

SEC/SB/570

June 25, 2026

To,

BSE Limited  
Sir Phiroze Jeejeebhoy Towers  
Dalal Street, Fort  
Mumbai – 400001  
Scrip code: 542333

National Stock Exchange of India Limited  
Exchange Plaza, 5<sup>th</sup> Floor  
Plot No. C-1, Block G  
Bandra Kuria Complex, Bandra (East)  
Mumbai – 400051  
Scrip code: RPSGVENT

Dear Sir/ Madam,

SUB: Intimation of the outcome of the meeting of the Board of Directors of RPSG Ventures Limited (“Company” or “RPSG”) held on June 25, 2026, and disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, as amended (“Listing Regulations”)

REF: A. Acquisition of Clarionix Healthcare Private Limited

B. Composite Scheme of Arrangement amongst Woodlands Multispeciality Hospital Limited and RPSG Ventures Limited and Clarionix Healthcare Private Limited and their respective shareholders and creditors under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013

Pursuant to provisions of Regulation 30 of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015, it is hereby informed that the Board of Directors of the Company (“the Board”) at its meeting today, i.e. June 25, 2026, has, *inter alia*, considered and approved the following:

**A. Acquisition of Clarionix Healthcare Private Limited**

Acquisition of 100% equity shareholding of Clarionix Healthcare Private Limited (CIN: U86100WB2026PTC288277) (“RPSG WOS”) and consequently it has become a wholly-owned subsidiary of the Company effective today.

The detailed disclosures as required under Regulation 30 read with Schedule III of the Listing Regulations and SEBI Master Circular bearing reference no. HO/ 49/14/14(7)2025-CFDPOD2/I/3762/2026 dated January 30, 2026, is enclosed herewith as Annexure-I.



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## B. Composite Scheme of Arrangement

A composite scheme of arrangement amongst the Company, Woodlands Multispeciality Hospital Limited (“WMHL”) and Clarionix Healthcare Private Limited (“RPSG WOS”) and their respective shareholders and creditors under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 (“Act”) (“Scheme”), which *inter alia*, provides for: (i) amalgamation of WMHL with the Company; and (ii) transfer and vesting of the Hospital & Nursing Undertaking (*as defined in the Scheme*) from the Company into RPSG WOS on a slump sale basis.

The Scheme is subject to receipt of necessary approvals from the jurisdictional bench of the National Company Law Tribunal (“NCLT”), stock exchanges, the Securities and Exchange Board of India, shareholders and such other authorities, as may be required.

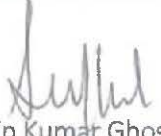
The Scheme as approved by the Board would be available on the website of the Company at <https://www.rpsgventuresltd.com> after submission of the same with the Stock Exchanges.

In terms of the Listing Regulations read with SEBI No SEBI/HO/CFD/POD2/P/CIR/2023/93 dated June 20, 2023, read with the SEBI Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024, we are furnishing herewith the details of the Scheme in Annexure II and Annexure III.

The Board Meeting commenced at 3:00 p.m. and concluded at 4:30 p.m.

Thanking you.

Yours faithfully,  
For and on behalf of RPSG Ventures Limited

  
Sudip Kumar Ghosh  
Compliance Officer



**Annexure I: Brief details of acquisition of Clarionix Healthcare Private Limited**

	Particulars	Details
1.	Name of the target entity, details in brief such as size, turnover etc.	Clarionix Healthcare Private Limited (CIN: U86100WB2026PTC288277) ("RPSG WOS")  Turnover- Nil
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	Main objects of RPSG WOS include establishing, maintaining, and managing facilities for medical care, nursing homes, hospitals, health clubs, blood banks and other related activities.
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 Company has acquired RPSG WOS to explore new business opportunities in the medical sector.
5.	Brief details of any governmental or regulatory approvals required for the Acquisition	Not Applicable
6.	Indicative period for completion of the acquisition	The Company has acquired 10,000 equity shares of face value of INR 10 each representing 100% of the Equity Share Capital of RPSG WOS for a purchase consideration of INR 1 lakh.
7.	Consideration - whether cash consideration or share swap or any other form and details of the same	Please see point (6) above.
8.	Cost of acquisition and/or the price at which the shares are acquired	Please see point (6) above.
9.	Percentage of shareholding /control acquired and / or number of shares acquired	Please see point (6) above.




