

08 December 2025

India | Equity Research | Company Update

## Biocon

Pharma

### BBL deal EPS neutral, though holding structure simplified

Biocon is planning to purchase 23.3% stake from four investors in Biocon Biologics (BBL) for USD 1.17bn, valuing BBL at USD 5.5bn (EV of USD 6.6bn). It will issue shares of Biocon worth USD 773mn and will do a QIP of up to USD 500mn to make a cash payment to Viatris for the balance USD 400mn. Post the transaction, it will further acquire 1.6% stake from ESOP and RSU holders and make BBL a 100% subsidiary of the company. Although acquisition of the stake simplifies group structure, the 21% resultant dilution in equity for Biocon (preferential + QIP) offsets the benefits of profit accretion. It will pay Viatris USD 200mn through debt which may increase net debt to USD 1.3bn, though this will be repaid from the proceeds of QIP. Transaction is expected to complete by end-FY26. Retain SELL with an unchanged TP of INR 320.

### BBL in line to become a 100% subsidiary of Biocon

Biocon's stake in BBL had dipped to 68% post the acquisition of global biosimilar business of Viatris in Nov'22 worth USD 3.3bn. In the last couple of years, it has been working to increase its stake in BBL. In Jun'25, Biocon had raised INR 45bn through QIP proceeds, which was used for providing an exit to BBL's structured debt holders, and thereby, increasing Biocon's stake to 78% in BBL. Further, the company now plans to issue equity worth USD 1.27bn (preferential allotment worth USD 773mn and USD 500mn from QIP). Post completion of the entire transaction in Mar'26, it will also acquire the balance 1.6% stake from ESOP and RSU holders.

### Deal to be funded via a combination of equity and upfront cash

To acquire the 23.3% stake, Biocon will issue 171.3mn equity shares and a cash payout of USD 400mn. Biocon will acquire 16.8% stake from Viatris by issuing shares of Biocon worth USD 415mn (swap ratio of 61.7 shares of Biocon for every 100 shares held in Biocon Biologics) and upfront cash payment of USD 400mn (including USD 200mn in near term). It will also acquire 4.5% stake from Serum Institute, 0.5% from Tata Capital and 1.4% from True North by issuing 70.28 shares of Biocon for every 100 shares held in Biocon Biologics. The swap ratio values Biocon at INR 405.78 per share (~6% premium to CMP) and the entire deal (preferential + QIP) will result in a dilution of 21% for existing equity stakeholders of Biocon.

### Financial Summary

Y/E March (INR mn)	FY25A	FY26E	FY27E	FY28E
Net Revenue	1,52,617	1,81,581	2,15,308	2,43,684
EBITDA	31,663	37,576	47,409	55,459
EBITDA Margin (%)	20.7	20.7	22.0	22.8
Net Profit	3,133	6,700	15,346	20,700
EPS (INR)	1.9	4.1	9.5	12.8
EPS % Chg YoY	(15.0)	113.8	129.0	34.9
P/E (x)	198.3	92.6	40.5	30.0
EV/EBITDA (x)	25.7	20.2	15.6	12.9
RoCE (%)	2.1	2.7	4.1	5.0
RoE (%)	1.5	2.8	5.6	7.0

Abdulkader Puranwala

abdulkader.puranwala@icicisecurities.com  
+91 22 6807 7339

Nisha Shetty

nisha.shetty@icicisecurities.com

Darshil Jain

darshil.jain@icicisecurities.com

### Market Data

Market Cap (INR)	513bn
Market Cap (USD)	5,695mn
Bloomberg Code	BIOS IN
Reuters Code	BION.BO
52-week Range (INR)	425 /291
Free Float (%)	45.0
ADTV-3M (mn) (USD)	15.4

Price Performance (%)	3m	6m	12m
Absolute	5.4	16.3	1.0
Relative to Sensex	0.1	12.7	(3.2)

ESG Score	2023	2024	Change
ESG score	70.7	65.9	(4.8)
Environment	60.8	59.4	(1.4)
Social	57.7	53.8	(3.9)
Governance	84.8	81.1	(3.7)

Note - Score ranges from 0 - 100 with a higher score indicating higher ESG disclosures.

