	Frequency of qualification:	Point (i) - Appearing eighth time Point (ii) - Appearing fourth time
d.	For Audit Qualification(s) where the impact is quantified by the auditor, Management's Views:	<u>Response to Point (II)(a)(ii)</u> <ul style="list-style-type: none"> Trade Receivables of Prag Distillery (P) Ltd, wholly owned subsidiary of the Company ("Prag"), include Rs 586.55 lacs (P.Y. Rs 586.55 lacs) receivable from Andhra Pradesh Beverage Corporation Ltd. towards



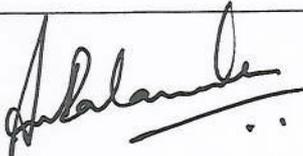
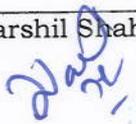
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		<p>sale of IMFL made by Prag in FY 2018-2019 and FY 2019-2020. Prag, through the Liquidator has obtained approval from National Company Law Tribunal to initiate legal action against Andhra Pradesh Beverage Corporation Ltd. for recovery of the same. The Management believes that no provision for doubtful debts is required to be made against this receivable as the amount is expected to be received. The Earnest Money Deposit of Rs 182.05 lacs (P.Y.Rs 182.05 lacs) and the advances to suppliers of Rs 210.99 lacs (P.Y. Rs 210.99 lacs) are pursued for recovery by the Liquidator / Management.</p>
e.	For Audit Qualification(s) where the impact is not quantified by the auditor:	
	(i) Management's estimation on the impact of audit qualification:	Nil for the reasons given at para 2(e)(i) below
	(ii) If management is unable to estimate the impact, reasons for the same:	<u>Response to Point (II)(a)(i)</u> The Company expects to restart the grain distillery plant during the financial year 2023-24 and has also received the permission for operating the fermentation section till March 31, 2024. It is expected that permission for operating the distillation section also will be received soon. 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.
	(iii) Auditors' Comments on (i) or (ii) or(iii) above:	Refer II (a) above



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[Signature]

III. Signatories:	
• CEO/Managing Director	
• CFO	
• Audit Committee Chairman	
• Statutory Auditor	For Harshil Shah & Company  Partner
Place: Mumbai	
Date : May 16, 2023	





HARSHIL SHAH & COMPANY

Chartered Accountants

Phone :- 022 401 39 401

www.caharshilshah.com, E Mail :- info@caharshilshah.com

Independent Auditors' Report

To the Board of Directors of Tilaknagar Industries Limited

Report on the audit of the Standalone Annual Financial Results

Qualified Opinion

We have audited the accompanying standalone annual financial results of Tilaknagar Industries Limited (hereinafter referred to as the "Company") for the year ended March 31, 2023, attached herewith, being submitted by the Company pursuant to the requirement of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ('Listing Regulations').

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 matter described in basis for qualified opinion paragraph below the aforesaid standalone annual financial results:

- are presented in accordance with the requirements of Regulation 33 of the Listing Regulations in this regard; and
- give a true and fair view in conformity with the recognition and measurement principles laid down in the applicable Indian Accounting Standards, and other accounting principles generally accepted in India, of the net profit and other comprehensive income and other financial information for the year ended March 31, 2023.

Basis for Qualified Opinion

The Company has not carried out impairment analysis 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. 4 of the standalone annual financial results.

We conducted our audit in accordance with the Standards on Auditing ("SAs") specified under section 143(10) of the Companies Act, 2013 ("the Act"). Our responsibilities under those SAs are further described in the Auditor's Responsibilities for the Audit of the Standalone Annual Financial Results 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 together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act, and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained, is sufficient and appropriate to provide a basis for our qualified opinion on the Standalone annual financial results.



Management's and Board of Directors' Responsibilities for the Standalone Annual Financial Results

These standalone annual financial results have been prepared on the basis of the standalone annual financial statements.

