

Transcript of the EGM of Tilaknagar Industries Limited
held on December 07, 2022

Unidentified Speaker: One. Please start sir. Sir we are live. Please start.

Mr. Amit Dahanukar: Yes. Yes. I'm just waiting for all the attendees to join. Because I'm seeing them, they are joining right now. So, I'll just wait for maybe a minute till everyone has joined.

Deepti Todkar: One director's video is not on. So, I request we are not able to identify you, sir.

Mr. Amit Dahanukar: So, good morning, everyone and welcome to this extraordinary general meeting of this company which is being held by video conferencing. I am attending this meeting from Chennai. This meeting is being held through video conference mean in compliance with the various circulars issued by the Ministry of Corporate affairs and SEBI. As the required quorum is present, I now call the meeting to order. We will introduce all our directors one by one. I think they might just I will call out their names and they can introduce themselves. Mr. C.V. Bijlani.

Mr. C.V. Bijlani: I am C.V. Bijlani Independent Director of the company. I am attending this meeting from New Delhi. I am also the chairman of the audit committee Nomination and remuneration committee and stakeholders relationship committee. Thank you.

Mr. Amit Dahanukar: Shri Kishore Kumar Mhatre sir.

Shri Kishore Kumar Mhatre: Good morning I am Kishore Kumar Ganpatrao Mhatre. Independent director of the company. I am attending meeting from Mumbai office. Thank you.

Mr. Amit Dahanukar: Mrs. Aparna Chaturvedi. Madam, you will have to unmute.

Mrs. Aparna Chaturvedi: Sorry. I'm Aparna Praveen Chaturvedi. Independent woman director of the company. Attending this meeting through video conferencing.

Mr. Amit Dahanukar: Thank you, ma'am. Major General Dilawar Singh.

Major General Dilawar Singh: Good morning, everybody. I'm Major General Dilawar Singh. Independent director of the company. Attending the meeting from Bombay office.

Mr. Amit Dahanukar: Mrs. Swapna Shah.

Mrs. Swapna Shah: Good morning I miss Swapna Shah. Non-executive director of the company. I'm attending this meeting through video conferencing in Mumbai. Thank you.

Mr. Amit Dahanukar: Shri Satish Chandra Mathur.

Shri Satish Chandra Mathur: Good morning. I'm Satish Mathur. I'm an independent director of the company. Attending this meeting through video conferencing from Mumbai. Thank you.

Mr. Amit Dahanukar: Mrs. Shivani Dahanukar.

Mrs. Shivani Dahanukar: Good morning. I am Shivani Amit Dahanukar. Executive director of the company. Attending this meeting through video conferencing from Coimbatore.

Mr. Amit Dahanukar: Mr. C.R. Ramesh.

Mr. C.R. Ramesh: Good morning, sir. I am C.R. Ramesh. Old time director of the company. Attending this meeting through video conferencing from the register office of the company that is Shrirampur Ahmednagar. Thank you, Sir.

Mr. Amit Dahanukar: Thank you. Dr. Ravindra Bapat, one of our independent directors he was unable to join this meeting due to personal commitments. The statutory auditors of this company, Harshal Shah has also joined this meeting through video conferencing. At the outset, just a brief background to all the members who have joined us here today. I'm extremely proud to share with all of you all that our flagship brand, Mansion House Brandy is now India's largest selling brandy. In the year 2021, we crossed sales of 5.32 million cases, thereby becoming the largest selling brandy in India. It's a remarkable achievement of the company and I thank all of you stakeholders, the management, the employees, board of directors who have contributed towards making this

