



Independent Auditor's Review Report on the Consolidated Unaudited Quarter and Nine Months ended Financial Results of the Company Pursuant to the Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended)

To the Board of Directors of Tilaknagar Industries Limited

1. We have reviewed the accompanying statement of unaudited consolidated financial results of **Tilaknagar Industries Limited** (hereinafter referred to as the "Holding Company") and its subsidiaries and associates (collectively referred to as "the Group") for the quarter and nine months ended December 31, 2025 ("Consolidated Statement"), being submitted by the Holding Company pursuant to the requirements of Regulation 33 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ('Listing Regulations').
2. This Consolidated Statement, which is the responsibility of the Holding Company's management and approved by the Holding Company's Board of Directors, has been prepared in accordance with the recognition and measurement principles laid down in Indian Accounting Standard 34 "Interim Financial Reporting" ("Ind AS 34"), prescribed under Section 133 of the Companies Act, 2013, and other accounting principles generally accepted in India and in compliance with Regulation 33 of the Listing Regulations. Our responsibility is to express a conclusion on the Consolidated Statement based on our review.
3. We conducted our review of the Consolidated Statement in accordance with the Standard on Review Engagements (SRE) 2410 "Review of Interim Financial Information Performed by the Independent Auditor of the Entity", issued by the Institute of Chartered Accountants of India. This standard requires that we plan and perform the review to obtain moderate assurance as to whether the financial statements are free of material misstatement. A review of interim financial information consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Standards on Auditing and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

We also performed procedures in accordance with the circular issued by the SEBI under Regulation 33 (8) of the Listing Regulations to the extent applicable.

4. This Consolidated Statement includes the results of Holding Company and its following Subsidiaries and Associate:

	Holding Company
1	Tilaknagar Industries Ltd
Subsidiaries:	
1	Prag Distillery (P) Ltd
2	Vahni Distilleries Pvt. Ltd
3	Punjab Expo Breweries Pvt. Ltd

4	Shivprabha Sugars Ltd
5	Grain & Grape Works Pvt. Ltd (w.e.f. July 22, 2025)
	Associates:
1	Round the Cocktails Pvt. Ltd
2	Spaceman Spirits Lab Pvt. Ltd (w.e.f. August 06, 2025)
3	Mason & Summers Marketing Services Pvt. Ltd

5. Attention is invited to Note no. 5 of the Consolidated Statement where by 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. The above matter was also qualified in our report on the audited financial statement for the year ended March 31, 2025.
6. Based on our review conducted and procedures performed as stated in paragraph 3 above, except for the possible effects of the matters described in paragraph 5 above and based on the consideration of the review report of the other auditors referred to in paragraph 8 below and, nothing has come to our attention that causes us to believe that the accompanying Consolidated Statement prepared in accordance with the recognition and measurement principles laid down in the aforesaid Indian Accounting Standard and other accounting principles generally accepted in India has not disclosed the information required to be disclosed in terms of Regulation 33 of the Listing Regulations including the manner in which it is to be disclosed, or that it contains any material misstatement.
7. a. We did not review the interim financial statements/ information of 5 subsidiaries included in the consolidated statement whose Ind AS financial statements include total revenue of Rs 360.39 lakhs and Rs 1,049.64 lakhs and total loss of Rs 120.33 lakhs and Rs 151.07 lakhs (including other comprehensive income) for the quarter and nine months ended December 31, 2025 respectively, as considered in the consolidated financial results. This interim financial information have been reviewed by other auditors whose reports have been furnished to us by the Management, and our conclusion on the Consolidated statement insofar as it relates to the amounts and disclosures included in respect of these subsidiaries is based solely on the reports of such auditors and the procedure performed by us as stated above. Our conclusion is not modified in respect of the above matter.
- b. The Consolidated Statement includes the Holding Company's share of net profit of Rs 15.95 lakhs and net loss of Rs. 19.36 lakhs for the quarter and nine months ended December 31, 2025 respectively in respect of 2 associate companies. These financial statements have been prepared in accordance with the accounting standards prescribed under section 133 of the Companies Act, 2013 read together with paragraph 7 of the Companies (Accounts) Rules, 2014 (hereinafter referred to as the 'previous GAAP') and have been audited by other auditor whose report have been furnished to us. The management of the Holding and associate Company has restated these Financial Statements in accordance with Companies (Indian Accounting Standards) Rules, 2015 (Ind AS) and are reviewed by us so far as it related to conversion adjustments from Previous GAAP to Ind AS. Our Report on the statement, in so far as it relates to the amounts and disclosures included in respect of this associate, is



Harshil Shah & Company
Chartered Accountants

based solely on the report of the other auditor and of the said conversion adjustments. Our conclusion on the consolidated statement is not modified in respect of the above matter with respect to our reliance on the work done and the reports of other auditors.

