



ITC Limited
Virginia House
37 J. L. Nehru Road
Kolkata 700 071, India
Tel. : 91 33 2288 9371
Fax : 91 33 2288 2258 / 2259 / 2260

17th April, 2025

The Manager
Listing Department
National Stock Exchange of
India Ltd.
Exchange Plaza
Plot No. C-1, G Block
Bandra-Kurla Complex
Bandra (East)
Mumbai 400 051

The General Manager
Dept. of Corporate Services
BSE Ltd.
P. J. Towers
Dalal Street
Mumbai 400 001

The Secretary
The Calcutta Stock
Exchange Ltd.
7, Lyons Range
Kolkata 700 001

Dear Sirs,

Agreements for acquisition of shares

We write to advise that, pursuant to approvals of the Board of Directors of the Company at the meeting held today i.e., 17th April, 2025, the Company has executed:

- (i) Share Purchase Agreements for acquisition of 100% of the share capital of Sresta Natural Bioproducts Private Limited;

AND

- (ii) Transaction Documents (Share Subscription and Share Purchase Agreement and Shareholders' Agreement) for acquisition of 73.50% of the share capital (on a fully diluted basis) of Mother Sparsh Baby Care Private Limited ('Mother Sparsh'), an associate company; the Company presently holds 26.50% stake in Mother Sparsh (on a fully diluted basis).

Details of the aforesaid acquisitions pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with the SEBI Master Circular dated 11th November, 2024 are provided in **Annexures 1 and 2**, respectively.

Copies of the Media Releases being issued by the Company, along with presentations on the subject matter, are also enclosed under the respective Annexures.

The Board Meeting commenced at 11.45 a.m. and concluded at 7.10 p.m.

Yours faithfully,
ITC Limited

(R. K. Singhi)
Executive Vice President &
Company Secretary

Enclosed: a/a

cc: Securities Exchange Commission
Division of Corporate Finance
Office of International Corporate Finance
Mail Stop 3-9
450 Fifth Street
Washington DC 20549
U.S.A.

cc: Societe de la Bourse de Luxembourg
35A Boulevard Joseph II
L-1840 Luxembourg

Annexure 1

ACQUISITION OF SRESTA NATURAL BIOPRODUCTS PRIVATE LIMITED

Sl. No.	Particulars	Disclosures
1.	Name of the target entity	Sresta Natural Bioproducts Private Limited ('SNBPL'). SNBPL has two wholly owned subsidiaries viz., Fyve Elements LLC, USA and Sresta Global FZE, UAE.
2.	Whether the acquisition would fall within related party transaction(s)? Whether the promoter / promoter group / group companies have any interest in the entity being acquired? If yes, nature of interest and details thereof and whether the same is done at 'arm's length'	No. The Company does not have any promoter / promoter group. The group companies of the Company do not have any interest in SNBPL.
3.	Industry to which the entity being acquired belongs	Food products, primarily organic food products.
4.	Objects and impact of acquisition (including but not limited to, disclosure of reasons for acquisition of target entity, if its business is outside the main line of business of the listed entity)	In line with the strategy to augment the Company's future ready portfolio, the transaction will fortify ITC's presence and market standing in the high growth organic products segment in both Indian and overseas markets. The domestic organic food products industry offers significant opportunity of growth on the back of increasing health and environmental consciousness, rise in household incomes and new age distribution channels. SNBPL is a pioneer and leading player in the organic packaged staples category. The company has over the years built a strong network of appx. 27,500 farmers and appx. 1.4 lakh acres of certified organic land across 71 clusters in 10 states. SNBPL has a wide range of products and enjoys strong brand equity and also a well-established presence in the US markets with its own distribution set-up.
5.	Brief details of any governmental or regulatory approvals required for the acquisition	None.