Source: SES ESG, I-sec research

Earnings Revisions (%)	FY26E	FY27E
Revenue	-	-
EBITDA	-	-
EPS	(0.2)	(0.1)

### Previous Reports

14-11-2025: [Q2FY26 results review](#)

09-08-2025: [Q1FY26 results review](#)

## Post transaction, Shreehas Tambe will lead the combined entity

To oversee the acquisition process, Biocon has formed a governance council chaired by Dr. Kiran Mazumdar-Shaw and a transition and integration council led by Shreehas Tambe. Post completion of the transaction, Shreehas Tambe will become the CEO & MD of the combined entity and Kedar Upadhye will be the CFO. Siddharth Mittal (current CEO & MD of Biocon) will transition to a group-level leadership role.

## Transaction to be EPS neutral

Biocon is likely to issue 297.4mn equity shares to fund the acquisition, resulting in a dilution of 21% stake for existing Biocon shareholders. Post transaction, minority shareholders of BBL will hold 10.48% stake and QIP holders will own 6.72% stake. Promoter shareholding in Biocon will decline from 54.45% to 44.44%. Reduction in minority interest will boost Biocon's profit by 20-22% post the deal; however, reported EPS may not see any meaningful rise due to equity dilution. New shareholders of Biocon will have a regulatory lock-in period of six months.

## Valuation and risks

Biocon has posted a strong turnaround in growth (revenue up 17.3%) and margin (+211bps) in H1FY26 led by launch of bUstekinumab, bdenosumab and baflibercept in key markets. Strong turnaround in growth is now being backed by simplifying group structure. In Jun'25, it raised INR 45bn in Biocon, proceeds of which were used to repay structured debt holders (Goldman Sachs, Kotak and Edelweiss) of Biocon Biologics, and thereby, increase its stake in BBL to ~75%. Its structured debt holders were paid a fixed coupon of 12%, and hence, repayment of it will lead to interest cost savings of ~INR 3bn in FY27.

The current deal for purchase of 23.3% stake from four minority stakeholders of BBL values the company at a steep valuation of USD 5.5bn (EV of 6.9bn) at 24.7x TTM EV/EBITDA while Biocon is valued at USD 6bn (INR 405.78 per share, 6% premium to CMP). While valuation of Biocon is derived on the basis of average traded price for 10 days prior to the computation of the deal, underlying assumptions for valuing BBL seem aggressive. Besides, the deal is unlikely to be EPS accretive due to significant dilution for existing Biocon shareholders.

Launches of new biosimilars and GLP-1 products though may boost revenue and earnings growth in the near term. However, issues such as rising competition, pricing pressure and change in regulatory landscape could hurt Biocon's business model significantly. Besides, payment of USD 200mn will be done to Viatris through debt issuance which will offset the benefit from reduction in interest outgo to a certain extent in the near term.

Post the deal, we have maintained our revenue and EBITDA estimates for FY26-28E, though maintain EPS for FY27-28E due to equity dilution from this deal. We retain **SELL** on Biocon with TP of INR 320.

**Key upside risks:** Healthy launches in biosimilars and generics segments; and early recovery in biologics margin.

## Exhibit 1: SoTP-based valuation

SoTP Valuation (EBITDA - Mar'27)	INR mn	(x)	Biocon's stake	Value (INR mn)
Generics	4,103	7	100%	28,723
Biosimilars	29,694	15	100%	436,502
CRDMO	13,612	22	52%	1,57,098
<b>Total EV</b>				<b>6,22,323</b>
Less: Net Debt				1,04,150
<b>Implied M-Cap</b>				<b>5,18,173</b>
<b>Value per share (INR)</b>				<b>320</b>

Source: Company data, I-Sec research

### Exhibit 2: Biocon Biologics current shareholding structure

Name of shareholders	No. of shares held	% stake
Biocon	1,30,41,94,884	75.1
Viatris	29,27,26,366	16.8
Serum	7,89,02,725	4.5
Tata	88,30,456	0.5
True North	2,51,27,315	1.4
ESOP & RSU	2,79,12,466	1.6
<b>Total Shares</b>	<b>1,73,76,94,212</b>	

