



JAGSONPAL PHARMACEUTICALS LIMITED

Corporate Office: Nimai Tower, 3rd Floor, Plot No. 412-415, Phase-IV, Udyog Vihar, Gurugram -122015,
Haryana (India)

Ph.: +91 124 4406710; E-mail: cs@jagsonpal.com; Website: www.jagsonpal.com
CIN NO. L74899DL1978PLC009181

May 16, 2024

The Department of Corporate Services- Listing BSE Ltd, Phiroze Jeejeebhoy Towers, Dalal Street Mumbai-400 001 Scrip Code: 507789	The Department of Corporate Services- Listing National Stock Exchange of India Ltd Exchange Plaza, C-1, Block G, Bandra Kurla Complex, Bandra (E) Mumbai – 400 051 Symbol: JAGSNPHARM
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Subject: Disclosure pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations')

Dear Sir/ Madam,

In compliance with Regulation 30 read with Schedule III of the Listing Regulations and SEBI Circular SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023, we wish to inform you that Jagsonpal Pharmaceuticals Limited ('the Company') has signed Business Transfer Agreement ("BTA") for the purchase of India & Bhutan business of Yash Pharma Laboratories Private Limited ("Yash Pharma"), along with the brands and associated trademarks.

Details required to be disclosed under the Listing Regulation read with circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated 13th July, 2023 (Annexure-I) and a press release dated May 16, 2024 on the captioned subject are enclosed to this letter.

We also attach a press release and investor deck proposed to be released in connection with the acquisition.

We request you to take the above on record.

Thanking you,

Yours faithfully,

For Jagsonpal Pharmaceuticals Limited

Abhishek Joshi
Company Secretary & Compliance Office

Regd. Office: T-210 J, Shahpur Jat, New Delhi - 110049 (India)



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Annexure 1

Disclosure on signing of Business Transfer Agreement (BTA) for the purchase of India & Bhutan business of Yash Pharma Laboratories Private Limited

a)	Name of the target entity, details in brief such as size, turnover etc.;	Not applicable. Company is proposing to acquire business of Yash Pharma. Turnover of said portfolio for year ended March 31, 2024 was ₹ 47.7 Crores
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 "arms-length";	The said business transfer does not fall within the purview of related party transactions None of the promoter/promoter group/group companies have any interest in Yash Pharma
c)	Industry to which the entity being acquired belongs;	Pharmaceuticals
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);	The business acquisition gives Company access to Dermatology and Childcare segment and aligns well with strategic goal to broaden presence in the Indian market
e)	Brief details of any governmental or regulatory approvals required for the acquisition;	Not Applicable
f)	Indicative time period for completion of the acquisition;	45 days
g)	Nature of consideration - whether cash consideration or share swap or any other form and details of the same;	Cash
h)	Cost of acquisition and/or the price at which the shares are acquired;	The total consideration is ₹ 92.47 Crores (including deferred/conditional consideration)
i)	Percentage of shareholding/control acquired and/or number of shares acquired;	Not applicable
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);	Not applicable; Company is proposing to purchase India & Bhutan business along with brands and associated trademarks



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Jagsonpal Pharmaceuticals Limited to acquire India and Bhutan business of Yash Pharma Laboratories Private Limited

Gurugram, May 16, 2024: Jagsonpal Pharmaceuticals Limited (BSE: 507789, NSE: JAGSNPHARM) today announced that it has signed a Business Transfer Agreement for the acquisition of India and Bhutan business of Yash Pharma for ₹ 92.47 Crores. The consideration would be paid in cash and would be paid from internal accruals. The Company had cash balance of Rs. 135 crores as on December 31, 2023.

The transaction is subject to customary closing conditions and expected to close within 45 days.

Strategic Rationale

1. The acquisition gives access to ~₹ 20,000 Crores market of Dermatology and Childcare segment and aligns well with Company's strategic goal to broaden presence in the Indian pharmaceutical market. By offering a comprehensive range of products, the aim is to deliver greater value to stakeholders.
2. It strengthens presence in Western and Eastern regions of the country and gives access to a wider section of specialist – Dermatologists and Paediatricians.
3. Increases Doctor reach by 50% to 1,50,000+ prescribers.
4. Improves market standing by 18 positions to 73rd rank as per IQVIA.
5. It allows for an effective deployment of free cash for long term value creation.