The Company's Management and the Board of Directors are responsible for the preparation and presentation of these standalone annual financial results that give a true and fair view of the net loss and other comprehensive income and other financial information in accordance with the recognition and measurement principles laid down in Indian Accounting Standards prescribed under Section 133 of the Act and other accounting principles generally accepted in India and in compliance with Regulation 33 of the Listing Regulations. 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 the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone annual financial results that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone annual financial results, the Management and the Board of Directors are 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 the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors is responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Standalone Annual Financial Results

Our objectives are to obtain reasonable assurance about whether the standalone annual financial results 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 standalone annual financial results.

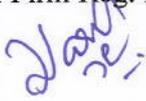


relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

Other Matters

- a. The standalone annual financial results include the results for the quarter ended March 31, 2023 being the balancing figure between the audited figures in respect of the full financial year and the published unaudited year to date figures up to the third quarter of the current financial year which were subject to limited review by us.

For **Harshil Shah & Company**
Chartered Accountants
ICAI Firm Reg. No. 141179W


Harshil Shah
Partner
Membership No. 124146



Place: Mumbai
Date: May 16, 2023
ICAI UDIN: 23124146BGWXGL1133

TILAKNAGAR INDUSTRIES LTD. (CIN: L15420PN1933PLC133303)

Corporate Office: 3rd Floor, Industrial Assurance Building, Churchgate, Mumbai, Maharashtra - 400 020

Regd. Office : P.O. Tilaknagar, Tal. Shirampur, Dist. Ahmednagar, Maharashtra - 413 720

Email: investor@tilind.com; Website: www.tilind.com; Phone: +91 22 22831716/18; Fax: +91 22 22046904

(Rs. in Lacs except EPS)						
Statement of Standalone Audited Financial Results for the Quarter & Year ended March 31, 2023						
	Particulars	Quarter ended			Year ended	
		31.03.2023 Audited	31.12.2022 Unaudited	31.03.2022 Audited	31.03.2023 Audited	31.03.2022 Audited
I	Revenue from Operations	71,722.40	67,588.61	52,090.80	2,46,923.37	1,79,205.87
II	Other Income	475.95	77.69	796.89	640.17	959.59
III	Total Income (I + II)	72,198.35	67,666.30	52,887.69	2,47,563.54	1,80,165.46
IV	Expenses					
	(a) Cost of materials consumed	18,962.35	17,513.53	12,059.12	63,337.28	37,798.42
	(b) Purchases of stock-in-trade	-	-	-	-	-
	(c) Changes in inventories of finished goods, stock-in-trade and work-in-progress	795.18	(2,181.13)	286.01	(1,716.89)	442.84
	(d) Excise duty	35,979.63	37,259.40	27,984.76	1,30,491.54	1,00,868.62
	(e) Employee benefits expense	795.69	1,003.09	756.06	3,342.87	2,078.99
	(f) Finance costs	795.11	902.31	1,439.44	4,018.71	5,776.41
	(g) Depreciation and amortization expense	755.62	777.81	769.56	3,084.15	3,116.72
	(h) Other expenses	11,057.28	9,963.55	8,950.86	38,103.29	27,576.13
	Total Expenses	69,140.86	65,238.56	52,245.81	2,40,660.95	1,77,658.13
V	Profit/(Loss) Before Exceptional Items And Tax (III-IV)	3,057.49	2,427.74	641.88	6,902.59	2,507.33
VI	Exceptional Items	4,552.41	5,132.93	-	9,685.34	-
VII	Profit/(Loss) Before Tax (V+/-VI)	7,609.90	7,560.67	641.88	16,587.93	2,507.33
VIII	Tax Expense					
	(a) Current tax	-	-	-	-	-
	(b) Taxes for Earlier Years	(0.55)	-	-	(0.55)	(399.69)
	(c) Deferred tax	-	-	-	-	-
	Total Tax Expense	(0.55)	-	-	(0.55)	(399.69)
IX	Profit/(Loss) For The Period (VII-VIII)	7,610.45	7,560.67	641.88	16,588.48	2,907.02
X	Other Comprehensive Income/(Loss)					
	(a) Items that will not be reclassified to Profit & Loss					
	(i) Remeasurement gain /(loss) in respect of the defined benefit plans	(4.00)	(9.13)	(19.16)	(31.40)	(36.53)
	(ii) Tax on remeasurement gain /(loss) in respect of defined benefit plans	-	-	-	-	-
	(b) Items that will be reclassified to Profit & Loss	-	-	-	-	-
	Total Other Comprehensive Income/(Loss) For The Period [(a) +(b)]	(4.00)	(9.13)	(19.16)	(31.40)	(36.53)
XI	Total Comprehensive Income/(Loss) For The Period (IX+X)	7,606.45	7,551.54	622.72	16,557.08	2,870.49
XII	Paid-up Equity Share Capital (Face value of Rs. 10/- per Share)	18,534.00	18,183.41	15,862.18	18,534.00	15,862.18
XIII	Other Equity as per Balance Sheet				30,102.39	(3,784.56)
XIV	Earnings Per Equity Share of Rs. 10 /- Each (not annualized)					
	(a) Basic (Rs.)	4.11	4.36	0.41	9.72	2.03
	(b) Diluted (Rs.)	4.01	4.29	0.40	9.48	1.98

