

Transcript of the EGM of Tilaknagar Industries Limited **held on August 20, 2025**

Chairman: Can I commence the procedure?

Company Secretary: Yes, Sir. You can commence.

Chairman: Ok. I am pleased to extend to you all a warm welcome to this extraordinary general meeting of your company, which is being held through video conferencing. I am participating in this EGM from Mumbai. In view of the recent circulars of the Ministry of Corporate Affairs and SEBI, your company's EGM is being held through video conferencing, which is in compliance with the circulars.

As the requisite quorum for this meeting is present, I shall commence the proceedings. All the directors of your company in this EGM are present, except Smt Aparna Chaturvedi, who is unable to attend this meeting due to personal commitments. I now request that all directors present introduce themselves one by one.

Mrs. Shivani Amit Dahanukar.

Shivani Amit Dhanukar: Good morning. My name is Shivani Amit Dahanukar. I am the Executive Director for Tilaknagar Industries, and I am taking this call from Mumbai.

Chairman: Mr. C.R. Ramesh.

C.R. Ramesh: Good morning. I am C.R. Ramesh, Whole-Time Director of the company. I am attending this meeting through video conferencing from the Registered Office of the company, Shrirampur, Ahalya Nagar District. Thank you.

Chairman: Mr. Kishore Kumar Mhatre.

Kishore Kumar Mhatre: Namaskar. I am Kishore Kumar Ganpatrao Mhatre, Independent Director of the company, attending this meeting through video conferencing from Mumbai. I am also the Chairman of the Nomination and Remuneration Committee of the company.

Chairman: Major General Dr. Dilawar Singh (Retired).

Major General Dr. Dilawar Singh: I am Major General Dr. Dilawar Singh (Retired), Independent Director of the company. I am attending this meeting through video conferencing from Delhi. I am also the Chairman of the Stakeholder Relationship Committee of the company.

Chairman: Mr. Satish Chand Mathur.

Satish Chand Mathur: I am Satish Chand Mathur, Independent Director of the company. I am attending this meeting from my location in Mumbai. Thank you.

Chairman: Ms. Swapna Shah. Swapna Shah

Swapna Shah: Sorry. Good morning. I am Swapna Shah, Non-Executive Director of the company. I am attending this meeting through video conferencing from Mumbai.

Chairman: Mr. Abhinav Gupta, CFO.

Abhinav Gupta: Hi, I am Abhinav Gupta, CFO of the company. I am joining this meeting via video conferencing from Mumbai.

Chairman: Thank you, everyone.

Your company's statutory auditors and scrutinizers for this EGM have also joined the meeting through video conferencing. The notice conveying the Extraordinary General Meeting has already been emailed to the shareholders of the company on July 29, 2025. Further, the Corrigendum to the aforementioned notice has been emailed to the shareholders of the company on August 13, 2025. With your permission, I take notice dated July 29, 2025, along with the Corrigendum dated August 13, 2025, conveying the Extraordinary General Meeting as read. The company has received corporate representations from Arunoday Investments Pvt. Ltd. and M.L. Dahanukar & Co. Pvt. Ltd., which are being represented by me.

I now ask Minu to share the screen so we can quickly go through our presentation.

So, this is the short note that we have prepared, which explains why the fundraising being contemplated is necessary. Essentially, we are acquiring the Imperial Blue business from Pernod Ricard India. So, we will quickly run the participants through this presentation.

Minu, if you can just quickly run through. Brief background of Imperial Blue, I think the third largest whisky brand globally by volume, 22 million cases plus sale in the last 12 months, with presence in 20 plus countries. Next slide.

So, this is the proposed acquisition. We are acquiring the Imperial Blue business from Pernod Ricard India Private Limited on a slump sale basis. The agreed enterprise value is Rs 4,150 crores, which includes a deferred payment of Rs 282 crores or Euros 28 million to be paid 4 years after the date of closure of the transaction.

Brief note in terms of rationales for the acquisition, I think the idea was to make the company a pan-India player with the Mansion House Brandy and the Korean Napoleon Brandy. This move essentially catapults us into a whisky category also with a very large brand with 22 million cases sale, and net revenue of excess of Rs 3,000 crores with pan-India presence. So it's a two-fold strategy for the company, we diversify from being only a brandy player into now being present in two of the main spirits and IMFL in India. And also from being a predominantly South Indian player, we now get a national footprint, which can be seen in the next two slides.

