



A CSR Initiative



JAGSONPAL PHARMACEUTICALS LIMITED

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

February 21, 2025

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 Master Circular SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024 (“**Master Circular**”), we wish to inform you that Jagsonpal Pharmaceuticals Limited (the “**Company**”) has signed a Business Transfer Agreement (“**BTA**”) to acquire India business of Resilient Cosme-Ceuticals Private Limited (“**Resilient**”), along with the brands and associated trademarks.

Details required to be disclosed under the Listing Regulations read with the said Master Circular and a press release dated February 21, 2025 on the captioned subject are enclosed to this letter.

We request you to take the above on record.

Thanking you,

Yours faithfully,

For **Jagsonpal Pharmaceuticals Limited**

Abhishek Joshi
Company Secretary & Compliance Officer

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CIN NO. L74899DL1978PLC009181

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

Annexure 1

Disclosure on signing of Business Transfer Agreement (BTA) to acquire India business of Resilient Cosme-Ceuticals Private Limited (Resilient)

a)	Name of the target entity, details in brief such as size, turnover etc.;	Not applicable. The Company is proposing to acquire India business of Resilient. Turnover of the said portfolio for year ended March 31, 2024 was ₹ 16.58 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 proposed acquisition does not fall within the purview of related party transactions. None of the promoter/promoter group/group companies have any interest in Resilient.
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);	<ul style="list-style-type: none"> • The acquisition gives access to complimentary portfolio of Pharmaceuticals, Nutritional and Cosmetic products with market opportunity of ~₹ 1,000 Crores in India. • Strengthens business and presence in high value regions of the country of Maharashtra, Karnataka and Kerala. • Gives access to portfolio in growing acne, haircare and moisturizer segments.
e)	Brief details of any governmental or regulatory approvals required for the acquisition;	Not Applicable
f)	Indicative time period for completion of the acquisition;	Within 45 days from the date of signing of BTA



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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 ₹24 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 year's turnover, country in which the acquired entity has presence and any other significant information (in brief);	Not applicable; Company is proposing to purchase India business along with brands and associated trademarks on a slump sale basis.

Jagsonpal Pharmaceuticals Limited to acquire India business of Resilient Cosmeceuticals Private Limited

Gurugram, 21 February 2025: Jagsonpal Pharmaceuticals Limited (BSE: 507789, NSE: JAGSNPHARM) today announced that it has signed a Business Transfer Agreement to acquire the India business of Resilient Cosmeceuticals Private Limited for a cash consideration of ₹ 24 Crores, to be funded from internal accruals. The Company had a cash balance of ₹ 132 Crores as on December 31, 2024.

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

Strategic Rationale

- The acquisition gives access to a complimentary portfolio of Pharmaceuticals, Nutritional and Cosmetic products tapping into a ~₹1000 Cr market opportunity in India.
- Strengthens Jagsonpal's leadership in core segments, reinforcing the company's Top 10 position in Gynaecology and expanding its Dermatology presence.
- Adds a well-established wellness brand, addressing select portfolio gaps and expanding into fast-growing Acne, Haircare, and Moisturizer segments.
- Strengthens business presence in India's high-value regions, including Maharashtra, Karnataka, and Kerala.
- Expands engagement with specialist doctors, enhancing access to Dermatologists and Gynaecologists.
- Fits into Jagsonpal's asset light business model, ensuring seamless integration and scalability.

About Resilient

- Resilient is a privately held domestic pharmaceutical company, based in Pune
- Operating since 1997, its products are spread in the niche therapy areas of Gynaecology and Dermatology
- Portfolio consists of 18 brands with Top 5 brands contributing ~60% to annual sales
- Field team of 72 medical representatives and 17 field managers
- Presence in 6 states with Maharashtra, Karnataka and Kerala contributing ~86% of the business

Commenting on the acquisition, Mr. Manish Gupta, Managing Director stated *“This acquisition is a strategic move in Jagsonpal’s growth journey, reinforcing our commitment to scaling operations and enhancing our market presence in our focus therapies, leveraging the surplus cash generated from operations.*

The acquired business is complementary to Jagsonpal’s existing portfolio, and we are confident that it will deliver long-term value to all stakeholders.”

IncredMAPE were the transaction advisor to Resilient while ThinkLaw, advocates were the legal advisor for Jagsonpal.

