

December 15, 2025

The Manager  
Listing Department  
National Stock Exchange of India Limited  
Exchange Plaza, 5th Floor  
Plot No. C1, 'G' Block, Bandra-Kurla Complex  
Bandra (East), Mumbai 400 051.

BSE Limited  
Corporate Relationship Department  
Floor  
25, P.J. Towers  
Dalal Street  
Mumbai 400 001.

**Symbol: RPGLIFE**

**Scrip code: 532983**

Dear Sir/Madam,

**Sub: Outcome of Board Meeting - Intimation under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").**

Pursuant to Regulation 30 read with Schedule III of the Listing Regulations, we are pleased to inform you that the Board of Directors of the Company, at its meeting held today, i.e., Monday, December 15, 2025, *inter alia*, considered and unanimously approved the following:

1. Appointment of Mr. Amol Lone as the Chief Financial Officer and Key Managerial Personnel (KMP) of the Company effective from December 15, 2025, based on the recommendation of the Nomination and Remuneration Committee of the Company.
2. Incorporation of a new wholly owned subsidiary ("**WOS**") of the Company, in the name and style "RPG Active Pharma Limited" or such other name, as may be approved by the Ministry of Corporate Affairs, to be engaged, *inter alia*, in the business of manufacture and marketing of active pharmaceutical ingredients ("**API**") and related pharmaceutical products.
3. Transfer of the API business of the Company to the WOS (upon its incorporation), as a going concern, pursuant to a business transfer agreement, and subject to receipt of applicable statutory and regulatory approvals.
4. Investment of an amount of up to Rs.105 crore in the WOS, in one or more tranches, for the purpose of capitalization, business operations and/or other related requirements. Necessary disclosures as required under the Listing Regulations read with applicable SEBI circulars shall be made as and when further investment is made in the WOS.

The detailed disclosures as required under Regulation 30 read with Schedule III of the Listing Regulations read with SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024 ("**SEBI Master Circular**"), in respect of aforesaid matters are enclosed as Annexures I, II and III, respectively.

The meeting commenced at 02:00 p.m. and concluded at 3.10 p.m.

Kindly take the above on record.

Thanking you,

Yours faithfully,

For RPG Life Sciences Limited

Rajesh Shirambekar  
Head – Legal & Company Secretary  
Encl: as above

**Annexure – I**

Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015.

**Appointment of Chief Financial Officer and Key Managerial Personnel.**

<b>Sr. No.</b>	<b>Particulars</b>	<b>Description</b>
1.	Reason for change viz., appointment, <del>resignation, removal, death or otherwise.</del>	Appointment of Mr. Amol Lone as the Chief Financial Officer and Key Managerial Personnel.
2.	Date of appointment <del>/ cessation (as applicable)</del> and term of appointment.	Effective from December 15, 2025.
3.	Brief Profile (in case of appointment)	Mr. Amol Lone has over two decades of experience in corporate finance, business controlling, financial planning and analysis, IND AS, IFRS, US GAAP, direct & indirect taxation (compliance, litigations, assessments), transfer pricing (study, execution, compliance and audits), treasury, debt restructuring, regulatory compliances (including SEBI, RBI and FEMA), audits, ERP implementations, and strategic decision making.  He is a chartered accountant and holds an MBA in International Business from ICAI, Hyderabad.
4.	Disclosure of relationships between directors (in case of appointment of a director)	Not Applicable.
5.	Affirmation pertaining to non-debarment from holding the office of Director by virtue of any SEBI order or any other such authority.	Mr. Amol Lone is not debarred from holding the office of director or key managerial personnel by virtue of any SEBI order or any other authority.

## **Annexure – II**

Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015.