So here you can see with our existing network on the left of your screens and with the proposed acquisition, we can clearly see that now the company has a pan-India presence with proposed presence across all retail units in India, which will be a very powerful proposition by itself. We can go to the next slide.

So here essentially, if you see the third column from the left, you can see that from being essentially a South India company with 93% sales coming from South, post the acquisition of Imperial Blue Business, the South business still continues to be major, but it comes to around 50%. Whereas Brandy, which was earlier in the standalone business, it was 91% of our portfolio. When we combine both the businesses, in fact, we see that it becomes whiskey, which becomes the predominant flavor with 67% and brandy going down to 31%.

So clearly, we can see that it's a transformative acquisition for the company and changes the very complexion and DNA of the company. The proposed transaction, of course, is subject to approval from the Competition Commission of India, which is anticipated in six months from the signing of the definitive agreement.

A brief note on how we are proposing to fund the transaction. Of course, the company, the board are quite prudent in the fiscal management. So, the acquisition has been proposed to be funded by approximately 1:1 debt is to equity. So, we would be raising close to approximately Rs 2300 crores by means of issuance of fresh equity, and the balance consideration to be paid would be syndicated through debt. It would be a debt syndication.

Brief note on the referential issue, which is priced at Rs 382 per share in line with the applicable guidelines. The total number of allottees are 44.

So that was a brief note on the proposed trade. I think I now request Mr. Minuzeer, company secretary and compliance officer, to invite queries from the speaker shareholders.

Company Secretary: Thank you, Sir.

Good morning and a warm welcome to all our dear shareholders at this extraordinary general meeting. We request all our members to note the following general instructions. The company is required to provide a remote e-voting facility to its shareholders, which was provided from Sunday, August 17, 2025, from 9 a.m. to Tuesday, August 19, 2025, till 5 p.m. For the benefit of the shareholders who have participated in this meeting and have not cast their votes through remote e-voting, we have provided the facility for electronic voting, and the shareholders of the company can exercise their votes during the course of this meeting.

Please note that the facility to vote at this meeting is 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 video conferencing and the resolutions mentioned in the EGM notice have already been put to a vote through remote e-voting and e-voting, there will be no proposing and seconding of the resolutions. Advocate R.T. Rajguru has been appointed as a scrutiniser for this meeting to scrutinise the remote e-voting and e-voting process.

The copy of the consolidated report of the remote e-voting and e-voting at EGM provided by the scrutiniser will be submitted to the stock exchanges and CDSL and will also be placed on the company's website.

With the permission of the Chair, I now invite queries from the speaker shareholders. We request the speaker shareholders to restrict their queries only to the items of business being conducted in this EGM. We request the speaker shareholders to limit their speech to three minutes. Members may also note that the company reserves the right to restrict the number of speakers depending on the availability of time. CMD Sir, shall reply to the

queries raised after all the speaker shareholders have spoken. I now request the moderator to admit the speakers in sequence.

We now invite Mr. Bimal Kumar Agarwal to speak.

Bimal Kumar Agarwal: Hello. Hello, can you hear me? Yes, we can hear you. Thank you, Sir. Good morning to you all.

Good afternoon, good evening and good night to other shareholders or other directors who have joined, I don't know, from different parts of the world. And, Sir, please continue the video conference. I just want to ask like can you arrange a plant visit since before we used to have the physical meeting over there? Only try to arrange a plant visit since we have Darshan of Shirdi Sai Baba, because of that, I think our company has progressed so well. Every year we used to attend the physical meeting, but we have the plant visit, so we can have Darshan of Shirdi.

And everything was given in the presentation. There's no question to ask, and our price has also escalated so much that no question to be asked. That's all from me. Thank you very much and please continue the video conference. If you can arrange a plant visit or *Shirdi ka Darshan*, that will be good. Thank you very much.

Company Secretary: Thank you, Mr. Agarwal. We now invite Mr. Jahangir Battiwala to speak.

Moderator: Not available.

Company Secretary: Mr. Sarbajit Singh.

Moderator: Not available.

Company Secretary: Mr. Anil Mehta.

Anil Mehta: Hello. Am I audible, moderator?

Company Secretary: Yes, you're audible.

