



TILAKNAGAR INDUSTRIES LTD.
CIN: L15420PN1933PLC133303

Registered Office : P.O. Tilaknagar, Tal. Shrirampur, Dist. Ahmednagar, Maharashtra-413 720

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

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EXECUTION OF RESTRUCTURING DOCUMENTS WITH EARC

Kindly take note that the Company has signed and executed restructuring documents/agreements with Edelweiss Asset Reconstruction Company Limited (“EARC”) acting as Trustee of EARC Trust SC233, EARC Trust SC241 and EARC Trust SC269 (in favour of whom some of the lender Banks and Financial Institution have assigned all the rights, title and interests in financial assistances granted by them to the Company) with respect to restructuring of the debts owed to it by the Company.

Details in accordance with Para A of Part A of Schedule III read with Regulation 30(2) of the SEBI(LODR) Regulations, 2015 are annexed herewith as **Annexure-A**.

For Tilaknagar Industries Ltd.

Place: Mumbai
Date : February 10, 2020

Sd/-
Gaurav Thakur
Company Secretary

ANNEXURE - A

DISCLOSURE UNDER REGULATION 30(2) OF THE SEBI (LISTING OBLIGATION AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

<p>Details and reasons for restructuring</p>	<p>Edelweiss Asset Reconstruction Company Limited("EARC") acting as Trustee of EARC Trust SC233, EARC Trust SC241 and EARC Trust SC269(in favour of whom Punjab National Bank, Axis Bank Limited and IFCI Limited have assigned all the rights, title and interests in financial assistances granted by them to the Company) has executed restructuring documents/agreements with the Company for restructuring of the debts owed to it by the Company.</p>
<p>Quantitative and/ or qualitative effect of restructuring (Brief)</p>	<ol style="list-style-type: none"> 1. EARC will restructure the debt owed to it by the Company to the tune of Rs. 523.32 Crores at Rs 344.47 Crores. 2. The restructured debt of the Company will carry an interest rate of 9% per annum and is payable over 4 years' tenure valid up to March 31, 2024. The servicing and the repayments are based upon cash flows of the Company. Any residual amount pending at the end of the 4th year will be refinanced by the Company. 3. As per terms of restructuring by EARC, the balance debt of Rs. 144.98 Crores shall remain outstanding till the time restructured debt is repaid to the satisfaction of EARC and the same shall carry interest rate of 0.001% p.a. accruing on a yearly basis. The balance debt along with accrued interest shall be waived and written off by EARC once the restructured debt has been repaid to the satisfaction of EARC. 4. Rest of the debt amount of Rs. 33.87 Crores shall be converted into up to 1,98,63,658 (One Crore Ninety Eight Lacs Sixty Three Thousand Six Hundred Fifty Eight) equity shares of the Company having face value of Rs. 10/-(Rupees Ten) each equity shares of the Company at an issue price of Rs 17.05 per equity share in such a manner, so that after the allotment of equity shares, the holding of EARC should be 10 % of the diluted equity share capital of the Company. 5. The following securities to secure the secured obligations in favour of Edelweiss Asset Reconstruction Company Limited ("EARC") on behalf of and for the benefit of EARC Trust SC233, EARC Trust SC241 and EARC Trust SC269 shall be provided in the following manner: <ul style="list-style-type: none"> <u>In respect of the restructured term loan facility, by way of:</u> <ol style="list-style-type: none"> a) Extension of the first pari-passu charge on all tangible/intangible assets of the Company; b) Extension of the second pari-passu charge on current assets of the Company; c) Extension of the personal guarantee of Mr. Amit Dahanukar; and d) Extension of any other security already charged to Punjab National Bank, Axis Bank Limited and IFCI Ltd., on a pari passu basis inter-se;

	<p><u>In respect of the restructured working capital facility, by way of:</u></p> <ul style="list-style-type: none"> a) Extension of the first pari-passu charge on current assets of the Company; b) Extension of the second pari-passu charge on all tangible/ intangible assets of the Company; c) Extension of the personal guarantee of Mr. Amit Dahanukar; and d) Extension of any other security already charged to Punjab National Bank, Axis Bank Limited and IFCI Ltd., on a pari passu basis inter-se. <p><u>In respect of the secured obligations collectively, by way of the following, on first pari passu basis inter-se:</u></p> <ul style="list-style-type: none"> a) First ranking charge by way of mortgage on ~179 acres of land situated at Shrirampur, Maharashtra and ~79 acres of land situated at Chiplun, Ratnagiri, Maharashtra of the Company, together with all structures and appurtenances thereon and thereunder, both present and future; b) First ranking charge by way of mortgage by deposit of title deeds on land situated at Koppal, Karnataka together with all structures and appurtenances thereon and thereunder, both present and future, of the Company; c) First ranking charge by way of mortgage by deposit of title deeds on land situated at Derabassi, Mohali, Punjab together with all structures and appurtenances thereon and thereunder, both present and future of PunjabExpoBreweries Private Limited, wholly owned subsidiary of the Company(“Punjabexpo”); d) First ranking charge on all the fixed and current assets of Vahni Distilleries Private Limited, wholly owned subsidiary of the Company(“Vahni”)both present and future; e) First ranking charge on all the fixed and current assets of Punjabexpo, both present and future; f) Pledge of such percentage of equity share capital of the Company held by the promoters as may be agreed with EARC; g) Pledge of 100% (hundred percent) equity share capital of Punjabexpo and Vahni, held by the Company; h) First ranking charge on the bank accounts of the Company, Vahni and Punjabexpo opened pursuant to transaction documents; and i) Such other securities as may be required to be executed by EARC.
<p>Details of benefit, if any, to the promoter/ promoter group/ group companies from such proposed restructuring</p>	<p>NIL</p>

Brief details of change in shareholding pattern (if any) of the entities

Pre – restructuring and Post-restructuring shareholding pattern of the Company is as follows:

	Pre- Restructuring %	Post- Restructuring %
Promoters	54.80	34.52
EARC	0.00	10.00
New Individual Public Investors*	0.15	27.10
Public	45.05	28.38
Total	100.00	100.00

*The Post-restructuring shareholding pattern as mentioned above is on the assumption that the promoter contribution is Nil and equity shares shall also be allotted on a Private Placement basis to Individual Investors as per the proposal of preferential issue placed in the Notice of Extra-Ordinary General Meeting scheduled to be held on February 22, 2020.