Notes :

- 1 The above standalone results have been reviewed by the Audit Committee and approved by the Board of Directors at its Meeting held on May 16, 2023. The Statutory Auditors have expressed qualified audit opinion.
- 2 The above results have been prepared in accordance with Indian Accounting Standards ("Ind AS") prescribed under Section 133 of the Companies Act, 2013 read with relevant rules issued thereunder and other accounting principles generally accepted in India.
- 3 The Company is predominantly engaged in the business of manufacture and sale of Indian Made Foreign Liquor (IMFL) and its related products, which constitute a single business segment as per IND-AS 108: Operating Segments. Accordingly, disclosure in accordance with the provisions of Circular issued by the SEBI on July 05, 2016 is not applicable.
- 4 The Company expects to restart the grain distillery plant during the next financial year and has also received the permission for operating the fermentation section till March 31, 2024. It is expected that permission for operating the distillation section also will be received soon. 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.

5 Exceptional Items include the following :**Rs in lacs**

- | | |
|---|-----------|
| a) The Company had remitted USD 11,00,011.89 equivalent of Rs. 925 lacs on October 13, 2022 to its supplier, Cargill International SA, against credit balance outstanding of Rs 6,057.93 lacs (equivalent USD 74,28,300) as on September 30, 2022 on receipt of the statutory approval from Reserve Bank of India dated October 06, 2022, towards the Settlement Agreement entered into between the Company and Cargill International SA, wherein it was mutually agreed, inter alia, that the principal outstanding amount of USD 74,28,300 would be settled in full and final at USD value equivalent of Rs. 925 lacs. Consequent to the full and final payment, in the quarter ended Dec 2022, the Company had written back Rs 5,132.93 lacs being the difference between the settlement amount and the total dues outstanding in the books of accounts. The same is disclosed under exceptional items in the quarter ended December 31, 2022 and year ended March 31, 2023. | 5,132.93 |
| b) The Company had entered into a Master Restructuring Agreement (MRA) dated February 06, 2020 with Edelweiss Asset Reconstruction Company Limited (EARC) acting as Trustee of three trusts i.e EARC Trust SC 233, EARC Trust SC 241 and EARC Trust SC 269 with respect to restructuring of the debts owed to some of the lender banks and a Financial Institution by the Company. Accordingly, the total debt owed by the Company of Rs. 52,332.37 lacs was restructured by EARC at Rs. 34,447.23 lacs as Sustainable Debt and Balance Debt of Rs. 17,885.14 lacs. A part of Balance Debt was subsequently converted into equity. The Company had been regularly paying the stipulated principal and interest of the restructured debt to all the three EARC trusts from 2020 onwards till date in accordance with the repayment schedule of MRA. During the quarter ended March, 2023, the Company made a prepayment of the entire outstanding principal along with accrued interest of Rs 54.10 crores towards EARC Trust SC 233 and EARC Trust SC 269. As per terms of restructuring by EARC, the Balance Debt would remain outstanding till the time the restructured debt was repaid. The Balance Debt along with accrued interest was to be waived by EARC once the restructured debt had been repaid. Consequent to the above prepayment, the corresponding Balance debt of the two trusts i.e EARC Trust SC 233 and EARC Trust SC 269 aggregating to Rs. 12,662.70 lacs has been waived by EARC and accordingly the same has been written back by the Company in the quarter and year ended March 31, 2023. The total existing debt of EARC as on March 31, 2023 now stands reduced to Rs 18,759.13 lacs (including Balance Debt of Rs 362.45 lacs) representing debt of EARC Trust SC 241 only. | 12,662.70 |