possible. We have also now launched a premium variant of Mansion House, Mansion House Reserve French Style Brandy. This brand has recently been launched in Tamil Nadu where it is progressing well, has been received very well from the market. Even the Flandy which we introduced, which was Asia's first flavored brandy, we launched it in three flavors, peach, cherry and orange. It's currently present in two markets, Telangana and Puducherry. The response is encouraging. Again, it's still very early days but I think it's a great pioneering innovation which our company has made in this category. And I think of course it's a very nascent category but looks very promising for the future. I think the other important update which I'd like to share with all the shareholders is that one of our wholly owned subsidiaries, which is Prag Distillery, we had achieved settlement with both the operational and financial creditors and have filed an application at the NCLT to withdraw the company from liquidation proceedings. I think today's main purpose of this meeting, the EGM which we have called for, is to approve an allotment of approximately 1.04, 1.05 crore equity shares to Think India Opportunities Fund. It's a large fund which is based out of the United States, based out of San Francisco. This fund does look for opportunities in the consumer sector in Asia and in India in particular. And we are proposing an allotment to them at a price of rupees 95. So, I think this is the main purpose of why we have called the meeting today. I think I would now come to the notice that the notice which was circulated to all members on November 15th via email I think would have been received by all. And I would take this notice as read. I would now request Deepti Todkar, company's Secretary to continue with the proceedings.

Deepti Todkar: Thank you, sir. We request the speaker shareholders to limit their speech to three minutes. CMD sir shall reply to the queries raised after all the speaker shareholders have spoken. So, we now invite Ms. Lekha Shah, shareholder of the company who have registered herself as Speaker.

Ms. Lekha Shah: Hello, can you hear me?

Deepti Todkar: Yes madam, we can hear you.

Ms. Lekha Shah: Thank you, ma'am. Respected chairman sir, board of directors and my fellow members good morning to all of you. Myself Lekha Shah from Mumbai. I acknowledge the timely receipt of notice which was sent well in time. Our company secretary Deepti ma'am and

Varsha ma'am. Today's meeting, I believe any decision taken by chairman sir will be good for the shareholders. So, I strongly support the special resolutions for today's meeting. And my best wishes always our company and its prosperity. Thank you, sir.

Deepti Todkar: Thank you madam. Now we invite Mr. Sarvajit Singh, shareholder of the company who have registered himself as a speaker. Mr. Singh.

Unidentified Speaker: Not available.

Deepti Todkar: Not available. So, now we move to the next Mr. Sharad Kumar Shah.

Unidentified Speaker: Not available.

Deepti Todkar: So, Mr. Shah is also not available. Now Ms. Vasuda Dakwe. Madam Vasuda?

Ms. Vasuda Dakwe: Hello. Can you hear me?

Deepti Todkar: Yes madam.

Ms. Vasuda Dakwe: Yeah. Very good morning respected chairman sir, board of directors and my fellow shareholders. Myself Vasuda from Thane. Thank you for giving me the opportunity to speak. I will strongly support all the regulations and wish the company all the best for coming financial years. And hope minority shareholder will get more benefits by passing this resolution. Thank you very much sir.

Deepti Todkar: Thank you madam. Next is Mr. Redeppa.

Unidentified Speaker: Not available.

Deepti Todkar: Mr. Yusuf, the next in line. Mr. Yusuf Rangwala.

Mr. Yusuf Rangwala: Good morning, sir. Good morning, sir. Aapko mera aawaaz aa raha hai?

Deepti Todkar: Yes sir, we can hear you.

Mr. Yusuf Rangwala: Yeah. Good morning, sir. First to aapko sir shubh kaamana dena chahta hu aur aapko very Happy Diwali Happy New Year. Aur sir abhi aane wale 2023 mai apni company ko sab dur hoye aur

aapko jo fund raise karte hai fund resolution backend director ke liye mai support karta hu sir mera full support hai. Sir ye company aisi hai aap kabhi bhi aap shareholder ko aap Important dete hai. Sir there are very few company. Aur beech mai aapke office mai aaya tha aapke staff itne ache hai wo humko welcome karte hai humko tea offer karte hai itni achi aapki company hai sir. Aur aapke madam ko sir kya bolu unke baare mai jo jabhi bhi aake humko welcome karte hai we are very lucky. They were very excellent. Sir ke chota sa mai aapko haath jodke request karta hu sir 5 saal ho gaya sir yaha pe visit nahi ho rahi hai sir. Ek ho sake to apna January athwaa February mai sir ek chota visit karaaiye mera itna humble request hai sir. Aur ho sake to aap hume sir humare aapko milne ke liye bhi ek get together rakhiye sir. Dhanyawad may Happy New Year coming 2023 ko sir Merry Christmas Merry New Year. Thank you very much. Jai Hind Jai Maharashtra Vande Mataram Bharat Mata ki jai. I pray for a God for a good health of the chairman saahab. Mai aapko Chairman saahab aapko mai good health ke liye mai aapko mai pray karunga sir. Thank you very much sir. Jai Hind sir. And one more thing I thank our company, excellent company sir department and giving me the link sir. Thank you very much. May God bless you sir. Thank you, sir. Jai Hind sir. Jai Hind. Namaskar sir namaskar.

