

THRU ONLINE FILING

March 28, 2025

BSE Ltd.
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai 400 023
Scrip Code – 524494

National Stock Exchange India Limited,
Exchange Plaza, C-1, Block-G,
Bandra Kurla Complex, Bandra – (East).
Mumbai-400051.
Scrip Code : IPCALAB

Dear Sir,

Sub: Outcome of Board Meeting held on 28th March, 2025

Pursuant to Regulation 30 of the Listing Regulations, we wish to inform you that the Audit Committee and the Board of Directors of the Company, at their meeting held on Friday, 28th March, 2025 have, *inter-alia*, approved the following :

- 1) As part of the Company’s operational strategy and to reduce number of manufacturing units and in order to minimize operational and other costs, the Company has decided to sell and transfer its formulations manufacturing facility situated at T-139, MIDC, Tarapur, Palghar– 401506, alongwith all rights, title and interest in the leasehold land, factory buildings, assets and liabilities, employees, etc. with respect to the said manufacturing facility to M/s. V. S. International Pvt. Ltd. on a slump sale basis, subject to necessary approvals, for a consideration of Rs. 36.90 crores.

The sale of this manufacturing unit will not have any impact on Company’s business since the products currently manufactured in the said manufacturing facility can be manufactured in the other manufacturing facilities of the Company.

The summary of proposed transaction is tabulated below as per requirement of SEBI LODR Regulations :

1.	Manufacturing unit /facility proposed to be sold	Sale of the formulations manufacturing facility of the Company situated at T-139, MIDC, Tarapur, Palghar – 401506 on a slump sale basis, subject to necessary approvals.
2.	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	<p>Because of the sale of this manufacturing unit, there is no impact on Company’s business since the products currently manufactured here can be transferred to other manufacturing facilities of the Company.</p> <p>This manufacturing facility was acquired by the Company in the year 2014 for a consideration of Rs. 38.61 crores. The present net written down value of this manufacturing unit in the Company’s books of accounts is Rs. 37.31 crores.</p>

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3.	Date on which the agreement for sale has been entered into	The agreement of sale will be entered into in due course of time subject to necessary approvals.
4.	The expected date of completion of sale	On or before 30 th June, 2025 or such other date as may be mutually agreed
5.	Consideration receivable from such sale	Rs. 36.90 crores on slump sale basis
6.	Brief details of buyers and whether the buyer belong to the promoter/ promoter group/ group companies. If yes, details thereof;	<p>M/s. V. S. International Pvt. Ltd., a <i>Company incorporated</i> under the provisions of the Companies Act, 1956. It is engaged in the business of development, manufacture, distribution and sale of pharmaceuticals.</p> <p>M/s. V. S. International Pvt. Ltd. does not belong to the promoter/ promoter group and is not a related party.</p>
7.	Whether the transaction would fall within related party transactions? If yes, whether the same is done at “arm’s length”	This transaction does not fall within the purview of related party transactions.
8.	Whether the sale, lease or disposal of the undertaking is outside Scheme of Arrangement? If yes, details of the same including compliance with regulation 37A of LODR Regulations	Not applicable
9.	Name of the entity(ies) forming part of the slump sale, details in brief such as size, turnover etc.;	Please see information disclosed in Serial Nos. 1-6 above.
10.	Whether the transaction would fall within related party transactions? If yes, whether the same is done at “arm’s length”;	The said transaction does not fall within the purview of related party transactions.
11.	Area of business of the entity(ies)	<p>The Company is engaged in the business of development, manufacturing, marketing and distribution of pharmaceuticals.</p> <p>M/s. V. S. International Pvt. Ltd. is also engaged in the business of development, manufacturing, marketing and distribution of pharmaceuticals.</p>

12.	Rationale for slump sale	Ongoing initiative of optimization of manufacturing facilities of the Company and reducing number of smaller manufacturing facilities so as to reduce overall administrative and other operating costs.
13.	In case of cash consideration – amount or otherwise share exchange ratio	Consideration of Rs. 36.90 crores payable in cash
14.	Brief details of change in shareholding pattern (if any) of listed entity	There will not be any change in the shareholding pattern of the Company due to this sale of manufacturing facility.
15.	Ernst & Young LLP acted as Company's Exclusive Advisors for this transaction.	

- 2) It is proposed that Ipca Laboratories Ltd., India (**the Company**) will acquire 100% share capital of Unichem Laboratories Ltd., Ireland (Unichem Ireland) from Unichem Laboratories Ltd., India (Unichem India) for a consideration of Rs. 4 Crores (Rupees Four Crores Only) all cash, subject to applicable consents/ approvals.

Ipca India will subsequently change the name of Unichem Ireland to Ipca Laboratories (Europe) Ltd. ("**Ipca Europe**") or such other name as was made available.