Detailed presentation on the transaction is attached with this press release.

ABOUT JAGSONPAL PHARMACEUTICALS LIMITED

Jagsonpal Pharmaceuticals Limited is a leading pharmaceutical company with a proven track record of over four decades in the Indian pharmaceutical market.

The Company has a robust portfolio of drugs focusing on Gynaecology, Orthopaedics, Dermatology and Child-care segments. Over the years, the Company has successfully built multiple brands that today hold market-leading positions in their respective segments. It has created a strong niche for itself with 20+ brands amongst Top 5 brands in the molecule category, extensive pan-India presence and an experienced sales team of over 900 professionals.

The company is listed on the National Stock Exchange Limited (JAGSNPHARM) and Bombay Stock Exchange (Scrip code: 507789) and is headquartered in Delhi.

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

Company Contact	Investor Relations Team
Sachin Jain Chief Financial Officer Tel: +91 124 4406710	Devyanshi Dave Email- devyanshi@goindiaadvisors.com Mobile: +91-9892330743



February 21, 2025

Jagsonpal Pharmaceuticals Limited **to Acquire India Business of Resilient Cosmeceuticals** **Private Limited**

Safe Harbor

This presentation contains statements that constitute “forward looking statements” including and without limitation, statements relating to the implementation of strategic initiatives, and other statements relating to our future business developments and economic performance. While these forward-looking statements represent our judgment and future expectations concerning the development of our business, such statements reflect various assumptions concerning future developments and several risks, uncertainties and other important factors that could cause actual developments and results to differ materially from our expectations.

These factors include, but not limited to: 1) change in the general market and macro-economic conditions, 2) governmental and regulatory trends, 3) successful implementation of our strategy, R&D efforts, growth & expansion plans and technological changes, 4) movements in currency exchange and interest rates, 5) increase in the competitive pressures and technological developments, 6) changes in the financial conditions of third parties dealing with us, 7) changes in laws and regulations that apply to our customers, suppliers and the pharmaceutical industry.

Should one or more of these risks or uncertainties materialize, or should underlying assumptions prove incorrect, actual results, performance or achievements of Jagsonpal Pharmaceuticals Limited may vary materially from those described in the relevant forward-looking statements.

The information contained in this presentation is current, and if not stated otherwise, made as of the date of this presentation. The Company undertakes no obligation to update or revise any information in this presentation because of new information, future events or otherwise.

This presentation is for information purpose only and is not a prospectus, a statement in lieu of a prospectus, an offering circular, an advertisement or an offer document under the Companies Act, 2013, as amended, or the rules made thereunder, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended, or any other applicable law in India.

Resilient Cosmeceuticals Private Limited



Established player in Dermatology & Gynaecology

- Privately held domestic pharmaceutical company with a **27-year legacy**, headquartered in Pune.
- **Established presence in Dermatology & Gynaecology**, catering to niche specialty segments.
- **Presence across 6 states**, with a strong foothold in Maharashtra, Karnataka, and Madhya Pradesh.

Deep Doctor Engagement & Strong Field Force

- Actively engaged with **2,250 Dermatologists & 7,500 Gynaecologists**
- Dedicated team of **72 Medical Representatives & 17 Field Managers**
- PCPM of ₹ **2.10 lakhs**

Diverse Portfolio Catering to Specialty Segments



Portfolio (Source: IQVIA)



Key Brands (Source IQVIA)



Brand	Usage	Targeted Therapy	MAT* Sep'24 Sales (₹ Cr)
Hifolate	Active folate for Pregnancy	Gynaec	6.8
Clinsup	Vaginal infections	Gynaec	3.2
Zebi Forte	Multi-nutrient for wellness & Neuropathic pain	Gynaec + Derma	3.2
Epigen	Emollient for Dry skin	Derma	2.9
Zebihair	Hair fall and Premature greying	Derma	2.7

*MAT - Moving Annual Total

Business Snapshot



10%

3 Year Revenue CAGR

₹16.6 Cr

FY24 Revenue

₹8.8 Cr

H1FY25 Revenue

Top 5 brands accounting for **~60%** of annualized sales

NLEM portfolio contributing **~4%** to FY24 revenue

Acquisition Overview



Consideration

₹24 Cr; to be funded through internal accruals

Valuation

~1.5x FY24 Sales



Payment Terms

85% at closing, deferred consideration of 15% after 75 days

Expected Closing

By 31st March '25



Seller

Sachin Purohit and family
(2nd generation entrepreneur)