About Yash Pharma

- Operating since 1972, the Company is engaged in manufacturing and marketing of Dermatology and Childcare focused products.
- The Company has a nation-wide field presence of ~ 225 people and a portfolio of 33 brands comprising Demelanizing agents, Antifungals, Haircare, Amoebicidal and Cough preparations.
- It has a strong doctor connect with ~54,000 prescribers across the country.



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Commenting on the acquisition, Mr. Manish Gupta, Managing Director stated **“The acquisition of the India and Bhutan businesses of Yash Pharma aligns with our vision of becoming a stronger India-focussed healthcare business with multiple growth levers. As part of the transaction, Company gets access to 30+ brands with 4 brands amongst top-10 of their molecule category. This acquisition is a gateway to attractive, fast-growing Dermatology and Childcare segments, bolstering our presence in the Indian pharmaceutical market.**

We wholeheartedly welcome ~250 Yash Pharma employees to the growing Jagsonpal family. We will now focus on supporting the commercial leadership team to accelerate growth in business as well as leverage synergies.”

Growthally Advisors were the advisors for the transaction. ThinkLaw Advocates were the legal advisor while Deloitte Touche Tohmatsu India LLP were the financial diligence partner for Jagsonpal Pharmaceuticals Limited. Khaitan & Co were the legal advisor for Yash Pharma.

A detailed presentation on the transaction is attached with this press release.

ABOUT JAGSONPAL PHARMACEUTICALS LIMITED

Jagsonpal Pharmaceuticals Limited is a Delhi-based pharmaceutical Company. Founded in 1978, the Company has a proven track record of over 4 decades in the Indian pharmaceutical market.

The Company has a robust portfolio of drugs focusing on Gynaecology and Orthopaedic segments. Over the years, the Company has successfully built multiple brands that today hold market-leading positions in respective segments. It has created a strong niche for itself with 17 brands amongst Top 5 brands in the molecule category. It has an extensive pan-India presence through its strong sales team of 900+ professionals.

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Infinity Holdings acquired a majority stake in the company and is a joint promoter of the company.
The Company is listed on the National Stock Exchange Limited (NSE) and BSE Limited (BSE).

For more information, please visit: www.jagsonpal.com

Mr. Ashish Lakhotia

Chief Financial Officer

Contact: cs@jagsonpal.com, +91 124 440 6710

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Unfolding a new chapter in **growth**

Jagsonpal to acquire **India & Bhutan** business of Yash Pharma

May 16, 2024



01

Insight into
Jagsonpal

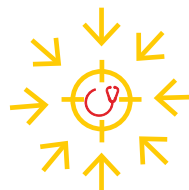


About Jagsonpal



Legacy of 6 decades

With a solid foundation since 1964, boasting a **remarkable 60-year track record**



Focus Segments

Portfolio of specialized products targeted towards **Gynaecology & Orthopedics**



Promoter group

Infinity Holdings acquired a majority stake and is **now a joint promoter, shaping a stronger path forward**