Anil Mehta: Thank you, sir. This is Anil Mehta, attending this EOGM from my residence, Kandivali, Mumbai. On the first question, this acquisition of Pernod Richard India Pvt. Ltd. what will be the growth of our company for the next three years with capacity utilization? Second question, as we have

decided that an unutilized fund will be utilized in the mutual fund. It is still utilized. Due to this tariff war, is it advisable to keep this fund in a mutual fund, Sir? With this, we are supporting all the resolutions, and we hope that the company will reach new heights in terms of revenue, profits and dividends too under the leadership of Mr. Amit Dahanukar and their team. And thanks to the Secretarial Department for their cooperation and support. All the best for the bright future of our company.

Company Secretary: Thank you, Mr. Mehta. Mr. Rajendra Seth.

Rajendra Seth: Hello. Hello.

Company Secretary: Hello.

Rajendra Seth: *Aawaz aa rha hai, Sir?*

Company Secretary: *Yes, Sir. Aa rha hai.*

Rajendra Seth: *Ji. Chairman Sir aur management team, shareholder bhaiyon, mein Rajendra Seth Thane, Maharashtra se bol rha hoon. Aap se kayi saal pehle se mane company ki management par jo vishwas rakha tha wo mera vishwas khara hua hai. Management ko mein dil se dhanyawad deta hoon. Company bahut aage badh rhi hai aur aapki leadership mein aur aage badhegi. Itna mereko ko poora vishwas hai. Aap jo bhi faisla lenge wo company ke fayde mein, shareholder ke fayde mein hi hoga. Sab resolutions mein poora support aur hardik shubhechha hai. Bolne ka mauka diya, dhanyawad. Thank you. Thank you, Sir.*

Company Secretary: Thank you, Sir. Mr. Sudipta Chakraborty.

Sudipta Chakraborty: Very good morning, Sir. I am Sudipta Chakraborty, attending VC from Kolkata, a small shareholder of Tilaknagar Industries Ltd. First, I congratulate my company secretary, my board of directors and my fellow shareholders for giving me a chance to speak something in this platform.

Sir, I believe my company is in strong hands. And will perform better to better in the coming future. For our directors' honesty, dedication, devotion and determination.

Sir, it's EGM. So, I do not have much questions. I just want to know, sir, how do you implement green energy and AI technology in your business? And please arrange a factory visit or a get-together for the attending shareholders.

Thank you, Sir. Thank you, everybody, for your patience.

Company Secretary: Thank you, Sir.

CMD, Sir, over to you.

Chairman: So, there are a few requests from two of the shareholders regarding a factory visit. I can request them to get in touch with the secretarial department and they will be able to guide you, facilitate you in terms of any factory visit which you may intend to do.

There was also a question in terms of the growth of the company. So, I must strongly put forward that in Q1, we have had excellent figures, results which were published. We have shown around 25% volume growth. So, the company is on a very good volume trajectory. And we expect that this would be continued in the coming quarters. The acquisition of the Imperial Blue business will only give further impetus and scale to the company. Of course, the Imperial Blue brand is a large whisky brand, and a few quarters will go into integration. But post integration, we do expect that our growth will be very robust to become a dominant player in the Indian spirits industry.

As regards to Mr. Chakraborty's question in terms of green energy, yes, the company is taking initiatives, very active initiatives towards water conservation, water purification, and clean energy. We have solar panels installed in one of our subsidiaries, Prague Distillery. We make use of solar panels. There is a proposed project to install solar panels at Shrirampur, also. So, the company is taking strides towards using more clean energy.

And in terms of AI also, we have an internal program where we are trying to leverage AI for better analysis, better data harnessing, and to provide better insights to enable the board to take speedier decisions.

So, with that, I think we have answered the questions from the shareholders. If any questions remain unanswered, I do request them to send the email to investor@tilind.com, and we will reply at the earliest.

All the resolutions proposed to be passed at this extraordinary general meeting would be passed by means of e-voting. In terms of the notice of the extraordinary general meeting, the following items are to be considered at this meeting.

Item number 1: To increase the authorized share capital of the company and consequent alteration in the memorandum of association of the company.

Item number 2: To approve the issue of equity shares on preferential allotment.

And

Item number 3: To approve the issue of convertible warrants on preferential allotment. I now declare that the e-voting period be kept open for 15 minutes to facilitate voting by shareholders of the company who have not cast their vote on the resolutions, and thereafter the meeting shall conclude.

I thank you for your attendance and participation at this extraordinary general meeting today and request you to take care and stay safe. Thank you very much. Jai Hind.

Minu, the Directors can now log off?

Company Secretary: Yes, Sir. They can now log.

Thank you very much.

Chairman: Okay. Thank you.