Our conclusion is not modified in respect of the above matter.

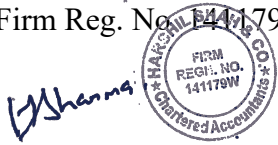
c. The Consolidated statement also include Group's share of loss/ profit Rs. Nil for the quarter and nine months ended December 31, 2025 as considered in the Consolidated statement in respect of 1 Associate whose financial results have not been audited by us. The Financial information of the Associate is not available and the Group has provided its share of loss to the extent of the Investment. According to the information and explanation given to us by the management this financial information is not material to the Group.

Our conclusion is not modified in respect of the above matter

For Harshil Shah & Company

Chartered Accountants

ICAI Firm Reg. No. 141179W



Himmat Sharma

Partner

Membership No. 156501

UDIN: 26156501KPNCXB3486

Place: Mumbai

Date: February 13, 2026

TILAKNAGAR INDUSTRIES LTD. (CIN: L15420PN1933PLC133303)

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Statement of Consolidated Unaudited Financial Results for the Quarter & Nine months ended December 31, 2025									
Particulars	Quarter ended			Nine Months ended			Year ended		
	31.12.2025 Unaudited	30.09.2025 Unaudited	31.12.2024 Unaudited	31.12.2025 Unaudited	31.12.2024 Unaudited	31.12.2024 Unaudited	31.03.2025 Audited		
I Revenue from operations	1,45,301.28	91,558.90	80,534.86	3,23,247.13	2,29,343.22	2,29,343.22	3,17,461.49		
II Other Income	1,266.68	215.10	392.58	1,907.57	911.82	911.82	1,756.56		
III Total Income (I + II)	1,46,567.96	91,774.00	80,927.44	3,25,154.70	2,30,255.04	2,30,255.04	3,19,218.05		
IV Expenses									
(a) Cost of materials consumed	46,698.55	20,618.19	20,964.25	88,175.75	56,570.31	56,570.31	76,453.33		
(b) Purchases of stock-in-trade	(13,079.48)	(13.35)	(2,740.59)	(14,274.75)	(4,634.41)	(4,634.41)	(3,731.13)		
(c) Changes in inventories of finished goods, stock-in-trade and work-in-progress	78,926.80	51,736.54	46,491.89	1,76,136.27	1,26,508.33	1,26,508.33	1,74,046.04		
(d) Excise duty	2,365.28	1,641.98	1,388.48	5,407.92	4,123.25	4,123.25	5,495.15		
(e) Employee benefits expense	3,924.59	209.62	235.96	4,415.13	986.86	986.86	1,216.23		
(f) Finance costs	1,956.24	734.22	776.73	3,419.02	2,324.84	2,324.84	3,050.93		
(g) Depreciation and amortization expense	19,390.71	11,555.43	8,396.08	41,336.27	29,129.38	29,129.38	39,709.53		
(h) Other expenses	1,40,182.69	86,482.63	75,512.80	3,04,615.61	2,15,008.56	2,15,008.56	2,96,240.08		