| c) During the year 2017-2018 and thereafter, many of the bottling tie up arrangements with "PunjabExpo Breweries Private Ltd" a wholly owned subsidiary (referred as PE) were not renewed leading to a severe fall in its operations. Further, there was a considerable drop in its existing business in Canteen Stores Department in the Northern Markets. To stay float, it entered into bottling arrangements with the Holding Company (TI) for its northern and export markets. However, due to lower capacity utilisation, the bottling income from 2018-19 onwards was insufficient to cover the fixed costs leading to increased losses. Over the years, the net worth of PE has been fully eroded despite attempts to rationalize its administrative overheads. Further, TI was actively exploring the possibility of entering the northern civil markets where PE would be one of the major sources of supply. It was also in discussions with other brand owners in Northern Markets to enter into bottling arrangements. This would have significantly improved the capacity utilisation and have favourable impact on the profitability of PE. The discussions with various parties did not concretely materialise post covid situation. Despite its best efforts, PE could not increase its business. TI management has assessed the current situation and has arrived at the conclusion that there is no sufficient visibility on PE northern business and return on investments and recoverability of loans and advances is doubtful. Hence, TI has provided for impairment of the equity investments in PE of Rs 2,680.39 lacs, advances of Rs 3,320.75 lacs and loan of Rs 565.79 lacs aggregating to Rs. 6,566.94 lacs in its books of accounts. The same is accounted under exceptional items for the quarter and year ended March 31, 2023. | -6,566.94 |
| d) Consequent to the provision of the capex expansion project cost of Rs 10,021.69 lacs, in the books of Prag Distillery Pvt Ltd a wholly owned subsidiary, in the quarter and year ended March 31, 2023 (refer Note No 5 (c)) in the consolidated financial results, the net worth of Prag has been fully eroded. Hence, the Company has recorded impairment provision on the equity investments made in Prag of Rs 1,543.35 lacs in its books of accounts. The same is disclosed under exceptional items in the quarter and year ended March 31, 2023. | -1,543.35 |

Net Exceptional Income**9,685.34**

- 6 The Board of Directors of Tilaknagar Industries Limited ("TI" or the Transferee Company") at their Board Meeting held on May 30, 2022, have inter alia, 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. The Scheme, inter alia, provides for amalgamation by way of absorption and vesting of four wholly-owned subsidiaries of the Company, viz. (i) Kesarval Spring Distillers Private Limited ("KSDPL"); (ii) Mykingdom Ventures Private Limited ("MVPL"); (iii) Shrirampur 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.

The "appointed date" as per the scheme is the 1st day of April, 2022 or such other date as may be approved by the Honourable National Company Law Tribunal(s), for the purposes of this Scheme. The Scheme as aforesaid shall be subject to necessary approvals by the Shareholders, Creditors, Jurisdictional Bench of National Company Law Tribunal ("NCLT") and such other statutory and regulatory approvals as may be required. Pending such approvals, the Results have been prepared without giving any effect to the said Scheme.

7 During the year 2022-2023, after the requisite Board and shareholders' approval, the Company has allotted the following equity shares :-

- a) 50,62,893 equity shares of face value of Rs 10/- each to promoters/promoter group at an issue price of Rs 53/- per equity share including a premium of Rs 43/- per share
- b) 99,99,988 equity shares of face value of Rs 10/- each to entities at an issue price of Rs 72/- per equity share including a premium of Rs 62/- per share,
- c) 1,05,26,315 equity shares of face value of Rs 10/- each to an entity at an issue price of Rs 95/- per equity share including a premium of Rs 85/- per share

Further, the following warrants are outstanding as on March 31, 2023 :

- a) 41,82,390 warrants issued to promoter groups on a preferential basis at an issue price of Rs 53/- per warrant including a premium of Rs 43/- per warrant.
- b) 18,05,556 warrants issued to non-promoter groups on a preferential basis at an issue price of Rs 72/- per warrant including a premium of Rs 62/- per warrant.