Source: I-Sec research, Company data

### Exhibit 3: Biocon's shareholding post entire transaction

Name of shareholders	Shares held	% stake
Promoter	72,80,24,176	44.5
Viatris	9,19,67,019	5.6
Serum	5,54,48,765	3.4
Tata	62,05,589	0.4
True North	1,76,58,180	1.1
QIP investors	10,98,28,110	6.7
Others	62,52,15,040	38.3
<b>Total</b>	<b>1,63,43,46,880</b>	<b>100</b>

Source: I-Sec research, Company data

### Exhibit 4: Combined entity financials

Year	Biocon (includes 75% stake in BBL)	Biocon Biologics (BBL)	Combined entity	% increase
FY27E PAT	12,712	11,322	15,542	22
FY27E EPS	9.5		9.5	0
FY28E PAT	17,112	15,066	20,878	22
FY28E EPS	12.8		12.8	0

Source: I-Sec research, Company data

### Exhibit 5: Management's outlook for Biologics division and DCF derived valuation

Particulars (USD mn)	FY26E	FY27E	FY28E	FY29E	FY30E	FY31E	FY32E	FY33E	FY34E	FY35E
Number of months	6	12	12	12	12	12	12	12	12	12
<b>Net sales</b>	<b>666</b>	<b>1,502</b>	<b>1,724</b>	<b>1,963</b>	<b>2,240</b>	<b>2,631</b>	<b>2,946</b>	<b>3,456</b>	<b>3,824</b>	<b>4,197</b>
<b>Gross profit</b>	<b>287</b>	<b>806</b>	<b>998</b>	<b>1,189</b>	<b>1,440</b>	<b>1,804</b>	<b>2,090</b>	<b>2,531</b>	<b>2,801</b>	<b>3,075</b>
Gross margins (%)	43.1	53.7	57.9	60.6	64.3	68.6	70.9	73.2	73.2	73.3
<b>EBITDA</b>	<b>161</b>	<b>378</b>	<b>513</b>	<b>694</b>	<b>891</b>	<b>1,194</b>	<b>1,432</b>	<b>1,835</b>	<b>2,060</b>	<b>2,322</b>
EBITDA margins (%)	24.2	25.2	29.8	35.4	39.8	45.4	48.6	53.1	53.9	55.3
<b>Debt free net income</b>	<b>80</b>	<b>195</b>	<b>277</b>	<b>400</b>	<b>548</b>	<b>762</b>	<b>917</b>	<b>1,240</b>	<b>1,416</b>	<b>1,609</b>
Add: Depreciation and amortization	71	156	176	184	194	194	187	154	148	148
(Increase)/Decrease in net working capital	(168)	(82)	(70)	(75)	(92)	(94)	(64)	(37)	(90)	(100)
Less: Capital expenditure	(50)	(100)	(100)	(100)	(100)	(100)	(105)	(110)	(116)	(122)
<b>Debt free cash flow</b>	<b>(67)</b>	<b>168</b>	<b>283</b>	<b>409</b>	<b>549</b>	<b>761</b>	<b>934</b>	<b>1,247</b>	<b>1,358</b>	<b>1,535</b>
Discount rate (%)	14.6	14.6	14.6	14.6	14.6	14.6	14.6	14.6	14.6	14.6
<b>Present value debt free cash flow</b>	<b>(65)</b>	<b>147</b>	<b>215</b>	<b>272</b>	<b>319</b>	<b>386</b>	<b>413</b>	<b>481</b>	<b>457</b>	<b>451</b>
<b>Terminal Value</b>										
<b>Enterprise value of the Company</b>	<b>6,656</b>									
<b>Adjusted enterprise value</b>	<b>6,809</b>									
Less: gross debt	(1,250)									
<b>Equity value (USD Mn)</b>	<b>5,558</b>									

