RPG LIFE SCIENCES

RPG LIFE SCIENCES LIMITED
Regd. Off.: RPG House
463, Dr. Annie Besant Road
Worli, Mumbai 400030, India
Tel: +91-22-24981650 / 66606375
Fax: +91-22-24970127
Email: info@rpglifesciences.com
www.rpglifesciences.com
CIN : L24232MH2007PLC169354

July 29, 2026

National Stock Exchange of India Limited Plot No. C/1, "G" Block, Exchange Plaza, Bandra Kurla Complex, Bandra (East), Mumbai 400 051	**BSE Limited** Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai 400 001
Symbol: RPGLIFE	**Security Code: 532983**

Dear Sirs,

Sub: Outcome of Board Meeting

In continuation to our letter dated December 15, 2025, and pursuant to Regulation 30 read with Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we hereby inform you that the Board of Directors of the Company, at its meeting held today, i.e., Wednesday, July 29, 2026, inter alia, considered and unanimously approved the following:

1. Execution of Business Transfer Agreement for Sale of Assets and other ancillary agreements pertaining to the API business of the Company to RPG Active Pharma Limited (RPGAP), a Wholly Owned Subsidiary of the Company (WOS), as a going concern on slump sale basis.

2. Execution of an Investment and shareholders' Agreement (IA) amongst the Company, RPGAP, India Life Sciences Fund IV Domestic (ILSF) and Vistaject Fund (VJF) for the proposed issue of shares by its wholly owned subsidiary RPG Active Pharma Limited ("RPGAP") and governance of RPGAP thereafter.

3. Execution of Share Purchase Agreement by RPGAP for acquisition of entire stake of Actis Generics Private Limited.

The details required pursuant to SEBI Master Circular No. HO/49/14/14(7)2025-CFD POD2/I/3762/2026 dated January 30, 2026, are given in Annexures A, B, C & D to this letter.

The Board Meeting commenced at 8:30 pm and concluded at 08:45 pm.

Yours sincerely,
For RPG Life Sciences Limited

RAJESH RAMESH SHIRAMBEKAR
Digitally signed by RAJESH RAMESH SHIRAMBEKAR
Date: 2026.07.29 23:34:08 +05'30'

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

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Annexure A

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

Business Transfer Agreement for transfer of Active Pharmaceutical Ingredients (API) Business to Wholly Owned Subsdiary.

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 FY26 was Rs. 95.06 crores, which represents about 13.54% of the consolidated turnover of the Company for FY26. Net worth of API business as on March 31, 2026 was Rs. 70.92 crores, which represents 11.72% of the total Net worth of the Company.
2	Date on which the agreement for sale has been entered into	July 29, 2026
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 sale is expected to be completed on or before 30th September 2026 or such other date as may be mutually agreed in writing by the parties.
4	Consideration received from such sale/disposal	The consideration for the transaction is about Rs. 33.55 crore (Rupees Thirty Three Crore Fifty Five Lakhs), subject to actual value of assets and liabilities on the closing date.
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 being sold to RPG Active Pharma Limited, Wholly Owned Subsdiary.
6	Whether the transaction would fall within related party transactions? If yes, whether the same is done at "arm's length"	Yes, the transaction is a related party transaction with a wholly owned subsidiary of the Company and is being done at "arm's length".

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7	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 Listing Regulations	Yes, the sale transaction shall be outside Scheme of Arrangement. The said sale of the API business undertaking 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. Further, the API business is proposed to be sold to a wholly owned subsidiary of the Company. Hence, additional disclosures under Regulation 37A of the SEBI Listing Regulations are not applicable for the proposed transaction.
8	Additional disclosures in case of a slump sale ("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.)	
(i)	name of the entity(ies) forming part of the slump sale, details in brief such as, size, turnover etc.;	Seller: RPG Life Sciences Limited was incorporated on 29th March, 2007 and has its registered office at RPG House, 463, Dr. Annie Besant Road, Worli, Mumbai - 400030, India. The standalone revenue from operations of the Company in FY26 was Rs. 707.52 Crores. Buyer: RPG Active Pharma Limited (RPGAP) was incorporated on 24th December, 2025 as a wholly owned subsidiary of the RPG Life Sciences Limited and has its registered office at RPG House, 463, Dr. Annie Besant Road, Worli, Mumbai - 400030, India. As, RPGAP was incorporated on 24th December 2025, it did not have any revenue from operations in FY26.
(ii)	area of business of the entity(ies)	Seller: The Company is engaged in the business of manufacturing and marketing of Pharmaceutical products and Active Pharmaceutical Ingredients in India and overseas. Buyer: RPGAP has been formed with its main object as carrying out the business of manufacturing Active Pharmaceutical Ingredients (API)

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(iii)	rationale for slump sale ~~amalgamation/ merger;~~	This slump sale will enable in providing sharper focus on growth of API business in the subsidiary while providing operational and strategic flexibility for the Company to pursue growth of the Formulations business.
(iv)	in case of cash consideration – amount or otherwise share exchange ratio	Cash consideration. Refer point no. 4 above.
(v)	brief details of change in shareholding pattern (if any) of listed entity	No change in the shareholding pattern of the Company is expected due to this transaction.

