



January 12, 2024

National Stock Exchange of India Limited
Exchange Plaza, C-1, G Block
Bandra Kurla Complex, Bandra(E)
Mumbai 400 051
Scrip Code – **TATACONSUM**

BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai 400001
Scrip Code - **500800**

The Calcutta Stock Exchange Limited
7 Lyons Range
Kolkata 700 001
Scrip Code – **1000027**
(Demat) 27 (Physical)

Sub: Proposed Acquisition of Shares of Organic India Private Limited

Dear Sir/Madam,

Pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI Listing Regulations**”), this is to inform that, at its meeting held on January 12, 2024, the Board of Directors approved the acquisition of up to 100% of the equity share capital of Organic India Private Limited (**‘Organic India’** or **‘Target Company’**). The Company, thereafter, has entered into a share purchase agreement (**‘SPA’**) with Fabindia Limited to acquire up to 100% of the Target Company’s equity share capital. The completion of this acquisition is contingent upon the fulfillment of various terms and conditions specified in the SPA.

The details required under Regulation 30 of the SEBI Listing Regulations read with SEBI Circular No. SEBI/HO/CFD/CFD-PoD1/P/CIR/2023/123, dated July 13, 2023, are enclosed as **Annexure I**.

We request you to take this on record and to treat the same as compliance with the applicable provisions of the Listing Regulations.

Yours Sincerely,

For Tata Consumer Products Limited

Neelabja Chakrabarty
Company Secretary & Compliance Officer

TATA CONSUMER PRODUCTS LIMITED

11/13 Botawala Building 1st Floor Office No 2-6 Horniman Circle Fort Mumbai 400 001 India
Tel: 91-22-6121-8400 | Fax: 91-22-61218499
Registered Office: 1, Bishop Lefroy Road, Kolkata – 700 020
Corporate Identity Number (CIN): L15491WB1962PLC031425
Email: investor.relations@tataconsumer.com
Website: www.tataconsumer.com



Disclosure under sub-para (1) [i.e. Acquisition(s) (including agreement to acquire)] of Para A of Part A of Schedule III to the Regulation 30 of the SEBI Listing Regulations

Sr. No.	Particulars	
a.	Name of the target entity, details in brief such as size, turnover etc.;	<p>Organic India Private Limited (‘Organic India’ or ‘Target Company’), an Indian company primarily engaged in the business of manufacturing and sale of organic products including tea, infusions, herbal supplements and packaged foods</p> <p>Paid-up Share capital of Organic India is Rs 827,024,970 (divided into 82,702,497 Equity Shares of Rs.10/- each)</p> <p>Estimated turnover of Organic India for FY 23-24 is approximately Rs. 360 to 370 crores.</p>
b.	Whether the acquisition would fall within related party transaction(s) and 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>The acquisition does not fall within related party transactions.</p> <p>The promoter/promoter group/ group companies of TCPL have no interest in the Target Company.</p>
c.	Industry to which the entity being acquired belongs	Primarily organic food and beverage products
d.	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 Company has entered into a share purchase agreement (‘SPA’) on January 12, 2024 with Fabindia Limited for acquisition of up to 100% stake of the Target Company.</p> <p>The acquisition is in line with the Company's strategic intent of entering into new adjacent high</p>

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		growth/ attractive margin categories in the food and beverage space The acquisition will enable creation of health and wellness platform.				
e.	Brief details of any governmental or regulatory approvals required for the acquisition	None				
f.	Indicative time period for completion of the acquisition	Subject to fulfilment of terms and conditions as per the SPA, the acquisition of up to 100% equity shareholding is expected to be completed within 3 months.				
g.	Nature of consideration (cash consideration or share swap and details of the same)	All Cash				
h.	Cost of acquisition or the price at which the shares are acquired	Enterprise value on ‘no cash/no debt basis’ for 100% of the Target Company is Rs. 1,900 crores along with an additional earnout for the shareholders linked to FY2025-26 audited financials of the Target Company.				
i.	Percentage of shareholding/control acquired and/or number of shares acquired	The Company has agreed to acquire up to 100% of the Target company.				
j.	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)	<table border="1"> <tr> <td>Products / line of business of the target entity</td> <td>As stated in (a) and (c) above</td> </tr> <tr> <td>Date of incorporation</td> <td>February 17, 1997</td> </tr> </table>	Products / line of business of the target entity	As stated in (a) and (c) above	Date of incorporation	February 17, 1997
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		Last 3 years' turnover	Revenue from operations (consolidated)	
			FY22-23	Rs. 324.4 crores
			FY21-22	Rs. 361.8 crores
		FY20-21	Rs. 394.8 crores	
		Country of incorporation	India	
		Net worth as at March 31, 2023	Rs. 157.30 crores	

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