- 8 The Board of Directors at its meeting held on May 16, 2023 has proposed a final dividend of Rs.0.25 per equity share of Face value Rs. 10/- each for the financial year ended March 31, 2023.
- 9 The previous period figures have been regrouped and reclassified wherever necessary.

Standalone Audited Statement of Assets and Liabilities as at March 31, 2023

Particulars	(Rs. in lacs)	
	As at 31.03.2023	As at 31.03.2022
	(Audited)	(Audited)
A ASSETS		
NON-CURRENT ASSETS		
(a) Property, Plant and Equipment	40,094.15	42,174.66
(b) Capital Work-in-Progress	10.62	-
(c) Right of Use Assets	219.17	17.74
(d) Other Intangible Assets	30.67	33.19
(e) Financial Assets		
(i) Investments	2,190.12	6,363.85
(ii) Loans	13.39	-
(iii) Other Financial Assets	2,549.22	3,826.91
(f) Deferred Tax Assets (Net)	-	-
(g) Other Non-Current Assets	461.96	730.45
(h) Non-Current Tax Assets (Net)	280.62	250.01
Total Non-Current Assets	45,849.92	53,396.81
CURRENT ASSETS		
(a) Inventories	11,620.93	7,164.04
(b) Financial Assets		
(i) Investments	2,206.98	-
(ii) Trade Receivables	33,256.51	23,051.93
(iii) Cash and Cash Equivalents	3,301.29	3,544.70
(iv) Bank Balance other than (ii) above	895.78	2,748.19
(v) Loans	107.41	640.40
(vi) Other Financial Assets	1,646.44	5,950.52
(c) Other Current Assets	1,660.82	1,753.30
Total Current Assets	54,696.16	44,853.08
TOTAL ASSETS	1,00,546.08	98,249.89
B EQUITY AND LIABILITIES		
EQUITY		
(a) Equity Share Capital	18,534.00	15,862.18
(b) Other Equity	30,102.39	(3,784.56)
Total Equity	48,636.39	12,077.62
LIABILITIES		
NON-CURRENT LIABILITIES		
(a) Financial Liabilities		
(i) Borrowings	2,400.65	38,099.47
(ii) Lease Liabilities	213.75	7.37
(iii) Other Financial Liabilities	6,427.29	4,018.06
(b) Provisions	306.79	320.08
(c) Deferred Tax Liabilities (net)	-	-
(d) Other Non-Current Liabilities	-	1,452.50
Total Non-Current Liabilities	9,348.48	43,897.48
CURRENT LIABILITIES		
(a) Financial Liabilities		
(i) Borrowings	22,796.91	20,284.02
(ii) Lease Liabilities	28.34	13.04
(iii) Trade Payables		
Total outstanding dues of micro enterprises and small enterprises	3,432.63	2,107.08
Total outstanding dues of creditors other than micro enterprises and small enterprises	9,179.20	14,051.26
(iv) Other Financial Liabilities	2,668.20	1,270.48
(b) Provisions	3,364.62	2,619.38
(c) Current Tax Liabilities (Net)	-	-
(d) Other Current Liabilities	1,091.31	1,929.53
Total Current Liabilities	42,561.21	42,274.79
TOTAL EQUITY AND LIABILITIES	1,00,546.08	98,249.89

TILAKNAGAR INDUSTRIES LTD.