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Annexure B

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

Dilution of shareholding in RPG Active Pharma Limited, on account of further issue of capital by the WOS

Sr. No.	Particulars	Details
a.	The amount and percentage of the turnover or revenue or income and net worth contributed by such unit or division of the listed entity during the last financial year;	Revenue of active pharmaceutical ingredients (“**API**”) business for FY26 was Rs. 95.06 crores, which represents about 13.54% of the turnover of the Company for FY26. The net worth contributed by such API business is 11.72%.
b.	Date on which the agreement for sale has been entered into	29th July, 2026
c.	The expected date of completion of sale/disposal;	Within 120 days from date of agreement
d.	Consideration received from such sale/disposal;	India Life Sciences Fund IV Domestic and Vistaject Fund to invest collectively Rs. 243.33 crores in RPG Active Pharma Limited (RPGAP) for a stake of about 40% in RPGAP on a fully diluted basis.
e.	Brief details of buyers and whether any of the buyers belong to the promoter/ promoter group/group companies. If yes, details thereof;	Not Applicable
f.	Whether the transaction would fall within related party transactions?	No
g.	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;	Not Applicable

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Annexure C

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

Investment and Shareholders Agreement to be entered into between the Company, RPG Active Pharma Limited and India Life Sciences Fund IV Domestic and Vistaject Fund.

Sr. No.	Particulars	Details
a.	name(s) of parties with whom the agreement is entered;	RPG Active Pharma Limited (RPGAP) and India Life Sciences Fund IV Domestic (ILSF) and Vistaject Fund (VJF)
b.	purpose of entering into the agreement;	The Investment and Shareholders' Agreement envisages an initial aggregate investment of Rs. 243.33 crores in RPGAP by ILSF & VJF; with commitment by the parties to the IA to infuse an aggregate amount upto Rs. 700 crores with an aim to utilize the proceeds towards organic and inorganic growth opportunities in API business.
c.	shareholding, if any, in the entity with whom the agreement is executed	As on the execution date, the Company holds 100% of the share capital of RPGAP. The Company has no shareholding in ILSF or VSF
d.	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.;	There are no rights in the governance of the Company. However, RPGAP and its subsidiaries from time to time. The Agreement grants the investors (ILSF and Vistaject) customary governance and shareholder rights, board nomination rights, pre-emptive rights, affirmative voting rights, information rights, exit rights etc.
e	whether, the said parties are related to promoter/promoter group/ group companies in any manner. If yes, nature of relationship;	None of the parties except RPG Active Pharma Limited, a wholly owned subsidiary of the Company is related to promoter group.
f	whether the transaction would fall within related party transactions? If yes, whether the same is done at "arm's length";	No
g	in case of issuance of shares to the parties, details of issue price, class of shares issued;	Not Applicable to the Company
h.	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

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i.	in case of termination or amendment of agreement, 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 of amendment and impact thereof or reasons of termination and impact thereof.	Not Applicable

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Annexure D

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

Share Purchase Agreement between RPG Active Pharma Limited and Actis Generics Private Limited

Sr. No	Particulars	Details
1	Name of the target entity, details in brief such as size, turnover etc.	Name : Actis Generics Private Limited (Actis) Paid up capital : 74,50,000 equity shares of Rs. 10 each amounting to Rs. 7,45,00,000/- Turnover as per last audited Balance Sheet as at March 31, 2025 : Rs. 48,24,87,343.20
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 ~~incorporated~~ / acquired 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 acquisition is in line with the Company's strategy to expand its API business through its subsidiary Company.
5	Brief details of any governmental or regulatory approvals required for the acquisition	Not applicable.
6	indicative time period for completion of the acquisition	On or before November 15, 2026
7	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;	Rs. 80,00,00,000 (Rupees Eighty Crores) subject to working capital adjustments on closing as per the provisions of the share purchase agreement.
9	Percentage of shareholding / control by the listed entity and / or number of shares allotted.	100% of Actis Generics Private Limited will be held by RPG Active Pharma Limited.

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<table>
<tr><td>10</td><td>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);</td><td>
<table>
<tr><td>Sr. No</td><td>Particulars</td><td>Details</td></tr>
<tr><td>1.</td><td>Date of Incorporation</td><td>03/05/2012</td></tr>
<tr><td>2.</td><td>Products / line of business</td><td>Started in 2014 in Visakhapatnam, It's a 'Bulk Drug Intermediates' company. Actis is a key Indian supplier to many API (Active pharmaceutical Ingredient) companies. 'Actis' is part of supply chain from India for certain complex intermediates for APIs e.g., Rivaroxaban, Sitagliptin, Apixaban etc. with competitive cost position.</td></tr>
<tr><td>3.</td><td>Countries in which the acquired entity has presence</td><td>India</td></tr>
<tr><td colspan="3">Turnover of last 3 Audited financial statements.</td></tr>
<tr><td>1.</td><td>FY 2022-23</td><td>Rs. 65,64,28,301.20</td></tr>
<tr><td>2</td><td>FY 2023-24</td><td>Rs. 70,02,92,588.60</td></tr>
<tr><td>3</td><td>FY 2024-25</td><td>Rs. 48,24,87,343.20</td></tr>
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