

February 14, 2025

To: DCS-CRD BSE Limited First Floor, New Trade Wing Rotunda Building, Phiroze Jeejeebhoy Towers Dalal Street, Fort, Mumbai 400 023 <b>Stock Code: 533229</b>	To: Listing Compliance National Stock Exchange of India Ltd. Exchange Plaza, 5 <sup>th</sup> Floor Plot No. C/1, 'G' Block Bandra- Kurla Complex Bandra East, Mumbai 400 051 <b>Stock Code: BAJAJCON</b>
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Dear Sir/Madam,

**Subject: Disclosure under Regulation 30 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015**

Pursuant to Regulation 30 read with Para A of Part A of Schedule III of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015, we would like to inform you that the board of directors of Bajaj Consumer Care Limited ("**Company**") in its meeting held today i.e. February 14, 2025 has accorded its approval for entering into a Share Purchase cum Shareholders Agreement with Vishal Personal Care Private Limited ("**Target Company**"), Peepul Capital Fund III LLC, and others for acquiring 100% of the equity shares of the Target Company from the existing shareholders of the Target Company in 2 (two) tranches ("**Share Purchase cum Shareholders Agreement**"). The Company shall acquire the 49% (forty nine percent) of the equity share capital of the Target Company in tranche 1 and the remaining 51% (fifty one percent) of the equity share capital will be acquired in tranche 2, subject to terms and conditions as agreed in the Share Purchase cum Shareholders Agreement.

Further, pursuant to the above acquisition of shares in 2 tranches, the Target Company will become a wholly owned subsidiary of the Company.

This disclosure is also being made available on the Company's website at [www.bajajconsumercare.com](http://www.bajajconsumercare.com).

The details as required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023 are enclosed herewith as **Annexure A** to this letter.

You are requested to kindly take note of the same.

Thanking you,

Yours faithfully,  
For **Bajaj Consumer Care Limited**

**Vivek Mishra**  
**Head-Legal & Company Secretary**  
**Membership No.: A21901**

**Encl: as above**

**Bajaj Consumer Care Limited**

1231, 3<sup>rd</sup> Floor, Solitaire Corporate Park, 167, Guru Hargovind Marg, Chakala, Andheri (East),  
Mumbai 400 093 I Tel.: +91 22 66919477/78 I CIN: L01110RJ2006PLC047173 I

Web: [www.bajajconsumercare.com](http://www.bajajconsumercare.com)

Registered Office: Old Station Road, Sevashram Chouraha, Udaipur- 313 001, Rajasthan  
Tel.: +91 0294-2561631, 2561632

**Annexure A**  
**Details of Acquisition (including Agreement to acquire)**

S. No.	Particulars	Description
1.	Name of target entity, details in brief such as size, turnover etc.	<p>Vishal Personal Care Private Limited (“<b>Target Company</b>”) having CIN: U24246TG2012PTC079909, incorporated on March 22, 2012, is engaged in the business of manufacturing and marketing of ayurvedic, herbal based and cosmetic personal care products.</p> <p>The authorised capital of the Target Company is INR 3,00,00,000 (Indian Rupees Three Crores) and the paid-up capital is INR 2,59,49,310 (Indian Rupees Two Crores Fifty-Nine Lakhs Forty-Nine Thousand Three Hundred and Ten).</p> <p>The turnover of the Target Company for the financial year ending March 31, 2024 is INR 51,53,19,713 (Indian Rupees Fifty-One Crores Fifty-Three Lakhs Nineteen Thousand Seven Hundred and Thirteen).</p>
2.	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 execution of Share Purchase cum Shareholders Agreement does not fall within the purview of related party transaction(s).</p> <p>Further, the promoter/ promoter group/ group companies have no interest in the Target Company.</p>
3.	Industry to which the entity being acquired belongs	Manufacturing (FMCG)
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 Target Company meets the Company’s acquisition criteria such as size, geography, growth, profitability, and portfolio.</p> <p>The Target Company is in the business of manufacturing (including contract manufacturing), trading and marketing of Ayurvedic and Herbal based personal care products including cosmetics and intermediates under the brand name “Banjara’s”. The Target Company has a manufacturing plant located in the outskirts of Hyderabad, Telangana, and has obtained AYUSH license under the Drugs and Cosmetics Act, 1960 for the manufacturing of ayurvedic and herbal products.</p> <p>The acquisition will provide the Company an access to wider distribution reach in Southern India along with well-run set up, robust sales process and experienced management and sales team. The acquisition will also help in the acceleration of innovation pipeline and new product launches by the Company in the five southern states.</p>
5.	Brief details of any governmental or regulatory approvals required for the acquisition	As the majority shareholder of the Target Company is a non-resident, the Company’s acquisition is in compliance with the provisions of the Foreign Exchange Management Act, 1999, Foreign Exchange Management (Non-debt Instruments) Rules, 2019.
6.	Indicative time period for completion of the acquisition	Approximately 3-4 months from the date of execution of the Share Purchase cum Shareholders Agreement, subject to completion of closing conditions under the Share Purchase cum Shareholders Agreement.

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7.	Consideration- whether cash consideration or share swap or any other form and details of the same	The consideration would be paid in cash at the time of closing of the transaction (in tranches) as agreed in the Share Purchase cum Shareholders Agreement.
8.	Cost of acquisition and/or the price at which the shares are acquired	Estimated cash consideration of approx. INR 120 crore at an Enterprise value of INR 108.3 crore, subject to adjustments as set out in the Share Purchase cum Shareholders Agreement.
9.	Percentage of shareholding / control acquired and / or number of shares acquired	The Company has entered into the Share Purchase cum Shareholders Agreement to acquire 100% of equity share capital of the Target Company in two tranches. The Company will acquire 49% in the first tranche and the remaining 51% will be acquired in the second tranche in terms of the Share Purchase cum Shareholders Agreement.
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>The Target Company was incorporated on March 22, 2012.</p> <p>As per the memorandum of association, the Target Company is engaged in the business of manufacturing and marketing Ayurvedic, Cosmetics and Herbal based hair and skin care products.</p> <p><b>Market Presence:</b> India</p> <p><b>Revenue from Operations for the last 3 years:</b></p> <p>(i) <b>FY 2023-24:</b> INR 51,53,19,713 (Indian Rupees Fifty-One Crores Fifty-Three Lakhs Nineteen Thousand Seven Hundred and Thirteen Only);</p> <p>(ii) <b>FY 2022-23:</b> INR 45,35,53,421 (Indian Rupees Forty-Five Crores Thirty-Five Lakhs Fifty-Three Thousand Four Hundred and Twenty-One Only);</p> <p>(iii) <b>FY 2021-22:</b> INR 39,42,77,730 (Indian Rupees Thirty-Nine Crores Forty-Two Lakhs Seventy-Seven Thousand Seven Hundred and Thirty Only).</p>

For **Bajaj Consumer Care Limited**

**Vivek Mishra**  
**Head-Legal & Company Secretary**  
**Membership No.: A21901**

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