Standalone Audited Statement of Cash Flow for the year ended March 31, 2023

(Rs. in lacs)

	Year Ended March 31, 2023		Year Ended March 31, 2022	
	(Audited)		(Audited)	
A) Cash flow from Operating activities				
Net profit (Loss) before tax		16,587.93		2,507.33
Adjustment for:				
Exceptional Items-Creditors - Written Back	(5,132.93)		-	
Exceptional Items- unsustainable balance debts -Written Back	(12,662.71)		-	
Exceptional Items- Provision	8,110.29		-	
Depreciation / Amortisation	3,084.15		3,116.72	
Loss / (Profit) on sale of assets	(0.28)		(1.12)	
Unrealised (Gain) / Loss on Investment	(31.56)		-	
Loss / (Profit) on sale of Investment	(75.85)		(32.50)	
Excess provision written back	(270.79)		(417.37)	
Allowance for doubtful advances/ deposits	619.37		2,609.63	
Provision for non-moving and obsolete inventories	23.39		296.55	
Advances written off	6.29		36.26	
Bad Debts	20.93		-	
Sundry balance written back	-		(75.79)	
Expected Credit Loss / (Write Back) on trade receivables	335.66		(242.60)	
Unrealised Foreign Exchange Fluctuation (Gain) / Loss	6.91		170.93	
Employee stock option expenses	349.55		364.91	
Finance costs	4,018.71		5,776.41	
Interest income	(250.27)	(1,849.14)	(181.13)	11,420.90
Operating Profit before working capital changes		14,738.79		13,928.23
Adjustment for:				
(Decrease)/ Increase in trade payables, current liabilities, provisions and other financial liabilities	6,814.81		(5,101.47)	
(Increase)/ Decrease in financial assets, loans and advances and other assets	1,955.15		4,467.25	
(Increase)/ Decrease in inventories	(4,480.28)		(320.84)	
(Increase)/ Decrease in trade receivables	(10,568.07)	(6,278.39)	(5,323.82)	(6,278.88)
Direct taxes (net) refund / (paid)		(30.06)		476.45
Net Cash from Operating activities		8,430.34		8,125.80
B) Cash Flow from Investing activities				
Purchase of property, plant and equipment	(958.97)		(328.63)	
Sale of property, plant and equipment	1.10		2.54	
Investment in Equity shares of other entity	(50.02)		-	
Investment in Subsidiary	-		(1,600.00)	
Purchase of investments -Mutual Fund	(8,499.58)		(6,999.65)	
Sale of investments - Mutual Fund	6,400.00		7,032.15	
(Increase) / Decrease in other bank balances	1,850.21		(2,562.17)	
Loans given to Employees	(15.00)		-	
Loans given to subsidiaries	(907.07)		(351.72)	
Interest received	250.27		181.13	
Net Cash from Investing Activities		(1,929.06)		(4,626.35)

TILAKNAGAR INDUSTRIES LTD.

Standalone Audited Statement of Cash Flow for the year ended March 31, 2023

(Rs. in lacs)

	Year Ended March 31, 2023		Year Ended March 31, 2022	
	(Audited)		(Audited)	
C) Cash Flow from Financing activities				
Proceeds from issue of shares including application money	19,817.49		9,219.02	
Proceeds from borrowings	2,325.00		7,629.47	
Repayment of borrowings including current maturities	(24,942.51)		(12,368.11)	
Principal payment of lease liabilities	(52.91)		(51.84)	
Payment of Dividend	(160.96)		(11.85)	
Finance costs paid	(3,730.80)		(5,660.39)	
Net Cash from Financing Activities		(6,744.69)		(1,243.70)
Net increase in Cash & Cash equivalents (A+B+C)		(243.41)		2,255.75
Opening cash & cash equivalents		3,544.70		1,288.95
Closing cash & cash equivalents		3,301.29		3,544.70

Notes :

(a) Cash and cash equivalents comprises of	As at March 31, 2023	As at March 31, 2022
i) Balances with Banks		
In Current Accounts	406.13	3,513.11
ii) Short-Term Bank Deposits	2,885.92	23.06
(Maturity within 3 months)		
iii) Cash on Hand	9.24	8.53
	3,301.29	3,544.70

(b) 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 "

(c) Figures of previous year have been regrouped, reclassified and recast, wherever considered necessary.