Transaction Structure

Business Transfer Agreement

Strategic Fit- Strengthening JPL's Naari & Unify divisions

01

Asset light model, fitting JPL strategy

- Resilient's asset-light model aligns with JPL's strategy, enabling seamless integration and scalable growth.
-

02

Reinforcing Leadership in Core Women's Health Segment

- Solidifies JPL's Top 10 position in Gynaecology, strengthening its women's health-focused Naari division.
 - Expands field presence across Western & Southern India, adding a well-established wellness brand, addressing portfolio gaps.
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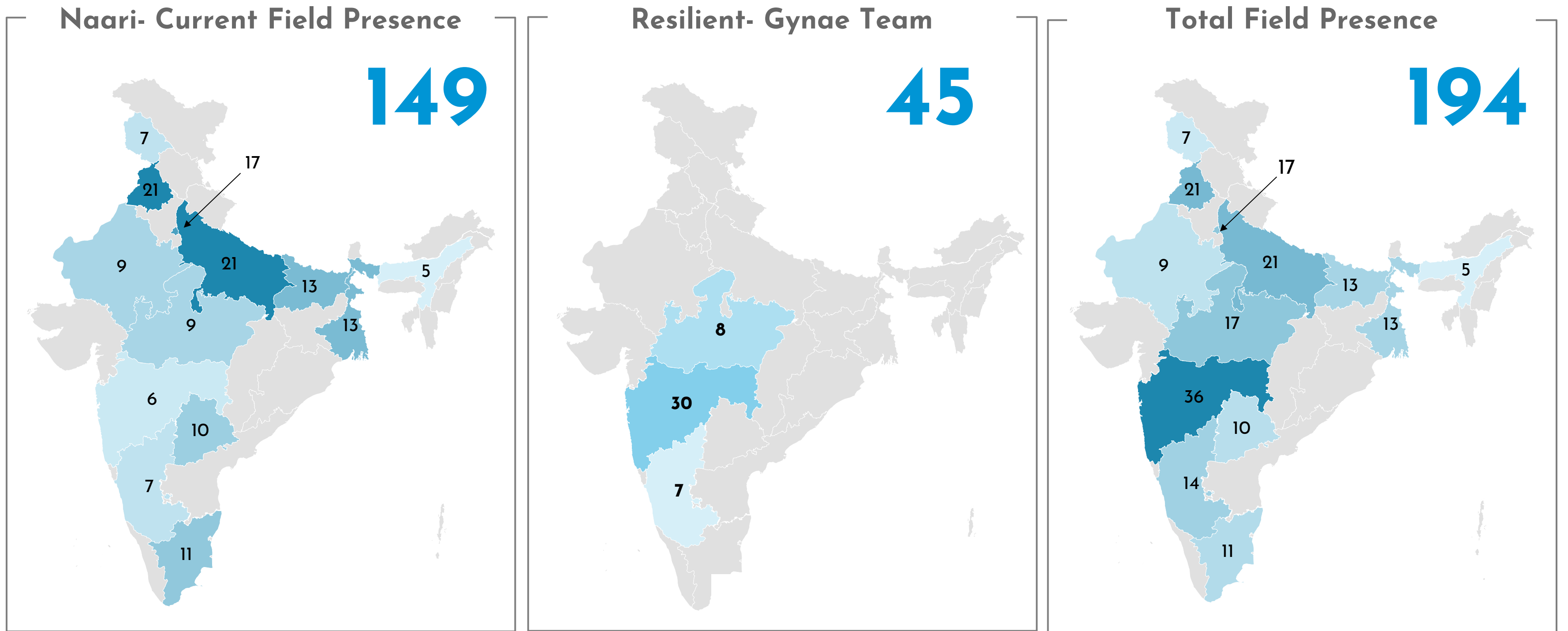
03

Strengthens JPL's Dermatology Segment within Unify Division (Yash Pharma biz)

- Expands portfolio depth with additions in hair care, emollients, and acne treatments.
 - Enables entry into Kerala while strengthening presence in Maharashtra and Karnataka.
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Strategic acquisition supported by JPL's track record of successful integration