Source: Company data, I-Sec research

## Exhibit 6: Management's growth outlook for Syngene

Currency (INR mn)	FY26	FY27	FY28
Number of months	6	12	12
<b>Net sales</b>	<b>22,092</b>	<b>45,783</b>	<b>52,651</b>
<b>EBITDA</b>	<b>6,432</b>	<b>12,632</b>	<b>14,766</b>
EBITDA margin (%)	29.1	27.6	28.0
<b>Debt free net income</b>	<b>3,004</b>	<b>5,747</b>	<b>7,215</b>
Add: Depreciation and amortization	2,418	4,952	5,124
(Increase)/Decrease in net working capital	1,374	283	332
Less: Capital expenditure	(3,079)	(6,000)	(6,000)
<b>Debt free cash flow</b>	<b>3,716</b>	<b>4,982</b>	<b>6,672</b>
Discount rate (%)	13.8	13.8	13.8
<b>Present value debt free cash flow</b>	<b>3,598</b>	<b>4,738</b>	<b>5,153</b>
<b>Enterprise value as at Valuation Date</b>	<b>2,59,924</b>		
<b>Adjusted enterprise value</b>	<b>2,58,015</b>		
Add: net cash	5,807		
<b>Equity value</b>	<b>2,63,821</b>		
Holding company discount (%)	20.0%		
<b>Adjusted Equity Value</b>	<b>2,11,057</b>		

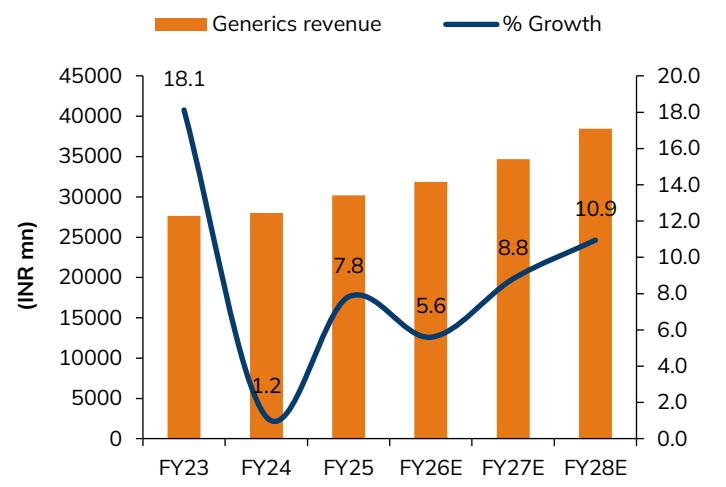
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Source: I-Sec research, Company data

### Exhibit 7: Management's growth outlook for generic business

Source: I-Sec research, Company data

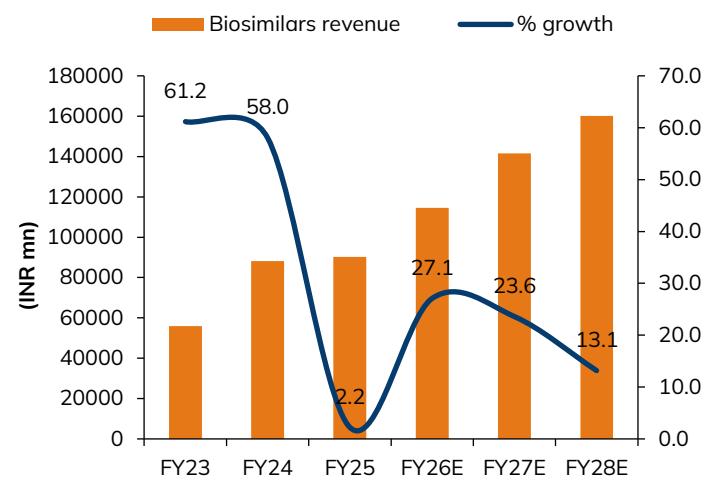
## Exhibit 8: Generics likely to grow at a modest pace ahead



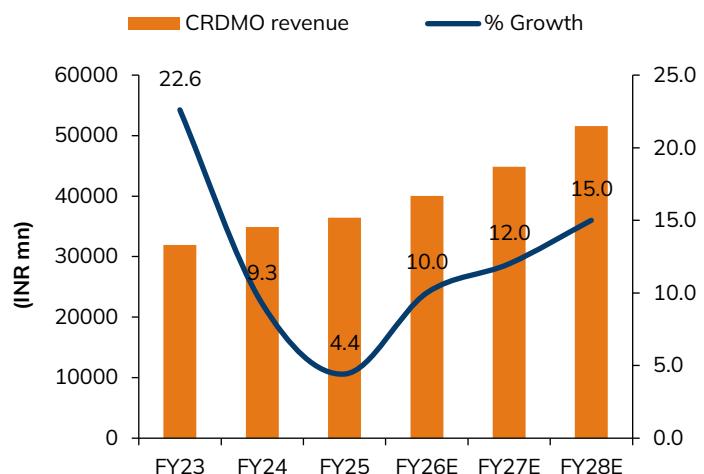
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Source: I-Sec research, Company data

