



**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

21<sup>st</sup> May, 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,

**Acquisition of shares of Mother Sparsh Baby Care Private Limited**

Further to our letter dated 17<sup>th</sup> April, 2025, we write to advise that the Company today has acquired 594 Equity Shares of ₹ 10/- each (through secondary purchase) and 2,201 Compulsorily Convertible Preference Shares of ₹ 10/- each (through primary subscription) of Mother Sparsh Baby Care Private Limited ('Mother Sparsh') for an aggregate consideration of approx. ₹ 50.6 crores; confirmation on the above was received by the Company from Mother Sparsh today at 5.30 p.m.

Consequent to the above, the Company's shareholding in Mother Sparsh aggregates 39.47% of its share capital (on a fully diluted basis).

Enclosed please find the relevant disclosure pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with the SEBI Master Circular dated 11<sup>th</sup> November, 2024.

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

Sl. No.	Particulars	Disclosures
1.	<b>Name of the target entity</b>	Mother Sparsh Baby Care Private Limited ('Mother Sparsh').
2.	<p><b>Whether the acquisition would fall within related party transaction(s)</b></p> <p><b>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'</b></p>	<p>Yes; the acquisition comprises 594 Equity Shares of ₹ 10/- each acquired through secondary purchase from an existing shareholder of Mother Sparsh, and 2,201 Compulsorily Convertible Preference Shares ('CCPS') of ₹ 10/- each through primary subscription. Primary infusion in Mother Sparsh is a related party transaction since Mother Sparsh is an associate company, and such primary infusion was done at 'arm's length'.</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>
3.	<b>Industry to which the entity being acquired belongs</b>	Personal care.
4.	<b>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)</b>	<p>The 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 &amp; 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.	<b>Brief details of any governmental or regulatory approvals required for the acquisition</b>	None.
6.	<b>Indicative time period for completion of the acquisition</b>	The Company has today, i.e., on 21 <sup>st</sup> May, 2025, completed acquisition of the first tranche of 594 Equity Shares and 2,201 CCPS of Mother Sparsh as per Transaction Documents executed on 17 <sup>th</sup> April, 2025.
7.	<b>Consideration - whether cash consideration or share swap and details of the same</b>	Cash.

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8.	<b>Cost of acquisition or the price at which the shares are acquired</b>	Approx. ₹ 50.6 crores.																
9.	<b>Percentage of shareholding / control acquired and / or number of shares acquired</b>	Post the aforementioned acquisition, the Company's shareholding in Mother Sparsh has increased from 26.50% to 39.47% of its share capital (on a fully diluted basis).																
10.	<b>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)</b>	<p>Mother Sparsh is a premium ayurvedic and natural personal care start-up, with focus on baby personal care, health &amp; hygiene and expert baby care.</p> <p>Other details are as follows:</p> <table border="1"> <tr> <td><b>Products / line of business of the target entity</b></td><td colspan="2">As stated above</td></tr> <tr> <td><b>Date of incorporation</b></td><td colspan="2">5<sup>th</sup> February, 2016</td></tr> <tr> <td rowspan="3"><b>Last 3 years' turnover</b></td><td>2024-25</td><td>₹ 99.6 crores</td></tr> <tr> <td>2023-24</td><td>₹ 58.7 crores</td></tr> <tr> <td>2022-23</td><td>₹ 48.4 crores</td></tr> <tr> <td><b>Country of operations</b></td><td colspan="2">India</td></tr> </table>	<b>Products / line of business of the target entity</b>	As stated above		<b>Date of incorporation</b>	5 <sup>th</sup> February, 2016		<b>Last 3 years' turnover</b>	2024-25	₹ 99.6 crores	2023-24	₹ 58.7 crores	2022-23	₹ 48.4 crores	<b>Country of operations</b>	India	
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