Deepti Todkar: Thank you Mr. Yusuf. Thank you, Mr. Yusuf. We have Mr. Anil Parekh, shareholder of the company. Mr. Parekh.

Mr. Anil Parekh: Hello.

Deepti Todkar: Yes sir.

Mr. Anil Parekh: Hello. Can you listen me?

Deepti Todkar: Yes sir we can hear you. Yes, sir we can.

Mr. Anil Parekh: Okay. Chairman sir, Dahanukarji and all my other directors on the board. Anil Parekh here from Bombay. But as of today, I am in Canada and I'm speaking from Canada. And it is my pleasure to witness this audio-visual conference. First of all, I would like to thank our secretarial team for assisting me to attend this meeting. Secondly, I have gone through the notice wherein Mr... First resolution is for Ramesh remuneration of 45 lakhs. Sir, how you are justifying his remuneration for 45 lakhs? Because in last eight years we have been passing through bad phase and not declared dividend. Of course, last time you have

declared dividend 10%. But how you can justify his remuneration? Secondly passing resolution for allotment of say around 1 crore that is 99 crore, 99 lakh and something like that. Sir, where this proceeds will go I would like to know will it be going for reducing our debt of 450 crores or what? And if so what are the other things you are looking for reducing the debts after having this 100 crores raised capital. And I would like to request you as my previous speaker said that please have a planned visit of shareholder in the month of February or March. Because I am as of today, I'm in Canada so I can't visit. So, please arrange in the month of February or March. Thank you for presentating and I support all the resolutions. Thank you very much.

Deepti Todkar: Thank you, Mr. Parekh. Now we move on to Mr. Bimal Agarwal. Mr. Agarwal.

Mr. Bimal Agarwal: Hello.

Deepti Todkar: Yes, sir we can hear you.

Mr. Bimal Agarwal: Hello.

Deepti Todkar: Hello sir.

Mr. Bimal Agarwal: Good morning to everyone. First of all, I'll thank the company's secretary and his team and also the transfer agent. And there have become lots of time like we have not visit like people have asked for a visit. I also agree because I want to have a darshan of Shirdi, that's the main thing. That's all from me. Thank you very much. This Shirdi darshan will bring a team, this company also back into action. That's all from me. Thank you very much.

Deepti Todkar: Thank you sir. Thank you. The last speaker, Mr. Om Prakash Kejriwal. Mr. Kejriwal, can you unmute please? Mr. Kejriwal, can you unmute please?

Unidentified Speaker: We have send the request but not the response.

Deepti Todkar: Yeah, there is no response from him. Mr. Kejriwal, Om Prakash Kejriwal please unmute to talk. Final call...

Mr. Amit Dahanukar: I think he is not there I think we can...

Deepti Todkar: We can move ahead. Now all the speaker shareholders are

over. So, I request now CMD sir to address their queries one by one. Thank you, sir.