Naari division-Deepens presence, portfolio expansion



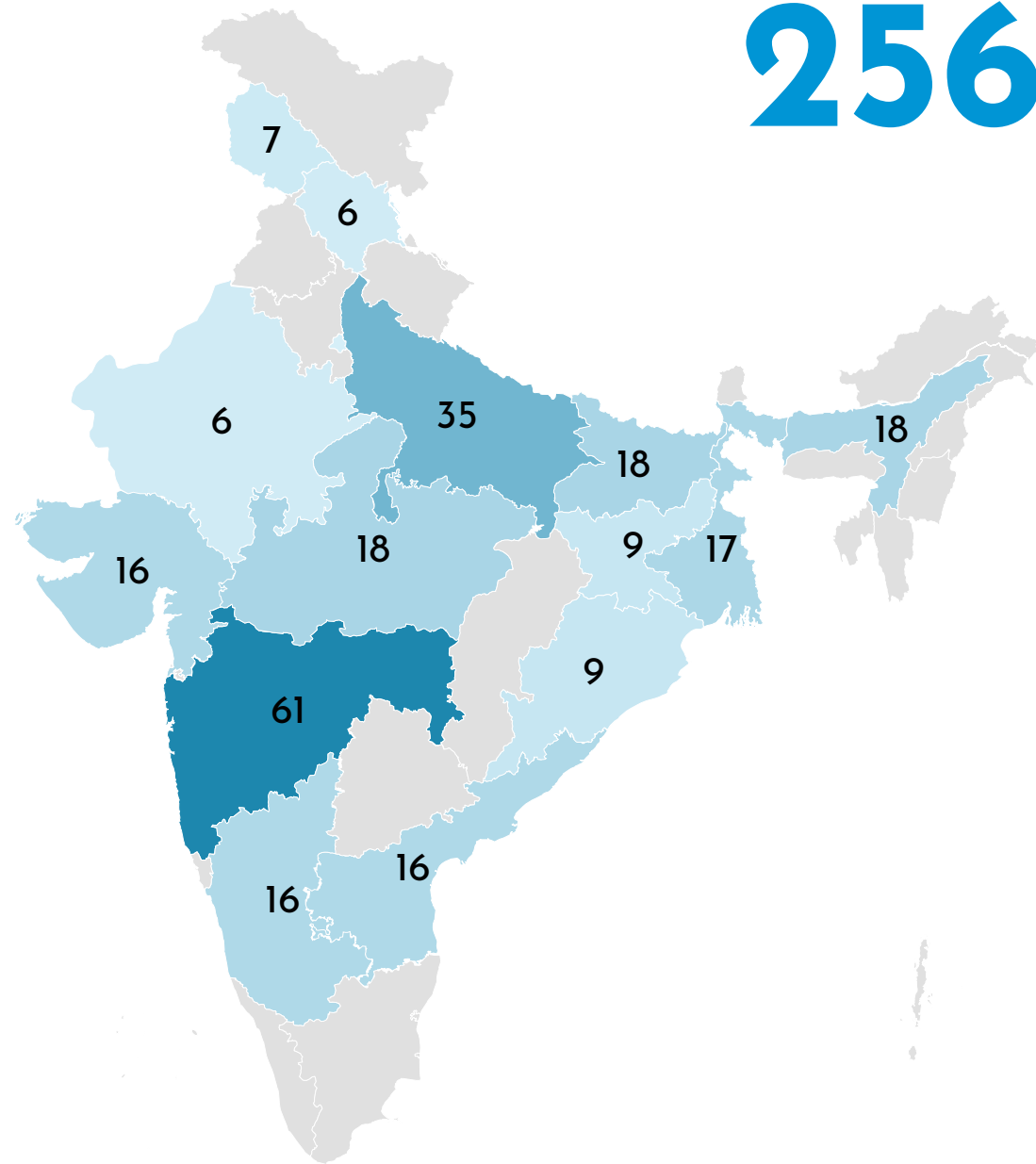
Deepens presence in Maharashtra, Karnataka & MP