**On behalf of the Board
For Tilaknagar Industries Ltd.**

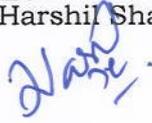
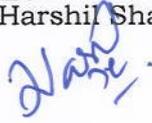
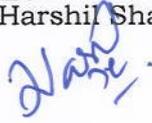
Place: Mumbai
Date : May 16, 2023

**Amit Dahanukar
Chairman & Managing Director
DIN: 00305636**

**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, 2023				
[See Regulation 33 / 52 of the SEBI (LODR) (Amendment) Regulations, 2016]				
I.	SI. No.	Particulars	Audited Figures (as reported before adjusting for qualifications) Rs. in lakhs	Adjusted Figures (audited figures after adjusting for qualifications) Rs. in lakhs
	1	Turnover/Total income	2,47,563.54	2,47,563.54
	2	Total Expenditure	2,40,660.95	2,40,660.95
	3	Exceptional Item	9,685.34	9,685.34
	3	Net Profit/(Loss) after tax	16,588.48	16,588.48
	4	Earnings Per Share (In Rs.)	9.72	9.72
	5	Total Assets	1,00,546.08	1,00,546.08
	6	Total Liabilities	51,909.69	51,909.69
	7	Net Worth	48,636.39	48,636.39
	8	Any other financial item(s) (as felt appropriate by the management)	Nil	Nil
II.	Audit Qualification (each audit qualification separately):			
	a.	Details of Audit Qualification:	(i) The Company has not carried out impairment analysis 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. 4 of the standalone annual financial results.	
	b.	Type of Audit Qualification:	Qualified Opinion	
	c.	Frequency of qualification:	Point (i) - Appearing eighth time	



	d. For Audit Qualification(s) where the impact is not quantified by the auditor:								
	<table border="1"> <tr> <td data-bbox="229 412 890 896">(i) If management is unable to estimate the impact, reasons for the same:</td> <td data-bbox="890 412 1476 896"> <u>Response to Point (II)(a)(i)</u> The Company expects to restart the grain distillery plant during the financial year 2023-24 and has also received the permission for operating the fermentation section till March 31, 2024. It is expected that permission for operating the distillation section also will be received soon. 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. </td> </tr> <tr> <td data-bbox="229 896 890 990">(ii) Auditors' Comments on (i) or (ii) or(iii) above:</td> <td data-bbox="890 896 1476 990">Refer II (a) (i) above</td> </tr> </table>	(i) If management is unable to estimate the impact, reasons for the same:	<u>Response to Point (II)(a)(i)</u> The Company expects to restart the grain distillery plant during the financial year 2023-24 and has also received the permission for operating the fermentation section till March 31, 2024. It is expected that permission for operating the distillation section also will be received soon. 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.	(ii) Auditors' Comments on (i) or (ii) or(iii) above:	Refer II (a) (i) above				
(i) If management is unable to estimate the impact, reasons for the same:	<u>Response to Point (II)(a)(i)</u> The Company expects to restart the grain distillery plant during the financial year 2023-24 and has also received the permission for operating the fermentation section till March 31, 2024. It is expected that permission for operating the distillation section also will be received soon. 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.								
(ii) Auditors' Comments on (i) or (ii) or(iii) above:	Refer II (a) (i) above								
III.	Signatories: <table border="1"> <tr> <td data-bbox="229 990 890 1187">• CEO/Managing Director</td> <td data-bbox="890 990 1476 1187"></td> </tr> <tr> <td data-bbox="229 1187 890 1348">• CFO</td> <td data-bbox="890 1187 1476 1348"></td> </tr> <tr> <td data-bbox="229 1348 890 1509">• Audit Committee Chairman</td> <td data-bbox="890 1348 1476 1509"></td> </tr> <tr> <td data-bbox="229 1509 890 1668">• Statutory Auditor</td> <td data-bbox="890 1509 1476 1668"> For Harshil Shah & Company  Partner  </td> </tr> </table>	• CEO/Managing Director		• CFO		• Audit Committee Chairman		• Statutory Auditor	For Harshil Shah & Company  Partner 
• CEO/Managing Director									
• CFO									
• Audit Committee Chairman									
• Statutory Auditor	For Harshil Shah & Company  Partner 								
	Place: Mumbai								
	Date : May 16, 2023								