Leadership

Among Top-10 Companies operating in the **Gynaecology segment**



Extensive Coverage

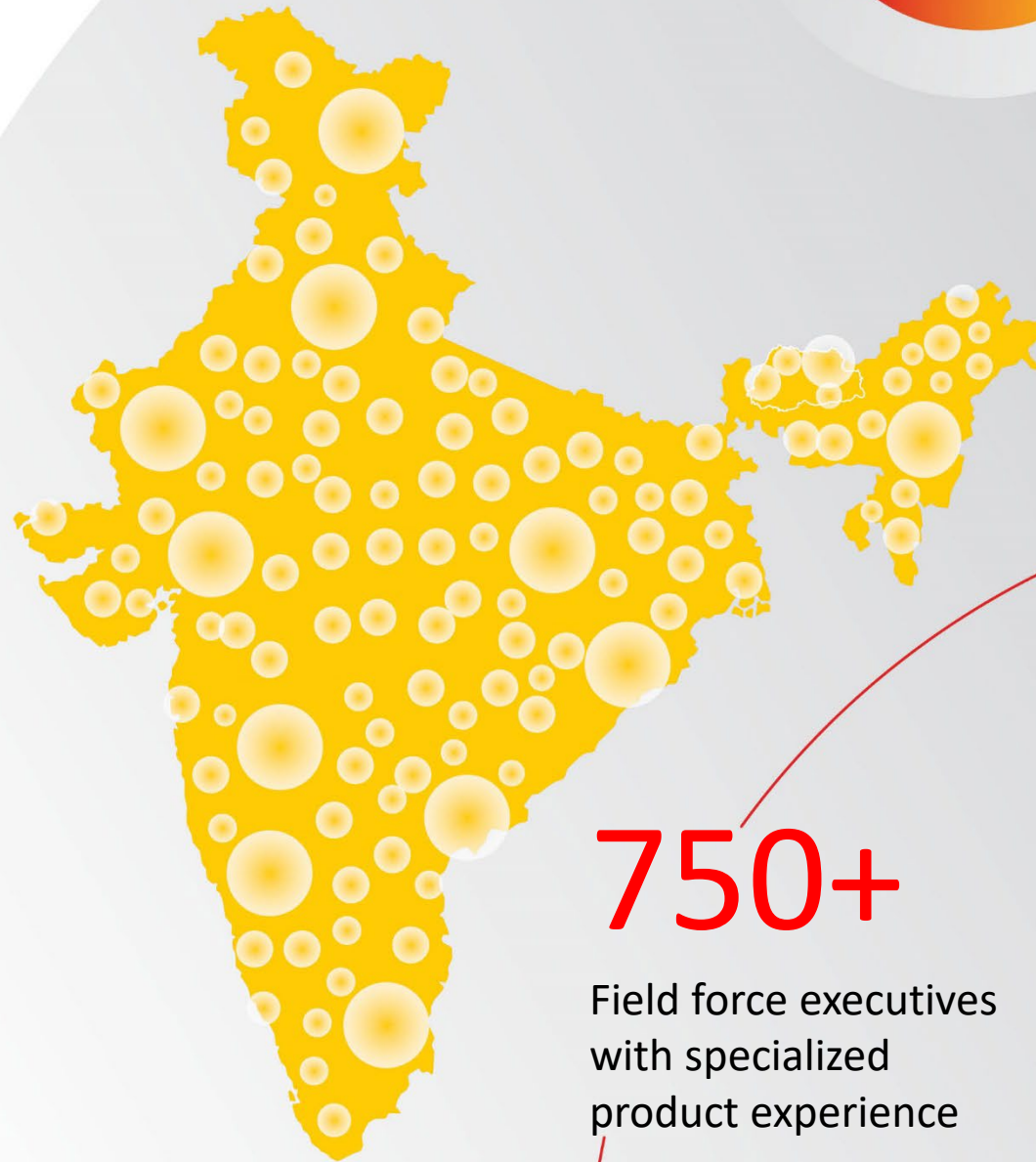
Comprehensive reach to **~1.25 lakhs pharmacies** across the country

Sales Team Expanse



1,00,000+

Doctors prescribe Jagsonpal's products



17

Strong network of stocking points

750+

Field force executives with specialized product experience

Journey in last 18 months

Leveraged strategic development of Dydrogesterone to create strong franchise – Divatrone, awarded 1st Runner Up in **“New Introductions by Companies up to 500 Cr”** in AWACS Marketing Awards 2022

Streamlined operations leading to improved operating margins, expanded by **680 bps in FY23**

Created headroom for growth and new launches through divisionalization of main division – **One for Gynae and another for Ortho**

Built-up war-chest for inorganic initiatives through operational levers – **generated ₹73 crores** of free cash net of dividend and tax since March 22. Cash balance **₹135+ crores** on December 31, 2023

02

About
Yash Pharma



Yash Pharma Biz: A strategic fit

Established in 1972,
headquartered in
Mumbai

Primary focus on
**dermatology and
child health**
segments

Nationwide presence,
with strengths in **eastern
and western zones,**
**contributing ~67% to
sales**

Portfolio of **33
brands, with top 10
accounting for ~70%**
of business





FY24 Revenue

₹ 47.7 Crores



Reach

Field force of 225+ individuals, with strength in Eastern and Western parts of the country



Prescription-driven

Strong base of ~54,000 prescribers



Strong presence

Deep reach in key states of Maharashtra, Uttar Pradesh, Bihar, Karnataka, and West Bengal