Total expenses	6,385.27	5,291.37	5,414.64	20,539.09	15,246.48	15,246.48	22,977.97		
V Profit/(Loss) before exceptional items and tax (III-IV)	(16,942.06)	-	-	(16,942.06)	-	-	-		
VI Exceptional items (Net) (Refer Note No.6)	(10,556.79)	5,291.37	5,414.64	3,597.03	15,246.48	15,246.48	22,977.97		
VII Profit/(Loss) Before Tax (V+VI)	-	-	-	-	-	-	-		
VIII Tax Expense	-	-	-	-	-	-	-		
(a) Current tax	-	-	-	-	-	-	-		
(b) Taxes for Earlier Years	-	-	-	-	-	-	(0.65)		
(c) Deferred tax	-	-	-	-	-	-	-		
Total tax expense	-	-	-	-	-	-	(0.65)		
IX Profit/(Loss) for the period before share of Profit/(Loss) of associate (VII-VIII)	(10,556.79)	5,291.37	5,414.64	3,597.03	15,246.48	15,246.48	22,978.62		
X Share of Profit/(Loss) of associate	15.95	(23.61)	(21.96)	(19.36)	(21.98)	(21.98)	(19.33)		
XI Profit/(Loss) for the period (IX+X)	(10,540.84)	5,267.76	5,392.66	3,577.67	15,224.50	15,224.50	22,959.29		
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	259.02	(1.13)	(5.01)	229.09	(15.03)	(15.03)	(115.20)		
(ii) Net Gain / (Loss) on Fair Value through OCI - Equity Instruments	-	-	7.03	-	(20.08)	(20.08)	(20.08)		
(iii) Tax on items that will not be reclassified to Profit & Loss	-	-	-	-	-	-	-		
(b) Items that will be reclassified to Profit & Loss									
Total Other Comprehensive Income/(Loss) for the period [(a) + (b)]	259.02	(1.13)	(5.01)	229.09	(15.03)	(15.03)	(115.20)		
XIII Total Comprehensive Income/(Loss) for the period (XI+XII)	(10,281.82)	5,266.63	5,394.68	3,806.76	15,189.39	15,189.39	22,824.01		
XIV Profit/Loss for the period attributable to									
(a) Owners of the Company	(10,540.84)	5,267.76	5,392.66	3,577.67	15,224.50	15,224.50	22,959.29		
(b) Non-Controlling Interests	-	-	-	-	-	-	-		
XV Other Comprehensive Income/(Loss) for the period attributable to									
(a) Owners of the Company	259.02	(1.13)	2.02	229.09	(35.11)	(35.11)	(135.28)		
(b) Non-Controlling Interests	-	-	-	-	-	-	-		
XVI Total Comprehensive Income/(Loss) for the period attributable to	(10,281.82)	5,266.63	5,394.68	3,806.76	15,189.39	15,189.39	22,824.01		
(a) Owners of the Company	-	-	-	-	-	-	-		
(b) Non-Controlling Interests	24,717.08	20,819.38	19,363.40	24,717.08	19,363.40	19,363.40	19,363.40		
XVII Paid-up Equity Share Capital (Face value of Rs. 10/- per Share)									
XVIII Other Equity as per Balance Sheet									
XIX Earnings Per Equity Share of Rs. 10 /- each (not annualized)									
(a) Basic (Rs.)	(4.67)	2.71	2.79	1.75	7.89	7.89	11.89		
(b) Diluted (Rs.)	(4.67)	2.69	2.77	1.73	7.83	7.83	11.81		