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)	Please see point (1) to (4) above.  Date of Incorporation of RPSG WOS is May 20, 2026
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**Annexure II – Brief details of Amalgamation/ Merger**

<p>a) Name of the entity(ies) forming part of the amalgamation/ merger, details in brief such as size, turnover etc</p>	<p>1. <u>Woodlands Multispeciality Hospital Limited</u></p> <p>Total assets – INR 458.15 Crore (As on March 31, 2026) Net worth – INR 326.97 Crore (As on March 31, 2026) Revenue from operations – INR 250.08 Crore (during financial year 2025-26)</p> <p>2. <u>RPSG Ventures Limited</u></p> <p>Total assets – INR 4,336.61 Crore (As on March 31, 2026) Net worth – INR 1,610.86 Crore (As on March 31, 2026) Revenue from operations – INR 270.50 Crore (during financial year 2025-26)</p>
<p>b) Whether the transaction would fall within related party transactions? If yes, whether the same is done at "arms' length"</p>	<p>Yes, both the companies involved in the transaction are related parties to each other.</p> <p>In terms of General Circular No. 30/2014 dated July 17, 2014 issued by Ministry of Corporate Affairs ("MCA Circular"), the transactions arising out of compromises, arrangements and amalgamations under the Companies Act, 2013 ("Act"), will not attract the requirements of Section 188 of the Act.</p> <p>The consideration for the amalgamation is being discharged on an "arm's length" basis.</p>
<p>c) Area of business of the entity(ies)</p>	<p>a) WMHL, <i>inter alia</i>, engaged in the business of healthcare and other related services; and</p> <p>b) The Company is, <i>inter alia</i>, engaged in the business of information technology and allied services. The Company also leverages emerging opportunities in India through incubation of new businesses and making investments therein.</p>
<p>d) Rationale for amalgamation/ merger</p>	<p>The proposed Scheme would, <i>inter alia</i>, enable realisation of the following benefits:</p> <p>a. Consolidation of Hospital &amp; Nursing Business under a listed platform: Merging the hospital company into the listed entity brings the healthcare business owned by WMHL under a listed and regulated structure, enhancing overall corporate governance, institutional credibility, and stakeholder confidence.</p>

	<p>b. Enhanced access to capital: Consolidation into the listed entity enables the combined business to leverage public market infrastructure for future fundraising, thereby supporting long-term growth and expansion plans.</p> <p>c. Dedicated focus and independent growth of Hospital &amp; Nursing Business: Housing the Hospital &amp; Nursing Business within a wholly owned subsidiary post-merger enables dedicated management focus, allocation of ring-fenced resources, and the flexibility to induct strategic or financial investors, including private equity, at the subsidiary level and therefore facilitating accelerated capacity expansion without impacting the listed parent's capital structure.</p> <p>d. Business segregation and ring-fencing: The segregation of the Hospital &amp; Nursing Business given its distinct nature, enables effective ring-fencing of the other businesses within RPSG. This structure allows for clearer business delineation and improved risk management.</p> <p>e. Regulatory and licensing continuity <i>vis</i> subsidiarisation in Scheme: Conducting the subsidiarisation as part of the same scheme ensures seamless transfer of hospital licenses, registrations, accreditations, and third-party contracts without business disruption or need for fresh approvals.</p> <p>f. Enabling future strategic flexibility: The subsidiary structure positions the hospital business for potential strategic partnerships or dedicated capital raising.</p>
<p>e) In case of cash consideration – amount or otherwise share exchange ratio</p>	<p>The share exchange ratio for issue of consideration pursuant to the Scheme is summarized as follows:</p> <p>In consideration for the amalgamation of WMHL with the Company, the Company shall issue and allot 500 (Five Hundred) optionally convertible redeemable preference shares of INR 10 (Ten) each, fully paid (“OCRPS”), for every 1 (One) equity share of INR 10 (Ten) each, fully paid, of WMHL held by the Eligible Member (<i>as defined in the Scheme</i>) as on the Record Date (<i>as defined in the Scheme</i>).</p> <p>Terms of OCRPS <i>inter alia</i> are:</p> <ul style="list-style-type: none"> <li>- every 500 (Five Hundred) optionally convertible redeemable preference shares (“OCRPS”) shall be convertible into 5 (Five) equity share of INR 10 (Ten) each, fully paid</li> <li>- If the conversion right is not exercised by the OCRPS holder(s) within 18 (eighteen) months from the date of allotment, then each OCRPS shall be</li> </ul>