Sl. No.	Particulars	Disclosures																
6.	Indicative time period for completion of the acquisition	The share acquisition is expected to be completed in Q1 of FY 2025-26 or such later date as may be mutually agreed upon by the Parties.																
7.	Consideration - whether cash consideration or share swap or any other form and details of the same	Cash.																
8.	Cost of acquisition and / or the price at which the shares are acquired	Consideration of up to ₹ 472.50 crores on a cash-free debt-free basis, subject to customary adjustments as set out in the Share Purchase Agreements, comprising ₹ 400 crores payable upfront at Closing and up to ₹ 72.50 crores payable in the next 24 months post Closing.																
9.	Percentage of shareholding / control acquired and / or number of shares acquired	The Share Purchase Agreements envisage acquisition of 100% of the share capital of SNBPL.																
10.	Brief background about the entity acquired in terms of products / line of business acquired, date of incorporation, history of last 3 years turnover, country in which the acquired entity has presence and any other significant information (in brief)	<p>SNBPL is primarily engaged in the business of manufacturing and selling organic food products under the '24 Mantra Organic' brand.</p> <p>Other details are as follows:</p> <table border="1"> <tr> <td>Products / line of business of the target entity</td><td colspan="2">As stated above</td></tr> <tr> <td>Date of incorporation</td><td colspan="2">9th March, 2004</td></tr> <tr> <td rowspan="3">Last 3 years' turnover (consolidated)</td><td>2023-24</td><td>₹ 306.1 crores</td></tr> <tr> <td>2022-23</td><td>₹ 327.3 crores</td></tr> <tr> <td>2021-22</td><td>₹ 326.7 crores</td></tr> <tr> <td>Country of operations</td><td colspan="2">India</td></tr> </table>	Products / line of business of the target entity	As stated above		Date of incorporation	9 th March, 2004		Last 3 years' turnover (consolidated)	2023-24	₹ 306.1 crores	2022-23	₹ 327.3 crores	2021-22	₹ 326.7 crores	Country of operations	India	
Products / line of business of the target entity	As stated above																	
Date of incorporation	9 th March, 2004																	
Last 3 years' turnover (consolidated)	2023-24	₹ 306.1 crores																
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Media Release
April 17, 2025

ITC to acquire 24 Mantra Organic - a pioneer in organic packaged foods

ITC Limited has signed a Share Purchase Agreement today to acquire 100% of the share capital of Sresta Natural Bioproducts Private Limited ('SNBPL'), an Indian company primarily engaged in the business of manufacture and sale of organic packaged food products under the '24 Mantra Organic' brand in the domestic as well as in international markets. SNBPL is a pioneer in the domestic organic foods space providing fully integrated 'Farm to Fork' traceability and is a leading player in the organic packaged staples category in India.

SNBPL's portfolio comprises a wide range of 100+ organic products spanning branded grocery staples, spices and condiments, edible oils, beverages, etc. SNBPL has a strong international presence with a deep connect with the Indian diaspora. SNBPL's vertically integrated supply chain promotes sustainable livelihoods for its network of approx. 27,500 farmers spread across approx. 1.4 lakh acres of certified organic land in 10 states. The strong network of farmers and certified organic sourcing capability are key sources of competitive advantage for the company.

The Indian government has been actively promoting the organic foods industry through various schemes and initiatives, aiming to improve the livelihoods of farmers, boost exports, enhance packaging/ marketing of products and ensure food security, while promoting sustainable agriculture. India is also well-positioned to become a global hub for organic sourcing with existing strengths in areas like rice and organic tea.

The Indian organic market (domestic and exports) is currently estimated to be Rs. 10,000 cr. in size. The category has high growth potential given the low penetration levels domestically as well as globally and the growing consumer preference towards natural and organic food products. The organic foods space is an area of interest for ITC given the strong synergistic linkages to the Company's branded packaged foods portfolio and the immense growth potential of the category. The acquisition reinforces ITC's commitment to build a portfolio of future-facing winning brands that addresses the evolving needs of Indian consumers, and will unlock value creation opportunities by leveraging ITC's institutional strengths to drive synergies in areas such as product development & innovations, sourcing, manufacturing, supply chain and distribution.