Mr. Amit Dahanukar: To shareholders ke jyada waise queries to nahi the lekin ek Anil ji ki ek query thi that jo abhi hum preferential allotment kar rahe hai ye company mai nivesh le rahe hai kariban 100 crore ka nivesh jo think investment karne waala hai uska utilization kaise rahega. To uska primary utilization abhi jaise aap sab log dekh rahe hai ki pichle 6 mahino mai yadi aapne humare half yearly result dekhe hue hai to company ki growth 40% hui hai jo kaafi kisi bhi hadd se bahot hi achi growth hai. Issi dauraan industry ki jo growth hui thi wo lag bhag 20% thi. So, industry ki growth se humari company abhi dugna grow ho rahi hai jo ye sabit karta hai ki company ki paristhiti abhi bahot hi healthy hai. Aur jaise maine jo mere opening remarks the usme maine waha jikra kiya tha ki Mansion House brandy jo humari company ki flagship brand hai wo abhi India ki number one brandy ban chuki hai. Aur agle saal 2023 mai iss brand ko Bharat mai 40 varsh ho jaayenge. To bahot hi badi brand hai hum sab maante hai ki ye Bharat ki alcohol industry ka iconic brand hai. Aur agle saal uski 40th anniversary hai uske liye humne kahi initiatives plan kiye hai which will be unveiled to the shareholders in gradual course of time. But very exciting times I think jo company ki paristhiti ya position 3 saal pehle thi hum sab jaante hai abhi mere director body abhi mere saath hai aap bhi sabhaasad kaafi saalo se abhi company ke saath jude hue hai mera management bhi mere saath abhi 3 saal se hai. Aapne dekha hua hai ki 3 saal pehle ye company ka karz jo tha wo 1100 crore tha aur abhi wo lag bhag 300 crores aa gaya hai. To itna karz humne company ka reduce kar diya hai itna deleveraging kar diya hai. Aur ye jo think investments se hum abhi funds raise kar rahe hai wo usme aur ek kadam hai ki hum trivrata se trivra gati se ye karz ka jo hai wo karz mukt hona chah rahe hai ye jaise maine humara company ka udeshya maine 2 saal bhi pehle kiya tha ki humara vision hai ki 2024 tak ye company debt free hone wali hai. To usme hi ye aur ek kadam hai ki hum puri tarah se hum karz mukt ho jaayenge. Aur ussi dauraan company ki growth bhi chalti rahegi. To wahi objective hai ye fund raise ka wahi objective hai. Now I think I will move on in terms of the E voting I will conclude these responses. We will move to the E voting. So, the company was required to provide E voting facility to all the shareholders which we have provided from December 4th e voting commenced at 9am on December 4th Sunday and continue till December 6th Tuesday 5pm for the shareholders who have participated

in today's meeting who have not cast their votes through e voting this facility is being provided now also. So, you have the opportunity, in case you have not voted, you can cast your vote during the course of this meeting. All the resolutions which we are proposing today they will have to be passed through e voting. The resolutions which we are proposing the special business which we intend to conduct today there are three items. The first item on the agenda is revision in the remuneration of Mr. C.R. Ramesh for the period April 1, 2022, to November 12, 2023. I think Anil ji had made some comment in terms of the remuneration. So, I truly believe, and I think the board also is aligned that the remuneration, which is it is totally in line with what is being offered by industry and as such it is not in any marked variation to what the industry would be offering. That is the first item. The second item on the agenda is to the increase in authorized share capital of the company and consequently the alteration in the memorandum of association of the company. And the last item on the agenda is the issue of equity shares on preferential allotment. So, I would now hand over to company secretary Deepti Todkar to take the proceedings forward.

Deepti Todkar: Thank you, sir. Mr. R.T. Rajguru, advocate has given his consent to act as scrutinizer for the remote e voting and the e voting process and e voting instructions. The facility to vote at this meeting is available only for those shareholders who have not cast their votes through remote e voting. Shareholders may also note that since this EGM is being held through VC and the resolutions mentioned in the EGM notice have already been put to vote through remote e voting and e voting. There will not be any proposing and seconding of the resolutions. The results of the e voting held remotely and e voting at the EGM will be provided by the scrutinizer and shall be submitted to the stock exchanges, the website of the company and also at the CDSL website. Now I request sir to take over.

Mr. Amit Dahanukar: So, e voting facility would be kept open for 15 minutes for the period of 15 minutes post conclusion of this meeting. I sincerely thank all the shareholders who have participated in today's meeting. And I also place on record my appreciation to my fellow colleagues on the board who have been very supportive of the management all this time and continue to do so. And also, to the employees and management of the Tilaknagar Industries without whose support we would have not reached to where we are. And I think together

we have big dreams for the future. So, all of us, we work together. And let us make the dream a reality. Thank you. Jai Hind Jai Maharashtra.

Deepti Todkar: Thank you sir. The meeting is over.