Unify - Geographical & Portfolio strengthening



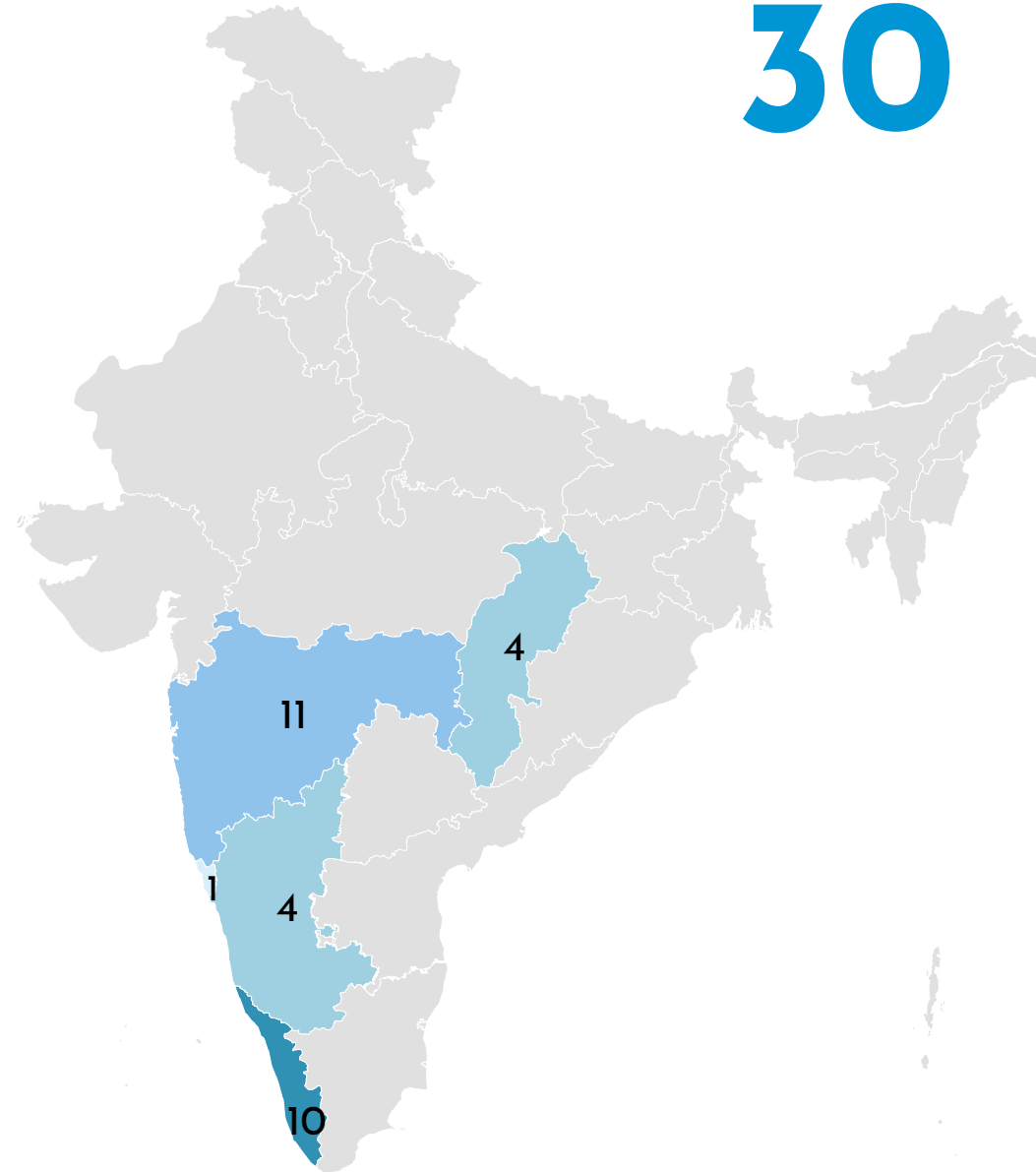
Unify- Current Field Presence

256



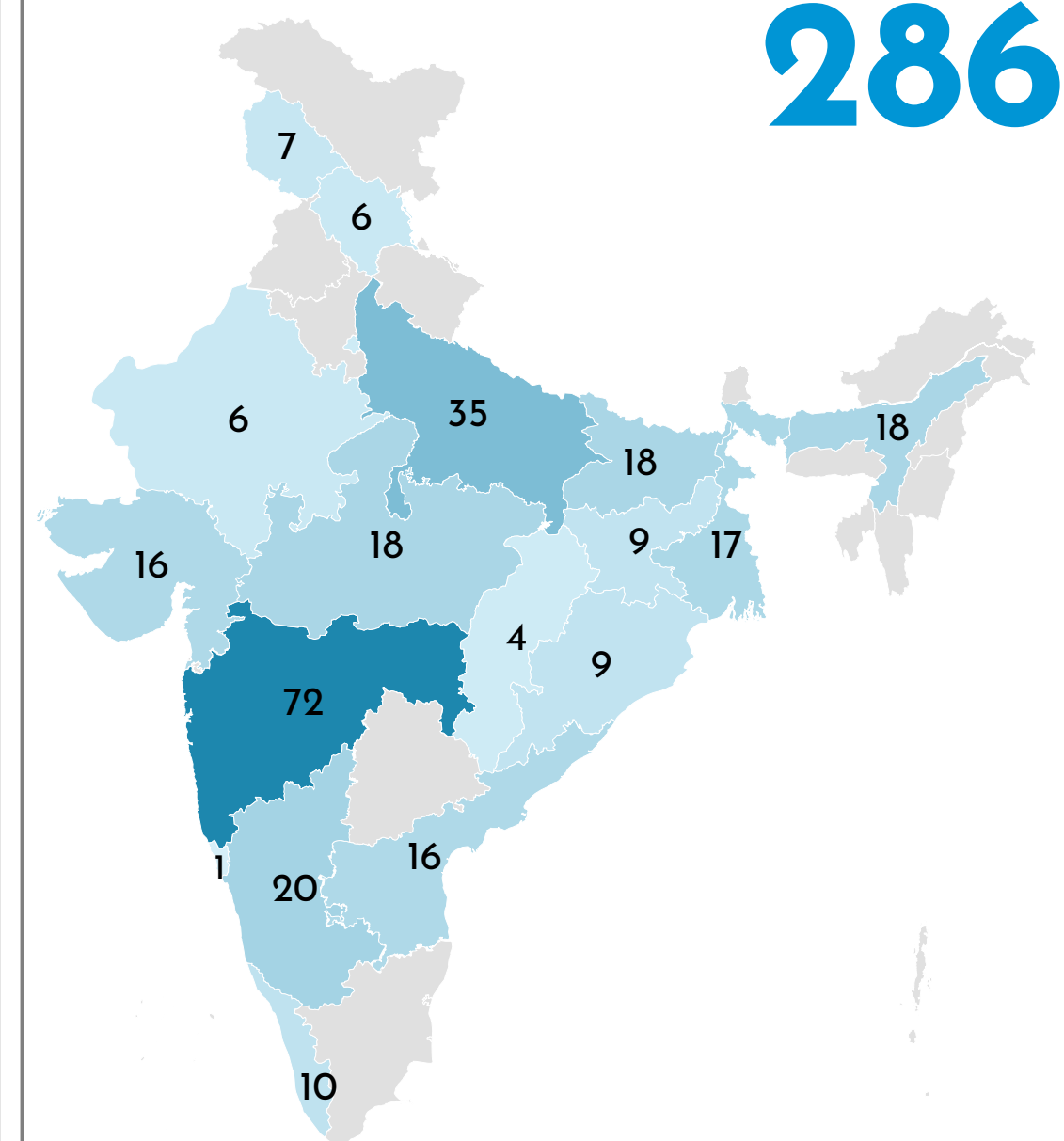
Resilient- Derma Team

30



Total Field Presence

286



Enables entry into Kerala whilst strengthening presence in Maharashtra, Chhattisgarh & Karnataka

Opportunities for continued growth

	JPL (pre-Unify)	JPL (post-Unify)	Resilient (Standalone)	Consol.
MAT Sep'24 (₹ Cr)	300	406	30	436
Rank	96	75	251	71

Improves ranking to **71st**

JPL's ranking improved from 96th to 71st over the past 12 months

Note: JPL refers to Jagsonpal Pharmaceuticals Limited

Management Commentary



Manish Gupta
Managing Director

“

“This acquisition is a strategic move in Jagsonpal’s growth journey, reinforcing our commitment to scaling operations and enhancing our market presence in our focus therapies, leveraging the surplus cash generated from operations.

The acquired business is complementary to Jagsonpal’s existing portfolio, and we are confident that it will deliver long-term value to all stakeholders.”

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Thank You

Feel free to reach out to us if you have any questions.

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