This investment is in line with the 'ITC Next' strategy articulated by **Chairman, Mr. Sanjiv Puri**, that focusses also on building a future ready portfolio of products that serves evolving consumer needs.

Commenting on this acquisition, **Mr. Hemant Malik, Wholetime Director, ITC Limited** stated, *"We are excited to have 24 Mantra Organic as part of ITC's Foods Business's portfolio of nutrition-led healthy foods products. 24 Mantra Organic has built a robust backend and sourcing network which is core to its trusted organic products portfolio. Aligning with national priorities, we are confident that 24 Mantra Organic will fortify ITC's presence and market standing in the high growth organic products space, in both Indian and overseas markets"*.

Mr. Rajashekar Reddy Seelam, Founder & Managing Director, SNBPL, stated, *"After 21 years of partnering with Indian farmers to create trusted organic products, we are excited that ITC will be driving the next phase of growth for 24 Mantra Organic. ITC shares a common vision to promote sustainable livelihoods for farmers and ensure healthy lifestyle for consumers. We are confident that ITC's strengths in product development expertise and distribution strength across channels will help in taking 24 Mantra Organic to millions of homes for many generations to come, improve livelihoods of large number of farmers across the country and carry forward our legacy of ecological stewardship"*.

A presentation on the acquisition is enclosed. Copy forwarded for kind favour of publication.

Nazeeb Arif
Executive Vice President, Corporate Communications



Announcing Strategic Acquisition of Sresta Natural Bioproducts (24 Mantra Organic)

Pioneer in Organic Staples



Own Distribution setup

~Rs. 300 cr. Revenue

International ~50%; primarily US



Unparalleled Backend & Sourcing Network

1.4 Lakh acres
of Certified Organic Land

Omni-channel Presence

Strong salience of Alternate Channels

Extensive Certifications

USDA Organic NOP | India APEDA
Organic NPOP | FSSC 22000 | FSSAI



Core Staples



Speciality Staples



Spices & Condiments



Processed F&B



Trusted Brands

Unbranded → Branded |
Food Safety | Hygiene



Premiumisation

Super Premium |
Specialised



Health, Wellness

Clean Label | Natural |
Immunity | Nutrition



Premium Future Facing Category

Increasing consumer
preference for
Organic/ Natural foods

~Rs.10,000 cr. Organic Market
(domestic + exports)
growing rapidly¹



Immense Headroom for Growth

Organic Food **penetration²**
low at just 0.3% in India

Organised Domestic Market
expected to **grow rapidly at**
15%-20%³

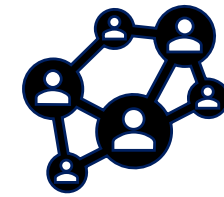


Strong Brand Equity

Superior Product Ratings
Strong connect with Women
consumers

Organic Brand of Choice for
Indian Diaspora

Presence in
900+ Ethnic Stores in US



Robust Sourcing Network

~27,500 Farmers |
1.4 Lakh acres of Certified
Organic Land | 71 Clusters in
10 States

Ready State for
3x of current scale

Leveraging ITC's Institutional Strengths



Strengthen distribution in Alternate Channels | Expand reach in GT |
Cross synergies in US distribution



Brand-building: Data-driven Marketing |
Brand-engagement



Drive Efficiencies:
Buying - Agri Sourcing, Packaging & Media
Manufacturing & Logistics



Consumer Insights
Product Development Expertise | ITC LSTC
Explore **Adjacencies**

Transaction Structure



100% acquisition of
Sresta Natural
Bioproducts Pvt. Ltd.
(24 Mantra Organic)

- Upfront consideration of **Rs. 400 cr.** on a cash-free, debt-free basis payable on Closing, subject to adjustments as per Transaction Documents
- Additional Founders Consideration of **up to Rs. 72.5 cr.** payable over a period of 2 years, basis pre-agreed criteria
- Raj Seelam (Founder) will assist in the transition and remain associated with the business for 2 years
- Transaction expected to be completed in Q1 FY26