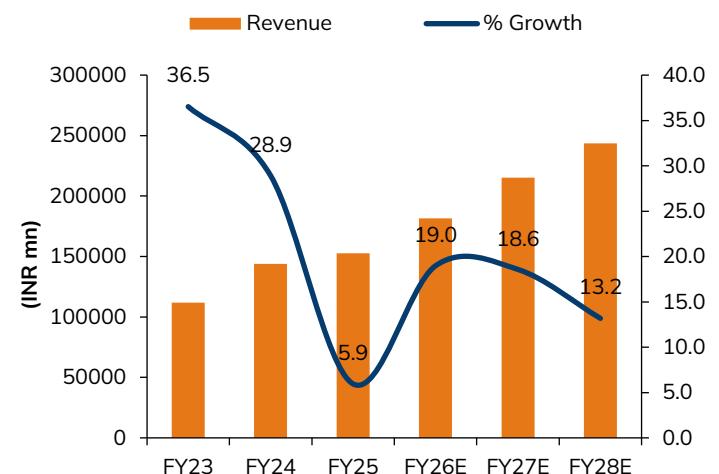
## Exhibit 9: New launches to boost traction in biosimilars



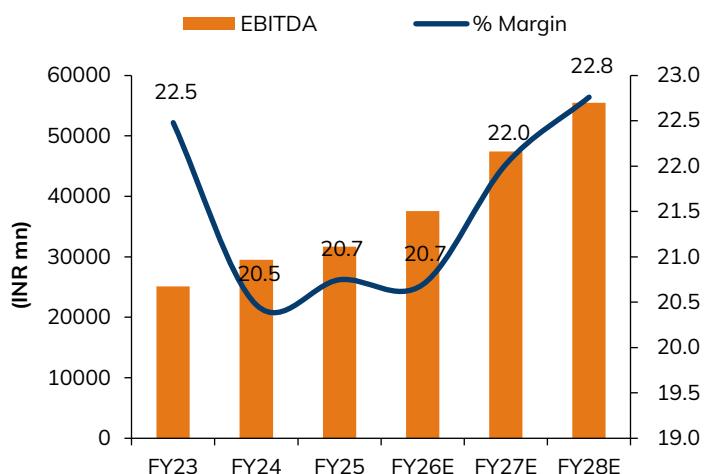
Source: I-Sec research, Company data

**Exhibit 10: Syngene CAGR likely at ~12% over FY25–28E**


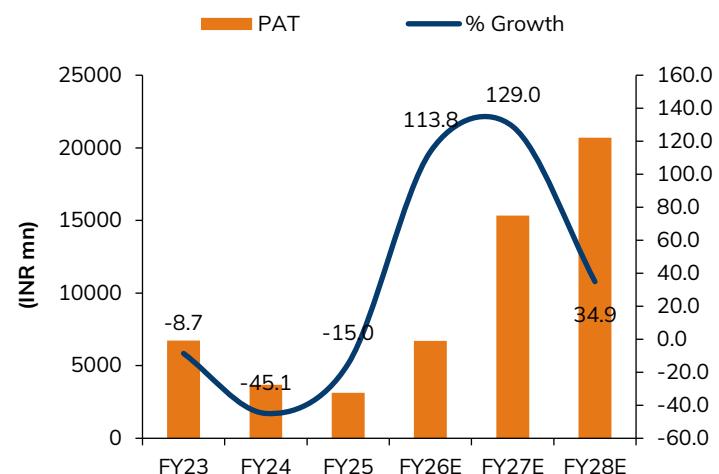
Source: I-Sec research, Company data

**Exhibit 11: Revenue CAGR estimated at ~17% over FY25–28E**


Source: I-Sec research, Company data

**Exhibit 12: EBITDA margin to improve ~200bps over FY25–28E**


Source: I-Sec research, Company data

**Exhibit 13: On a lower base, Adj. PAT to register CAGR of ~88% over FY25–28E**


Source: I-Sec research, Company data

**Exhibit 14: Shareholding pattern**

%	Mar'25	Jun'25	Sep'25
Promoters	60.6	54.5	54.5
Institutional investors	21.4	28.8	28.7
MFs and others	8.8	15.2	14.1
FIs/Banks	0.4	0.8	0.9
Insurance	6.6	6.8	7.1
FII	5.7	6.0	6.6
Others	18.0	16.7	16.9

Source: Bloomberg, I-Sec research

**Exhibit 15: Price chart**


Source: Bloomberg, I-Sec research

## Financial Summary

### Exhibit 16: Profit & Loss

(INR mn, year ending March)

	FY25A	FY26E	FY27E	FY28E
Net Sales	1,52,617	1,81,581	2,15,308	2,43,684
<b>Operating Expenses</b>	<b>1,20,954</b>	<b>1,44,005</b>	<b>1,67,899</b>	<b>1,88,225</b>
EBITDA	31,663	37,576	47,409	55,459
<b>EBITDA Margin (%)</b>	<b>20.7</b>	<b>20.7</b>	<b>22.0</b>	<b>22.8</b>
Depreciation & Amortization	16,870	18,907	19,597	20,197
EBIT	14,793	18,669	27,812	35,262
Interest expenditure	8,974	9,148	6,302	5,504
Other Non-operating Income	1,509	2,414	2,463	2,512
Recurring PBT	7,328	11,935	23,973	32,271
<b>Profit / (Loss) from Associates</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Less: Taxes</b>	<b>4,572</b>	<b>3,011</b>	<b>6,041</b>	<b>8,132</b>