Profitable

Limited NLEM*
Exposure: 4 SKUs,
~11% of sales

Four brands feature among Top-10 brands in respective segments

Brands	*MAT Feb'24 Sales (₹ Cr)	Segment	*Rank	*Market Share
Eukroma	18	Derma	7	4.0%
Itratop	13	Derma	17	1.3%
Ventiphylline - PD	10	Pedia	2	8.1%
PRU	9	Derma	3	4.0%
KTC	8	Derma	13	1.6%
Lulyera	8	Derma	15	2.0%
Tinilox	8	Pedia	1	57.6%

03

Strategic
Rationale



Complimentary business with **no overlap**



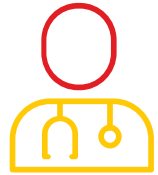
Market opportunity

Access to a large market size of ~₹20,000 Crore



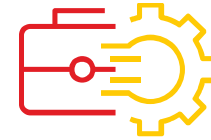
Company performance (Source: IQVIA)

₹122 Crores, 4-year CAGR at 7.8% (in-line with CVM)



Doctor specialty

Access to wider section of specialists – Dermatologists and Pediatricians



Business strength

Sales divisions with a field strength of ~225 individuals



Doctor coverage

Total doctor reach of ~54,000 prescribers

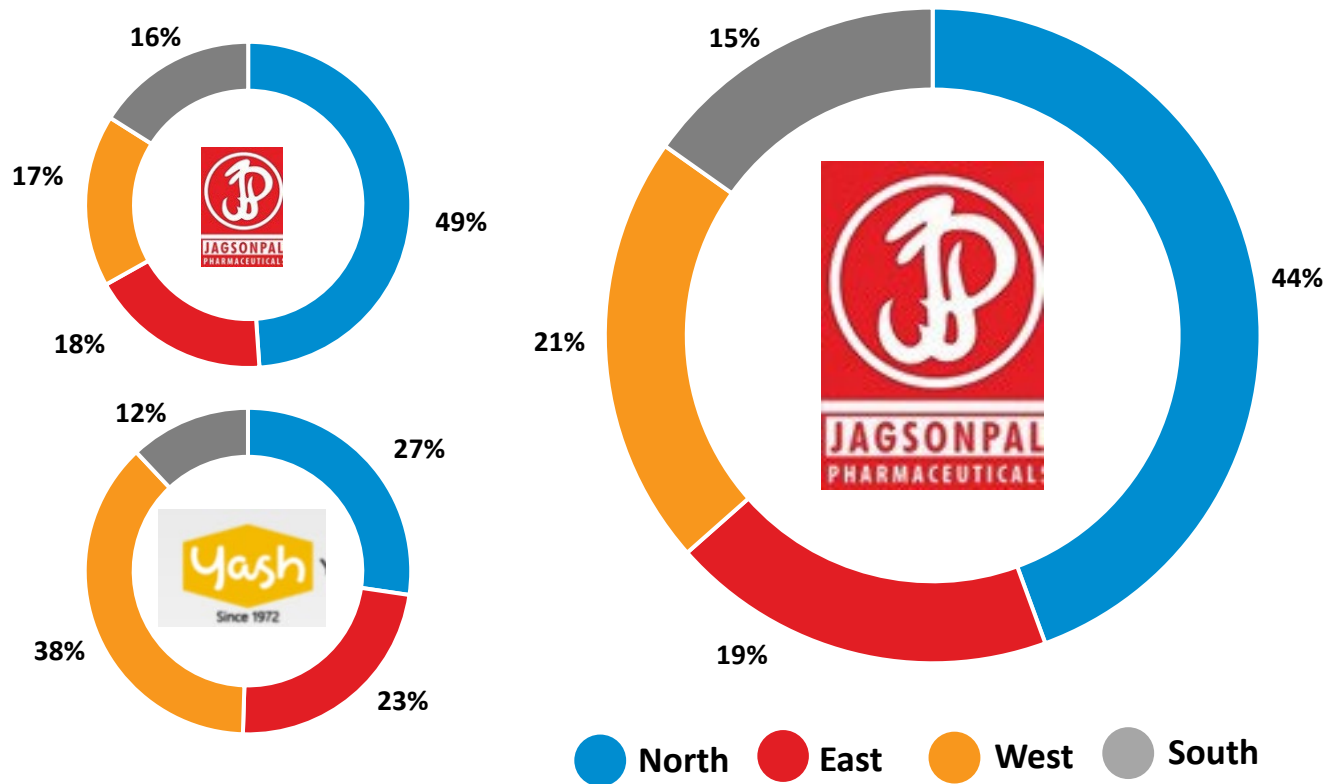


Fortifies National presence

Complimentary strength in Western & Eastern regions of the country

Strengthens field presence in the Eastern and Western regions of the country

Consolidated regional spread



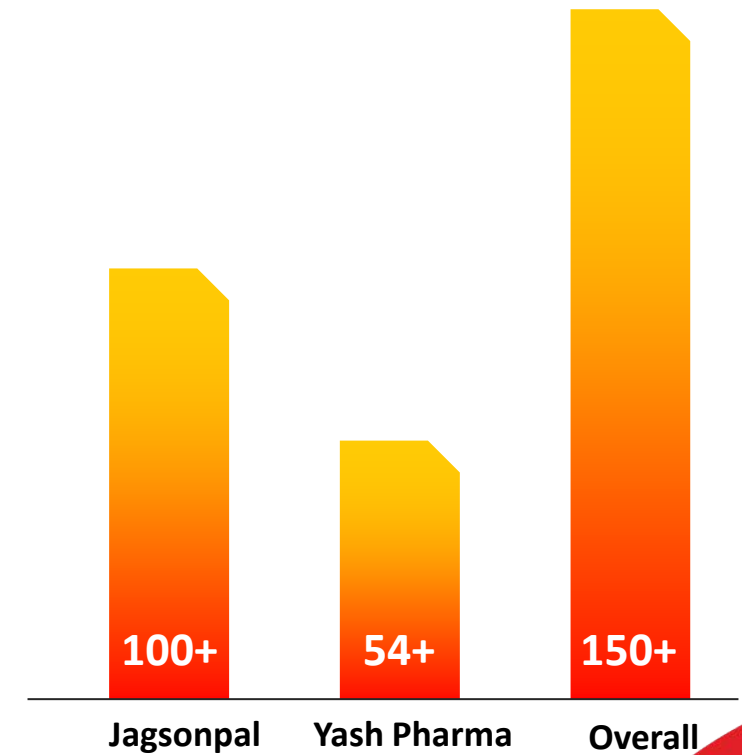
Consolidating capabilities: Specialty and field strength

Sales Divisions	Speciality	Field Strength
Jagsonpal	Gynaecology & Orthopaedics	750
Yash Pharma	Dermatology & Paediatric	225
Overall		975

Enhancing doctor reach

Prescriber Speciality	Jagsonpal	Yash Pharma	Overall
Gynaecologist	✓		✓
Orthopaedics	✓		✓
General Practitioner	✓	✓	✓
Dermatologist		✓	✓
Paediatrician		✓	✓

Prescribers ('000)



04

