

Date – 20<sup>th</sup> December, 2023

To, <b>BSE Limited (“BSE”),</b> Corporate Relationship Department, 2 <sup>nd</sup> Floor, New Trading Ring, P.J. Towers, Dalal Street, Mumbai – 400 001	To, <b>National Stock Exchange of India Limited (“NSE”),</b> “Exchange Plaza”, 5 <sup>th</sup> Floor, Plot No. C/1, G Block, Bandra-Kurla Complex, Bandra (East), Mumbai – 400 051
<b>Code: 543399</b>	<b>NSE Symbol: TARSONS</b>

**Subject: Intimation of signing of Share Purchase & Transfer Agreement**

Dear Sir/ Madam,

Pursuant to the provisions of Regulation 30 read with Part A of Schedule III of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR”), we would like to inform that Tarsons Products Limited (“the Company” or “Tarsons”) and Tarsons Life Science Pte Ltd. (“TLSPL”), a wholly owned subsidiary of the Company, has entered into Share Purchase & Transfer Agreement with Nerbe R&D GmbH and Nerbe plus GmbH & Co. KG (“German Entities” or “Target Entities”) on 20<sup>th</sup> December, 2023 and consequently the German Entities on acquisition have become subsidiaries of TLSPT and subsequently step down subsidiaries of the Company.

Details of Acquisition and Share Purchase & Transfer Agreement by Life Science, as required under the Regulation 30 SEBI LODR read with SEBI Circular No. SEBI/HO/CFD/CFD-PoD- 1/P/CIR/2023/123 dated 13<sup>th</sup> July, 2023, is enclosed as **Annexure – A** and **Annexure - B** respectively.

This intimation will also be hosted on the website of the Company at [www.tarsons.com](http://www.tarsons.com)

We request you to take the above information on record.

Thanking You,

**Yours Faithfully,**  
**For Tarsons Products Limited****Santosh Kumar Agarwal**  
**Company Secretary & Chief Financial Officer**  
**ICSI Membership No. 44836**

**Annexure – A**

Sr. No.	Particulars	Details												
1.	Name of the target entity, details in brief such as size, turnover etc.	<p>Tarsons Life Science Pte Limited, a wholly owned subsidiary of the Company, shall acquire Nerbe R&amp;D GmbH and Nerbe plus GmbH &amp; Co. KG (“Target Entities”), consequently on acquisition, the Target Entities shall become subsidiaries of Tarsons Life Science Pte Limited and hence step-down subsidiaries of Tarsons Products Limited.</p> <p>Turnover &amp; EBITA of Target Companies:</p> <table border="1"> <thead> <tr> <th>Year</th> <th>Turnover</th> <th>EBITA</th> </tr> </thead> <tbody> <tr> <td>2022</td> <td>16.1 million euro</td> <td>4.9 million euro</td> </tr> <tr> <td>2021</td> <td>30.5 million euro</td> <td>11.2 million euro</td> </tr> <tr> <td>2020</td> <td>33.0 million euro</td> <td>17.9 million euro</td> </tr> </tbody> </table>	Year	Turnover	EBITA	2022	16.1 million euro	4.9 million euro	2021	30.5 million euro	11.2 million euro	2020	33.0 million euro	17.9 million euro
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2022	16.1 million euro	4.9 million euro												
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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”?	No												
3.	Industry to which the entity being acquired belongs.	Distributor of Medical and laboratory disposables.												
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).	The acquisition is of strategic nature and will help the Tarsons Group to enhance its line of business.												
5.	Brief details of any governmental or regulatory approvals required for the acquisition.	Not Applicable												
6.	Indicative time period for completion of the acquisition.	January, 2024												
7.	Nature of consideration – whether cash consideration or share swap and details of the same.	Cash consideration												
8.	Cost of acquisition and/ or the price at which the shares are acquired.	Approx. 10-15 Million Euros, subject to closing adjustments.												
9.	Percentage of shareholding/ control acquired and/ or number of shares acquired.	After transaction closing, Tarsons Life Science Pte Limited, a wholly owned subsidiary of the Company shall have acquired 100% in the Target Entities, and the Target Entities would be the step-down subsidiaries of the Company.												
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 Entities are doing business in Germany of distribution of medical and laboratory disposables.</p> <p>Established in 1976 by Jurgen Nerbe, based out of Hamburg, Germany, the Target Entities are a distributor of plastic labware based out in Hamburg, Germany.</p> <p>The turnover and other financial details are as stated above.</p>												

**Annexure – B**

Sr. No.	Particulars	Details
1.	If the listed entity is a party to the agreement, i.e. details of the counterparties (including name and relationship with the listed entity).	Tarsons Products Limited and Tarsons Life Science Pte Limited have entered Share Purchase & Transfer Agreement with the Target Entities.
2.	If listed entity is not a party to the agreement: i. name of the party entering into such an agreement and the relationship with the listed entity; ii. details of the counterparties to the agreement (including name and relationship with the listed entity); and iii. date of entering into the agreement	Not Applicable
3.	Purpose of entering into the agreement.	Share purchase and transfer agreement has been entered for the acquisition of the Target Entities by Tarsons Life Science Pte Limited, a wholly owned subsidiary of the Company, pursuant to which the Target Entities shall become the step-down subsidiaries of the Company.
4.	Shareholding, if any, in the entity with whom the agreement is executed.	The Company has 100% shareholding in Tarsons Life Sciences Pte. Ltd., as it is its wholly owned subsidiaries. The Target Entities are the other parties to the agreement, which, upon closing, shall become the subsidiaries of Tarsons Life Sciences Pte. Ltd., and the step-down subsidiaries of the Company.
5.	Significant terms of the agreement (in brief) special rights like right to appoint directors, first right to share subscription in case of issuance of shares, right to restrict any change in capital structure etc.;	Tarsons Life Science Pte Ltd will become the holding Company of the German entities subsequent to the execution of share purchase agreement and shall have all the rights applicable to a holding company over its subsidiary company. The Company has also furnished a guarantee on behalf of Tarsons Life Sciences Pte Ltd, for payment of consideration.
6.	Extent and the nature of impact on management or control of the listed entity;	Not Applicable
7.	Details and quantification of the restriction or liability imposed upon the listed entity.	Tarsons Products Limited has given a corporate guarantee on behalf of Tarsons Life Sciences Pte Ltd, for payment of consideration, which would be a contingent liability.
8.	Whether, the said parties are related to promoter/promoter group/ group companies in any manner. If yes, nature of relationship.	No
9.	Whether the transaction would fall within related party transactions? If yes, whether the same is done at "arm's length"?	No
10.	In case of issuance of shares to the parties, details of issue price, class of shares issued.	Not Applicable
11.	Any other disclosures related to such agreements, viz., details of nominee on the board of directors of the listed entity, potential conflict of interest arising out of such agreements, etc.	Not Applicable

<b>12.</b>	In case of rescission, amendment or alteration, listed entity shall disclose additional details to the stock exchange(s): i. name of parties to the agreement; ii. nature of the agreement; iii. date of execution of the agreement; iv. details and reasons for amendment or alteration and impact thereof (including impact on management or control and on the restriction or liability quantified earlier); v. reasons for rescission and impact thereof (including impact on management or control and on the restriction or liability quantified earlier).	Not Applicable
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