### **Incorporation of a Wholly Owned Subsidiary (WOS).**

<b>Sr. No.</b>	<b>Particulars</b>	<b>Details</b>
1	Name of the target entity, details in brief such as size, turnover etc.	<p>The Board at its meeting held on December 15, 2025, approved the incorporation of a new wholly owned subsidiary ("WOS") of the Company in the name of "RPG Active Pharma Limited" or any other appropriate name as may be approved by the Ministry of Corporate Affairs.</p> <p>The WOS is proposed to be incorporated with an authorized share capital of INR 1,00,000 (Indian Rupees One Lakh) and paid-up capital of INR 95,000 (Indian Rupees Ninety Five Thousand). The WOS is yet to commence operations and does not have any turnover.</p>
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"	<p>Upon incorporation, the WOS would be a related party of the Company.</p> <p>Save as stated above, the promoters / promoter group / group companies are not interested in the transaction.</p>
3	Industry to which the entity being incorporated belongs	Pharmaceutical Industry.
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 WOS is proposed to be incorporated to engage in the business of manufacturing and marketing of various types of active pharmaceutical ingredients and pharmaceutical products. The incorporation of the WOS will enable focused management of the API business and enhance operational and strategic flexibility of the Company for growth of the API 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	Not applicable.
7	Consideration - whether cash consideration or share swap and details of the same	Subscription to 100% of the initial paid up capital of INR 1,00,000 (Indian Rupees One Lakh) of the WOS in cash.

8	Cost of subscription / price at which the shares are subscribed	Equity shares to be subscribed at face value of Rs. INR 10 (Indian Rupees Ten) per equity share of the WOS.
9	Percentage of shareholding / control by the listed entity and / or number of shares allotted.	The Company will hold 100% of the paid-up share capital of the WOS.
10	Brief background about the entity incorporated in terms of products / line of business	Not applicable since the proposed WOS is yet to be incorporated.

**Annexure – III**

Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015.

**Transfer of Active Pharmaceutical Ingredients (API) Business.**

Sr. No.	Particulars	Details
1	The amount and percentage of the turnover or revenue or income and net worth contributed by such unit or division or undertaking or subsidiary or associate company of the listed entity during the last financial year	Revenue of active pharmaceutical ingredients ("API") business for FY25 was Rs.90.24 crores, which represents about 13.8% of the turnover of the Company for FY25.  Net worth of API business as on March 31, 2025 was Rs. 90.61 crores, which represents (17.1%) of the total Net worth of the Company.
2	Date on which the agreement for sale has been entered into	The Board approved the proposal to transfer the API business of the Company to a wholly owned subsidiary ("WOS") of the Company (upon its incorporation) on December 15, 2025.  The business transfer agreement ("BTA") between the Company and its WOS, and any other transaction documents, as required, are expected to be executed by February 28, 2026, or such other date as may be mutually agreed between the parties.
3	The expected date of completion of sale/disposal	Subject to completion of customary conditions precedent, receipt of requisite statutory, regulatory, and/ or other approvals, if any, and in accordance with the provisions of the BTA, the transfer is expected to be completed by March 31, 2026 or such other date as may be mutually agreed between the parties.
4	Consideration received from such sale/disposal	The consideration for the transaction is expected to be approximately INR 50,00,00,000 (Indian Rupees Fifty Crore) and will be finally determined in accordance with the terms of the BTA, subject to customary adjustments, as may be mutually agreed between the parties.
5	Brief details of buyers and whether any of the buyers belong to the promoter/promoter group/group companies. If yes, details thereof	The API business of the Company is proposed to be transferred to a WOS (upon its incorporation). The WOS is proposed to be incorporated in the name and style "RPG Active Pharma Limited" or any other appropriate name as may be approved by the Ministry of Corporate Affairs ("MCA").

6	<p>Whether the transaction would fall within related party transactions?</p> <p>If yes, whether the same is done at "arm's length"</p>	<p>Yes, the API business is proposed to be transferred to a wholly owned subsidiary of the Company (upon incorporation) at the consideration based on book value.</p>
7	<p>Whether the sale, lease or disposal of the undertaking is outside Scheme of Arrangement?</p> <p>If yes, details of the same including compliance with regulation 37A of Listing Regulations</p>	<p>Yes, the transaction will be undertaken outside any scheme of arrangement.</p> <p>Further the proposed transfer of the API business of the Company does not constitute an undertaking or substantially the whole of an undertaking in terms of Section 180 of the Companies Act, 2013 and the API business is proposed to be transferred to a wholly owned subsidiary of the Company (upon incorporation). Hence, additional disclosures under Regulation 37A of the SEBI Listing Regulations are not applicable for the proposed transaction.</p>
8	<p>Additionally, in case of a slump sale, indicative disclosures provided for amalgamation / merger, shall be disclosed by the listed entity with respect to such slump sale.</p> <p>For the purpose of this sub-clause, "slump sale" shall mean the transfer of one or more undertakings, as a result of the sale for a lump sum consideration, without values being assigned to the individual assets and liabilities in such sales.</p>	<p>Not applicable.</p>