Unichem Ireland was incorporated on 15th June, 2011 to hold registration of formulation product dossiers in Europe and market/distribute the registered formulations manufactured by Unichem India in the European market. Presently, the company has only a few product registrations in Ireland and Netherlands and currently supplies pharmaceutical formulations manufactured by Unichem India in the Netherland market against the tender/s which it has successfully bid. The validity of the said tender supply is between 2025 to 2027. Unichem Ireland does not have any fixed assets or borrowings.

The Company is acquiring Unichem Ireland so as to make this company as its front-end in the European Market for holding formulation dossier registrations and market, sell and distribute registered pharmaceuticals in the European market, manufactured by the Company as well as Unichem India.

The financials of Unichem Ireland for the last 3 financial years are as under:

Particulars	(Rs in lakhs)			
	FY 2025 (till Feb.)	FY 2024	FY2023	FY 2022
Turnover	810.57	813.82	559.26	415.09
Cost of Sales	600.04	589.45	454.42	398.16
Admin/Other expenses	101.93	111.97	87.74	139.70
Profit/(Loss) after tax	108.60	112.40	17.09	(122.77)

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As at 31st March, 2024, the paid-up share capital of Unichem Ireland is Rs. 24.85 Crores and its accumulated losses are at Rs. 25.32 crores.

The proposed transaction will fall under Section 177 of the Companies Act, 2013 read with Regulation 23 of the Listing Regulations. The summary of proposed related party transaction is tabulated below as per requirement of SEBI LODR Regulations:

No.	Description	Transaction between the Company and Unichem Laboratories Ltd.
1.	Name of the target entity, details in brief such as size, turnover etc.	<p>Unichem Laboratories Ltd., Ireland (Unichem Ireland) (wholly owned subsidiary of the Company's subsidiary, Unichem Laboratories Ltd., India.).</p> <p>Details of the this company and its financials are given above.</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 "arms length"	<p>Unichem Laboratories Ltd. Ireland (Unichem Ireland) is a wholly owned subsidiary of the Company's subsidiary, Unichem Laboratories Ltd., India (Unichem India).</p> <p>It is proposed that the Company will acquire 100% of the shareholding of Unichem Ireland from Unichem India.</p> <p>The valuation for the transaction is arrived on the basis of valuation report of independent valuer, GMJ & Co., Chartered Accountants.</p>
3.	The Industry to which the entity being acquired belongs.	Unichem Ireland is engaged in the sale and distribution of pharmaceuticals manufactured by Unichem India in the European market.
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)	The object of acquisition of Unichem Ireland is stated hereinabove.
5.	Brief details of any governmental or regulatory approvals required for the acquisition	The consents, if any, shall be taken in due course of time.

6.	Indicative time period for completion of transaction	Subject to necessary consents, if any required, the transaction will be completed on or before 30 th April, 2025.
7.	Consideration – Whether cash consideration or share swap or any other form and details of the same	Rs. 4 Crores (Rs. Four crores only) all in cash.
8.	Cost of acquisition or the price at which the shares are acquired	Rs. 4 Crores (Rs. Four crores only) all in cash.
9.	Percentage of shareholding / control acquired and / or number of shares acquired	It is proposed to acquire 100% of the share capital of Unichem Laboratories Ltd., Ireland. Acquisition of 27,60,000 shares of Euro 1 each of Unichem Ireland representing 100% of its paid up share capital, from Unichem India by 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)	The required details are given above.
11.	Name of the director or key managerial personnel who is related, if any, and nature of relationship	Mr. Pranay Godha is on the Board of Unichem Ireland and Unichem India as their Non-executive Director and is also Managing Director/CEO of the Company.
12.	Nature of consideration - whether cash consideration or share swap and details of the same	The consideration shall be paid in cash.
13.	Tenure of the proposed transaction (tenure shall be specified);	One-time transaction.
14.	The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, represents the value of the proposed transaction.	0.05% of the annual consolidated turnover of the Company for the FY 2023-24.
15.	Justification as to why the RPT is in the interest of the listed entity	As mentioned in the above detailed note.

16.	A copy of the valuation or other external party report, if any such report has been relied upon/ The manner of determining the pricing and other commercial terms, both included as part of contract and not considered as part of the contract	The consideration is based on a valuation report by GMJ & Co., Chartered Accountants.
17.	Manner of determining the price and other commercial terms	Valuation Report as stated above.
18.	Details of transaction relating to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary	Not applicable.
19.	Whether all factors were considered and if not details of such factors not considered	Yes.
20.	Any other information that may be relevant	None

Kindly take this information on your records.

Kindly note that the meeting started at 11.30 a.m. and concluded at 12.30 p.m.

Thanking you

Yours faithfully

For Ipca Laboratories Limited

Harish Kamath
Corporate Counsel & Company Secretary