Charting
the future



Merger and Acquisition levers

New segment

Provides an opportunity to enter the niche high-value derma-cosmeceutical segment

Cost synergies

Extract synergies across all supply chain cost levers

Enhanced profitability

Operating margins of consolidated business to be >20% in 18 months

Sales force Effectiveness

Improved field force productivity through resource enhancement



Unlocking opportunities with complementary synergies and strengths



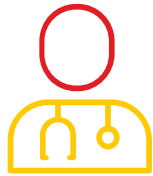
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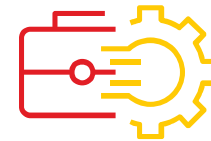
Company ranking

Improved rank to 73rd from 91st currently by 18 positions



Doctor specialty

Access to wider section of specialist - Gynecologist, Orthopedics, Dermatologist and Pediatricians



Business strength

Four sales divisions with field strength of ~975 individuals



Doctor coverage

Total doctor list reaches to ~1,54,000



National coverage

Strong presence in Northern, Western & Eastern regions

Opportunities going ahead

Leverage JPL's strong presence in **North** & Yash's depth in **West**. Field presence in Top-2 metros i.e. Delhi & Mumbai

Launch products in untapped Derma markets such as **Atopic Dermatitis, Acne, etc**

Specialty expansion to cater to underpenetrated **ENT specialists**

Multiple mid-sized brands, with headroom for growth

Align **profitability** with Jagsonpal within 18 months via supply chain synergies

With surplus cash, continue exploring **bolt-on opportunities**

Thank You



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