Enduring Value

NATION FIRST: SAB SAATH BADHEIN

Thank You

Annexure 2

ACQUISITION OF MOTHER SPARSH BABY CARE PRIVATE LIMITED

Sl. No.	Particulars	Disclosures
1.	Name of the target entity	Mother Sparsh Baby Care Private Limited ('Mother Sparsh').
2.	<p>Whether the acquisition would fall within related party transaction(s)</p> <p>Whether the promoter / promoter group / group companies have any interest in the entity being acquired? If yes, nature of interest and details thereof and whether the same is done at 'arm's length'</p>	<p>The proposed acquisition of the shares of Mother Sparsh is to be made through a combination of primary subscription and secondary share purchase from the existing shareholders. Primary infusion in Mother Sparsh would be a related party transaction, since Mother Sparsh is an associate company.</p> <p>The Company does not have any promoter / promoter group. The group companies of the Company do not have any interest in Mother Sparsh.</p> <p>The aforesaid primary infusion in Mother Sparsh will be done at 'arm's length'.</p>
3.	Industry to which the entity being acquired belongs	Personal care.
4.	Objects and impact of acquisition (including but not limited to, disclosure of reasons for acquisition of target entity, if its business is outside the main line of business of the listed entity)	<p>The said acquisition is in line with the Company's strategy to build a future ready suite of products that serve evolving consumer needs.</p> <p>Mother Sparsh is a premium ayurvedic and natural personal care start-up, which is focused on baby personal care, health & hygiene and expert baby care. The market of baby care products in India is witnessing significant growth, driven by a number of factors including increasing disposable income and growing awareness about the need for safer products for the baby.</p>
5.	Brief details of any governmental or regulatory approvals required for the acquisition	None.
6.	Indicative time period for completion of the acquisition	<p>The Company has on 17th April, 2025 executed Transaction Documents i.e., Share Subscription and Share Purchase Agreement and Shareholders' Agreement, to acquire the balance 73.50% of the share capital (on a fully diluted basis) of Mother Sparsh, in one or more tranches, subject to fulfilment of prescribed terms and conditions.</p> <p>The indicative time period for completion of the acquisition is enclosed.</p>

Sl. No.	Particulars	Disclosures																
7.	Consideration - whether cash consideration or share swap and details of the same	Cash.																
8.	Cost of acquisition or the price at which the shares are acquired	The total indicative investment envisaged, subject to valuation / computation and fulfilment of terms and conditions provided in the Transaction Documents, is enclosed.																
9.	Percentage of shareholding / control acquired and / or number of shares acquired	The Transaction Documents envisage acquisition of 73.50% of the share capital (on a fully diluted basis) of Mother Sparsh, in one or more tranches, over a time period of about two to three years.																
10.	Brief background about the entity acquired in terms of products / line of business acquired, date of incorporation, history of last 3 years turnover, country in which the acquired entity has presence and any other significant information (in brief)	<p>Mother Sparsh is a premium ayurvedic and natural personal care start-up, with focus on baby personal care, health & hygiene and expert baby care.</p> <p>Other details are as follows:</p> <table border="1"> <tr> <td>Products / line of business of the target entity</td><td colspan="2">As stated above</td></tr> <tr> <td>Date of incorporation</td><td colspan="2">5th February, 2016</td></tr> <tr> <td rowspan="3">Last 3 years' turnover</td><td>2023-24</td><td>₹ 58.7 crores</td></tr> <tr> <td>2022-23</td><td>₹ 48.4 crores</td></tr> <tr> <td>2021-22</td><td>₹ 33.5 crores</td></tr> <tr> <td>Country of operations</td><td colspan="2">India</td></tr> </table>	Products / line of business of the target entity	As stated above		Date of incorporation	5 th February, 2016		Last 3 years' turnover	2023-24	₹ 58.7 crores	2022-23	₹ 48.4 crores	2021-22	₹ 33.5 crores	Country of operations	India	
Products / line of business of the target entity	As stated above																	
Date of incorporation	5 th February, 2016																	
Last 3 years' turnover	2023-24	₹ 58.7 crores																
	2022-23	₹ 48.4 crores																
	2021-22	₹ 33.5 crores																
Country of operations	India																	

