



CIN : L24231MH1992PLC323914

(Formerly known as Generic Pharmasec Limited)



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Date: 19<sup>th</sup> September, 2023

**BSE Limited**

**The Compliance Department of Corporate Services,**

Phiroze Jeejeebhoy Towers,

Dalal Street,

Mumbai - 400 001.

**Scrip Code: 531592**

**Sub: Intimation for execution of Share Purchase Agreement and Share Subscription cum Shareholders' Agreement in relation to acquire of 70% stake in Derren Healthcare Private Limited.**

**Ref: Intimation under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.**

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, as amended from time to time, we wish to inform you that Genpharmasec Limited ("the Company") has entered in to a definitive agreement to acquire 70% stake in M/s. Derren Healthcare Private Limited ("the Investee Company) in a staged manner over a period of 1 year, towards this end, the Company has today, i.e., 19<sup>th</sup> September, 2023 entered into following agreements:

- The Share Purchase Agreements [SPA] to acquire the stake of the Investee Company as on date from the existing shareholder and;
- The Share Subscription Cum Shareholder's Agreement [SSSA] to regulate the rights & obligations of the shareholders inter-se and for the internal management of the Investee Company. **The SSSA, inter-alia, envisages subscription to the Company's stake over a period of 1 year in phased manner.** Consequently, the Company shall own 70% of the stake of the Investee Company.

We enclose herewith the details required under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. CIR/ CFD /CMD/4/2015 dated September 9, 2015 as Annexure-I to this letter.

The Company has signed and executed the Share Purchase Agreement thereby proposing to acquire 70% stake over a period of one year in Derren Healthcare Private Limited on Tuesday, 19.09.2023.

Kindly take the same on records for your perusal.

Thanking you,

For and behalf of the Board of Director of,

**Genpharmasec Limited**

HETA  
DEEPAK  
SHAH  
Digitally signed by  
HETA DEEPAK  
SHAH  
Date: 2023.09.19  
21:44:33 +05'30'

**Heta Shah**

(Company Secretary & Compliance Officer)

Membership Number: A69749



Enclosure: a/a

## ANNEXURE - I

**Disclosure under sub para (1) [Acquisition(s) (including agreement to acquire)] of Para (A) of Part (A) of schedule III pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), read with SEBI Circular No. IR/CFD/CMD/4/2015 dated September 9, 2015:**

Sr. No.	Particulars	Details
1.	Name of the target entity, details in brief such as size, turnover etc.	Name: Derren Healthcare Private Limited ("DHPL")  Authorized Share Capital: ₹ 50,000,000/- (Rupees five crores only)  Paid up Share Capital: ₹ 50,000,000/- (Rupees five crores only)  Turnover: 71.75 lacs (for the financial year ended 31st March, 2023)
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, the nature of Interest and details thereof and whether the same is done at "arm's length":	The acquisition of shares of DHPL does not fall under related party transactions as per the provisions of Companies Act, 2013. The promoter/promoter group of the Company have no interest in the said acquisition.
3.	Industry to which the entity being acquired belongs:	Pharmaceutical Formulations
4.	Objects and effects 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).	To expand the activities of Genpharmasec Limited and to make a foray in manufacturing of formulations.
5.	Brief details of any governmental or regulatory approvals required for the acquisition;	Not Applicable
6.	Indicative time period for completion of the acquisition;	To be completed within 1 year from the execution of SPA and SSSA
7.	Nature of consideration - whether cash consideration or share swap and details of the same.	Cash Consideration - payment to be made through banking system.
8.	Cost of acquisition or the price at which the shares are acquired;	35,00,000 equity shares of Face Value of ₹ 10/- each. Cost of acquisition is ₹ 12,63,95,377/-  13,84,275 equity shares of Face Value of ₹ 10/- each. Cost of acquisition is ₹ 5,00,00,000/-
9.	Percentage of shareholding / control acquired and / or number of shares acquired;	70% equity shares of DHPL to be acquired by Genpharmasec Limited.
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).	DHPL was incorporated on 8 <sup>th</sup> October 2018.  Turnover of last three financial years: 2020-21: Nil 2021-22: Nil 2022-23: 71.75 lacs