Consol Notes:

Sr No	Particulars
1	The above consolidated results have been reviewed by the Audit Committee and approved by the Board of Directors at its Meeting held on February 13, 2026. The Statutory Auditors have expressed qualified conclusion.
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 accounting principles generally accepted in India.
4	The Group 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 there is no other separate segment.
5	The Parent Company expects to restart the grain distillery plant post incurring of relevant capital expenditure. In view of this, the management believes that there is no impairment in value of its ENA Plant and hence the recoverable amount of the ENA Plant is not required to be estimated.
6	The Revenue from Operations includes Rs 1,971.72 lacs for the quarter ended December 31, 2025 and Rs 5,833.99 lacs for the period ended December 31, 2025, received as partial Subsidy from Government of Maharashtra under Package Scheme of Incentives, 2007, relating to past investments.
7	A body corporate had filed a suit in the Bombay High Court in 2009 disputing ownership of one of the Company's brands, against which the Company filed a counterclaim.

	<p>By order dated December 22, 2011, the Court ruled in favor of the Company, permitting unrestricted nationwide use of the brand. An appeal against this order was dismissed by the Division Bench on July 16, 2025, thereby affirming the Company's rights. Separately, a Single Bench order dated February 7, 2025 had permitted the body corporate's assignee to use the brand name in West Bengal; however, this order was stayed and subsequently set aside by the Division Bench on July 16, 2025, pursuant to the Company's appeal, and the assignee undertook not to act upon it. The body corporate challenged the Division Bench decision before the Supreme Court, which on September 16, 2025 upheld the July 16, 2025 order and disposed of the Special Leave Petitions, resulting in the body corporate and its assignee being restrained from using the brand name until final adjudication of the suit and the cancellation of permission granted to the assignee of the Body Corporate in West Bengal. The matter is presently pending before the Bombay High Court, where the Assignee of the Body Corporate has filed their evidence and the Company has filed additional written statement and interim application, the case is listed for marking of documents on March 10, 2026. Meanwhile, the Company continues uninterrupted and exclusive use and sale of goods under the brand.</p>
8	<p><u>Acquisition of Imperial Blue Business Division from Pernod Ricard India Private Limited :</u></p> <p>During the quarter ended December 31, 2025, the Company has completed the acquisition of the Imperial Blue business division ("IB") from Pernod Ricard India Private Limited ("PRI") pursuant to a Business Transfer Agreement executed on July 23, 2025, through a slump sale on a going concern basis.</p> <p>The transaction was completed for a lump-sum cash consideration of Rs. 3,442 crores, subject to post-closing adjustments in accordance with the terms of the Business Transfer Agreement. In addition, a deferred consideration of EUR 28 million (approximately Rs. 290 crores) is payable after four years from the date of closure of the transaction. The</p>

	<p>Competition Commission of India (CCI) approved the transaction on October 07, 2025, and the acquisition was completed on December 01, 2025.</p> <p>Pursuant to the acquisition, the Company has acquired the Imperial Blue brand and allied trademarks, including Imperial Black and Imperial Red, along with associated intellectual property. The Company has entered into a Trademark License Agreement for use of the “Seagram’s” trademark for a defined transition period, a long-term supply agreement for Concentrated Alcoholic Beverage (CAB), and a Transitional Services and Manufacturing Agreement (TSMA) with PRI to facilitate a smooth transition. The manufacturing footprint includes two owned units in Punjab and Maharashtra and two exclusive sub-leased units in Telangana and Punjab, along with access to shared units during the TSMA period.</p> <p>The Company has accounted for this acquisition in accordance with Ind AS 103 - Business Combination. The deferred consideration has been recognised at its fair value as at the acquisition date. Acquisition-related costs amounting to Rs. 169.42 crores, being non-recurring in nature, have been included under “Exceptional Items” in the consolidated financial results for the quarter and nine months ended December 31, 2025.</p>
9	<p>During the quarter ended September 30, 2025, the Company has allotted the issue of 1,43,80,000 Equity Shares of face value Rs. 10/- each (“Equity Shares”) for cash at a price of Rs. 382/- per equity share (including a premium of Rs. 372/- per equity share) for an amount aggregating to Rs. 5,49,31,60,000/- to the persons belonging to the non-promoter category on a preferential basis.</p> <p>Further the Company has issued 4,57,15,000 Convertible Warrants (“Warrants”) for cash at a price of Rs. 382/- per warrant (including a premium of Rs. 372/- per Warrants) for an amount aggregating to Rs. 1,746,31,30,000/- to the persons belonging to the promoter & non-promoter category</p>

	<p>on a preferential basis. An amount equivalent to Rs 15,43,75,75,000/- was received by the company till December 31, 2025.</p>
10	<p>The Government of India has consolidated 29 existing labour legislations into a unified framework comprising four labour codes, namely the Code on Wages, 2019, Code on Social Security, 2020, Industrial Relations Code, 2020, and Occupational Safety, Health and Working Conditions Code, 2020 (collectively referred to as the “New Labour Codes”). These Codes have been made effective from November 21, 2025. The corresponding rules under the said Codes are yet to be notified by the Central and respective State Governments.</p> <p>The Company has assessed the impact of the New Labour Codes based on the currently ascertainable position, pending notification of State-wise rules and further clarifications, in accordance with the guidance issued by the Institute of Chartered Accountants of India (ICAI). Based on such assessment, the incremental impact arising from the implementation of the New Labour Codes has been duly accounted in these financial results.</p> <p>The Company continues to monitor developments relating to the notification of Central and State Rules and further clarifications under the New Labour Codes and will provide appropriate accounting impact, if any, based on such developments, as and when required.</p>
11	<p>The Standalone and Consolidated unaudited financial results of the Company for the quarter and period ended December 31, 2025 shall be available on the Company’s website (www.tilind.com) and on the website of BSE (www.bseindia.com) and NSE (www.nseindia.com).</p>

12	The previous period figures have been regrouped and reclassified wherever necessary.
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On behalf of the Board

For Tilaknagar Industries Ltd.

Amit

Dahanukar

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Amit Dahanukar
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Amit Dahanukar

Chairman & Managing Director

DIN: 00305636

Place: Mumbai

Date: February 13, 2026