Enclosure

Sl. No.	Percentage of shareholding / control acquired and / or number of shares acquired	Indicative consideration and time period
1.	Increase in shareholding in Mother Sparsh from 26.5% to up to 49.3% on a fully diluted basis.	<p>Total investment of appx. ₹ 81 crores, in two tranches, to be made through a combination of primary subscription and secondary share purchase by Q1 of FY 2026-27 or such later date as may be mutually agreed upon by the Parties.</p> <p>Post the above, the Company's total investment in Mother Sparsh will stand at appx. ₹ 126 crores and the total stake will increase from 26.5% at present to up to 49.3% on a fully diluted basis.</p>
2.	Purchase of balance shares taking the shareholding of the Company in Mother Sparsh to 100% of its share capital on a fully diluted basis.	Purchase of balance equity stake to be made by Q1 of FY 2027-28 (extendable to Q1 of FY 2028-29 as per the terms laid out in the Transaction Documents), basis valuation to be determined based on pre-agreed criteria, in terms of the Transaction Documents and subject to fulfilment of prescribed terms and conditions.



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Media Release
April 17, 2025

ITC to acquire Mother Sparsh - a premium Ayurvedic and Natural Baby Care Brand

ITC Limited has signed definitive agreements to acquire the balance 73.5% stake in Mother Sparsh Baby Care Private Limited ('Mother Sparsh'), an associate company, operating in the premium ayurvedic and natural baby care space. Reinforcing ITC's commitment to build a portfolio of winning brands that addresses the needs of Indian consumers including those seeking specialized solutions, Mother Sparsh will augment the innovative range of the Company's Personal Care Products Business. The baby care segment in India is under-penetrated and under-served providing ITC the opportunity to scale up and build a category of the future.

Mother Sparsh has a bouquet of premium natural and ayurvedic products that are winning the trust of Indian mothers who are seeking safe and high-quality baby care anchored on traditional Indian knowledge. The range of offerings straddles baby personal care, baby health and hygiene and baby expert products. The company has adopted a digital first strategy with a robust presence across online channels. The entire range has been made available through its own dedicated website (<https://mothersparsh.com/>) as well as across e-commerce channels. It also has a focused offline presence in baby stores. Mother Sparsh has scaled up to an Annual Revenue Runrate of about Rs. 110+ crores (trailing 3 months basis).

The size of the baby care category in India is estimated to be appx. Rs. 3000 cr p.a. growing in high-teens. The demand for safer natural and specialized baby care products and solutions is gaining increasing traction amongst new-age mothers—a space where Mother Sparsh has carved a niche for itself.

This investment is in line with the 'ITC Next' strategy articulated by **Chairman Mr. Sanjiv Puri** that focuses also on building a future-ready suite of products that serve evolving consumer needs.

The acquisition is expected to unlock future growth opportunities by filling in whitespaces in the personal care products portfolio and will be scaled up further, leveraging the institutional strengths of ITC. ITC had first invested in Mother Sparsh in 2021 with the aspiration of having a significant play in the natural and ayurvedic segment as well as in the Digital online space. With follow on rounds of investment, ITC currently holds 26.5% stake in Mother Sparsh. The balance 73.5% stake in Mother Sparsh will be acquired by ITC over a period of 2-3 years.