PAT	2,756	8,924	17,932	24,138
Less: Minority Interest	(4,161)	(2,227)	(2,586)	(3,438)
Extraordinaries (Net)	11,538	291	-	-
Net Income (Reported)	10,133	6,710	15,346	20,700
<b>Net Income (Adjusted)</b>	<b>3,133</b>	<b>6,700</b>	<b>15,346</b>	<b>20,700</b>

Source Company data, I-Sec research

### Exhibit 17: Balance sheet

(INR mn, year ending March)

	FY25A	FY26E	FY27E	FY28E
Total Current Assets	1,58,389	1,76,128	2,07,623	2,42,208
of which cash & cash eqv.	41,202	36,662	43,415	57,094
Total Current Liabilities & Provisions	89,163	1,07,687	1,26,283	1,41,162
<b>Net Current Assets</b>	<b>69,226</b>	<b>68,441</b>	<b>81,340</b>	<b>1,01,045</b>
Investments	11,270	11,270	11,270	11,270
Net Fixed Assets	87,082	81,175	71,578	61,380
ROU Assets	6,042	6,042	6,042	6,042
Capital Work-in-Progress	41,017	41,017	41,017	41,017
Total Intangible Assets	2,70,576	2,70,576	2,70,576	2,70,576
Other assets	7,314	7,314	7,314	7,314
Deferred Tax Assets	6,283	6,283	6,283	6,283
<b>Total Assets</b>	<b>4,98,810</b>	<b>4,92,118</b>	<b>4,95,419</b>	<b>5,04,928</b>
<b>Liabilities</b>				
Borrowings	1,77,555	1,17,555	1,03,555	89,555
<b>Deferred Tax Liability</b>	<b>3,577</b>	<b>3,577</b>	<b>3,577</b>	<b>3,577</b>
provisions	2,608	2,608	2,608	2,608
other Liabilities	31,880	31,880	31,880	31,880
Equity Share Capital	6,003	8,091	8,091	8,091
Reserves & Surplus	2,10,437	2,60,835	2,75,551	2,95,621
<b>Total Net Worth</b>	<b>2,16,440</b>	<b>2,68,926</b>	<b>2,83,641</b>	<b>3,03,711</b>
Minority Interest	60,685	61,507	64,903	67,532
<b>Total Liabilities</b>	<b>4,98,810</b>	<b>4,92,118</b>	<b>4,95,419</b>	<b>5,04,928</b>