Commenting on the development, **Mr. Sameer Satpathy, Divisional Chief Executive, Personal Care Products Business Division**, said: *"This acquisition is an exciting opportunity, aligned with our aspiration to build a formidable portfolio of future ready, best-in-class innovative offerings that delights Indian consumers. Mother Sparsh in a true spirit of entrepreneurship, has created a reputed brand with Indian ethos in the natural baby care space, powered by an assortment of innovative products and a robust digital eco-system."*

Speaking on the acquisition by ITC, **Mr. Himanshu, Founder & CEO, Mother Sparsh** said: *"We are delighted that ITC has found value in Mother Sparsh, coming forward as an early investor, well poised to leverage the growth potential in the baby care space. We have built Mother Sparsh with a lot of love and passion and we are happy to have found a home for it in a place where it will thrive. ITC is the largest incubator of FMCG brands in India and know how to build and scale brands. We are confident that ITC will take Mother Sparsh to the next level and help serve the needs of mothers for generations to come"*.

A presentation on the acquisition is enclosed. Copy forwarded for kind favour of publication.

Nazeeb Arif
Executive Vice President, Corporate Communications



Announcing Strategic Acquisition of **Mother Sparsh Baby Care Pvt. Ltd.**



Mother Sparsh - A Legacy of Purity, Innovation & Trust



Plant Powered Baby Products Proven for their Efficacy in Convenient New-Age Formats
Blending the wisdom of Indian Traditions with Modern Science

Business started & run by
Himanshu & Rishu Gandhi

Husband-Wife Duo

**Premium Ayurvedic and
Natural Baby Care Brand**

*99% pure water baby wipes
Unscented product range*

**Wide range of products
trusted by new-age moms**

Efficacious Products

*Clinically Proven &
Dermatologist tested*

**Annual Revenue Run rate
Rs. 110+ cr.**

Profitable growth

Digital First Brand

Strong Digital Marketing Capabilities



ITC an early partner in Mother Sparsh's journey with a 26.5% stake

www.mothersparsh.com

Wide Range of Ayurvedic & Natural Based Products



Baby Wipes

(99% Pure Water Wipes
Plant powered Wipes)



Baby Hygiene

(Baby Detergent &
Liquid Bottle Cleanser)



Baby Care

(Soaps, Baby Cream,
Lotions, Oil etc.)



Expert Baby Care

(Tummy Roll on,
After-bite balm etc.)



Natural Based Products

Crafted with love &
Plant powered ingredients
for your baby's safety & care

Proven by Science

99% Pure Water
Unscented Baby Wipes
are clinically proven to be
made with **the safest**
formulation.

Trusted by Moms

The products have earned
the trust of moms through
quality, reliability & care.

Strong Strategic Fit with ITC's Personal Care Portfolio



Fast Growing Market

Baby care market ~14% p.a.
Baby wipes market ~28% p.a.

TAM[^] ~Rs. 3000 cr.

Low Penetration

[^]Total Addressable Market



Foray into Baby Care Category & Adjacencies

Filling up portfolio whitespaces

Brand equity extendable to Kids



Value Creation Opportunities by Leveraging ITC's Institutional Strengths

Leveraging ITC's Institutional Strengths



R&D Expertise for Product & Claims
Product Development | Innovation



Distribution Strength
Offline Retail | Alternate Channels



In-house Manufacturing (soaps, creams, liquids) – scale & cost advantages |
Supply Chain Optimization



Procurement Efficiency
Packaging & Media

DERMAFIQUE
cell by cell



nimyle

fiama

Strategic Acquisition of Mother Sparsh



- Investment of appx. **Rs. 81 cr.** in **two tranches** by Q1FY27
 - *Combination of primary subscription & secondary purchase*
 - *ITC's stake to increase from **26.5% to up to 49.3%***
 - *Total investment in Mother Sparsh will stand at appx Rs. **126 cr.***
- Balance stake to be acquired over 2 to 3 years on pre-agreed conditions and valuation criteria

Management



- Mother Sparsh team including **Mr. Himanshu, Founder & CEO** will continue to operate the business during the 2 to 3 year period
- ITC will be represented on the Board



Enduring Value

NATION FIRST: SAB SAATH BADHEIN

Thank You