Source Company data, I-Sec research

### Exhibit 18: Cashflow statement

(INR mn, year ending March)

	FY25A	FY26E	FY27E	FY28E
<b>Operating Cashflow</b>	<b>40,612</b>	<b>33,238</b>	<b>37,685</b>	<b>43,812</b>
Working Capital Changes	36,166	22,603	17,776	18,010
Capital Commitments	(23,430)	(13,000)	(10,000)	(10,000)
<b>Free Cashflow</b>	<b>17,182</b>	<b>20,238</b>	<b>27,685</b>	<b>33,812</b>
<b>Other investing cashflow</b>	<b>21,089</b>	-	-	-
Cashflow from Investing Activities	(2,341)	(13,000)	(10,000)	(10,000)
Issue of Share Capital	99	45,000	-	-
Interest Cost	(8,974)	(9,148)	(6,302)	(5,504)
Inc (Dec) in Borrowings	-	-	-	-
Dividend paid	(829)	(630)	(630)	(630)
Others	(8,836)	(60,000)	(14,000)	(14,000)
Cash flow from Financing Activities	(18,540)	(24,778)	(20,932)	(20,134)
<b>Chg. in Cash &amp; Bank balance</b>	<b>19,731</b>	<b>(4,540)</b>	<b>6,753</b>	<b>13,679</b>
<b>Closing cash &amp; balance</b>	<b>42,318</b>	<b>36,662</b>	<b>43,415</b>	<b>57,094</b>

Source Company data, I-Sec research

### Exhibit 19: Key ratios

(Year ending March)

	FY25A	FY26E	FY27E	FY28E
<b>Per Share Data (INR)</b>				
Reported EPS	6.3	4.1	9.5	12.8
Adjusted EPS (Diluted)	1.9	4.1	9.5	12.8
Cash EPS	12.4	15.8	21.6	25.3
Dividend per share (DPS)	0.5	0.4	0.4	0.4
Book Value per share (BV)	133.8	166.2	175.3	187.7
Dividend Payout (%)	8.2	9.4	4.1	3.0
<b>Growth (%)</b>				
Net Sales	5.9	19.0	18.6	13.2
EBITDA	7.4	18.7	26.2	17.0
EPS (INR)	(15.0)	113.8	129.0	34.9
<b>Valuation Ratios (x)</b>				
P/E	198.3	92.6	40.5	30.0
P/CEPS	31.0	24.3	17.8	15.2
P/BV	2.9	2.3	2.2	2.0
EV / EBITDA	25.7	20.2	15.6	12.9
P / Sales	4.1	3.4	2.9	2.5
Dividend Yield (%)	0.0	0.0	0.0	0.0
<b>Operating Ratios</b>				
Gross Profit Margins (%)	65.9	65.1	65.5	66.0
EBITDA Margins (%)	20.7	20.7	22.0	22.8
Effective Tax Rate (%)	62.4	25.8	25.2	25.2
Net Profit Margins (%)	2.1	3.7	7.1	8.5
NWC / Total Assets (%)	-	-	-	-
Net Debt / Equity (x)	0.5	0.2	0.2	0.1
Net Debt / EBITDA (x)	4.4	2.2	1.3	0.6
<b>Profitability Ratios</b>				
RoCE (%)	2.1	2.7	4.1	5.0
RoE (%)	1.5	2.8	5.6	7.0
RoIC (%)	2.3	3.0	4.5	5.6
Fixed Asset Turnover (x)	1.9	2.2	2.8	3.7
Inventory Turnover Days	121	128	126	122
Receivables Days	135	143	142	139
Payables Days	161	174	172	166

Source Company data, I-Sec research

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Name of the Compliance officer (Research Analyst): Mr. Atul Agrawal, Contact number: 022-40701000, **E-mail Address :** [complianceofficer@icicisecurities.com](mailto:complianceofficer@icicisecurities.com)

For any queries or grievances: [Mr. Jeetu Jawrani](#) Email address: [headservicequality@icicidirect.com](mailto:headservicequality@icicidirect.com) Contact Number: 18601231122

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