*Signature*



		<p>redeemed at par on completion of 78 (Seventy-Eight) months from the date of allotment.</p> <ul style="list-style-type: none"> <li>- After expiry of 18 months from the date of allotment of the OCRPS, a coupon of 6% p.a. shall be payable on a pro rata basis to the OCRPS holders who have not exercised their right to convert OCRPS into equity shares.</li> <li>- The coupon payable on the OCRPS shall be on a non-cumulative basis.</li> <li>- OCRPS will not be listed on any stock exchanges in the country.</li> </ul>																																													
f)	Brief details of change in shareholding pattern (if any) of listed entity	<p>Pursuant to the Scheme, equity shareholding pattern of the Company, pre and post the Scheme, will be as follows:</p> <table border="1"> <thead> <tr> <th colspan="3">PRE SCHEME</th> <th colspan="3">POST SCHEME</th> </tr> <tr> <th>As on 31<sup>st</sup> March 2026</th> <th>No of Shares</th> <th>% Holding</th> <th>Basis shareholding as on 31<sup>st</sup> March 2026</th> <th>No of Shares</th> <th>% Holding</th> </tr> </thead> <tbody> <tr> <td>Promoters</td> <td>2,10,13,125</td> <td>63.51</td> <td>Promoters</td> <td>2,10,13,125</td> <td>63.51</td> </tr> <tr> <td>Non-Promoters</td> <td>1,20,73,284</td> <td>36.49</td> <td>Non-Promoters</td> <td>1,20,73,284</td> <td>36.49</td> </tr> <tr> <td><b>Total</b></td> <td><b>3,30,86,409</b></td> <td><b>100</b></td> <td><b>Total</b></td> <td><b>3,30,86,409</b></td> <td><b>100</b></td> </tr> </tbody> </table> <p>Upon Scheme becoming effective, WMHL shall be dissolved without being wound up.</p> <p>In the event all OCRPS issued pursuant to the Scheme to Eligible Members are converted to equity shares in terms of the Scheme, the post Scheme shareholding pattern of the Company will be as follows:</p> <table border="1"> <thead> <tr> <th colspan="3">POST SCHEME</th> </tr> <tr> <th>Basis shareholding as on 31<sup>st</sup> March 2026</th> <th>No of Shares</th> <th>% Holding</th> </tr> </thead> <tbody> <tr> <td>Promoters</td> <td>35,004,500</td> <td>68.91%</td> </tr> <tr> <td>Non-Promoters</td> <td>15,795,409</td> <td>31.09%</td> </tr> <tr> <td><b>Total</b></td> <td><b>50,799,909</b></td> <td><b>100%</b></td> </tr> </tbody> </table>	PRE SCHEME			POST SCHEME			As on 31 <sup>st</sup> March 2026	No of Shares	% Holding	Basis shareholding as on 31 <sup>st</sup> March 2026	No of Shares	% Holding	Promoters	2,10,13,125	63.51	Promoters	2,10,13,125	63.51	Non-Promoters	1,20,73,284	36.49	Non-Promoters	1,20,73,284	36.49	<b>Total</b>	<b>3,30,86,409</b>	<b>100</b>	<b>Total</b>	<b>3,30,86,409</b>	<b>100</b>	POST SCHEME			Basis shareholding as on 31 <sup>st</sup> March 2026	No of Shares	% Holding	Promoters	35,004,500	68.91%	Non-Promoters	15,795,409	31.09%	<b>Total</b>	<b>50,799,909</b>	<b>100%</b>
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**Annexure III – Brief details of Slump Sale**

1.	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	The Hospital & Nursing Business ( <i>as defined in the Scheme</i> ) is currently owned and operated by WMHL. Thus, determination of amount and percentage of the turnover or revenue or income and net worth contributed by said undertaking (unit or division) of the Company during the last financial year is not applicable in the present case.
2.	Date on which the agreement for sale has been entered into	The Board has approved the Scheme on June 25, 2026.
3.	The expected date of completion of sale/disposal	The Scheme is subject to the approval of various regulatory/ statutory authorities including Stock Exchanges, NCLT and will be operative from the Effective Date ( <i>as defined in the Scheme</i> ).
4.	Consideration received from such sale/disposal	In consideration for the transfer and vesting of the Hospital & Nursing Undertaking, RPSG WOS shall pay a lump sum consideration of INR 400,00,00,000 (Rupees Four Hundred Crore only).
5.	Brief details of buyers and whether any of the buyers belong to the promoter/ promoter group/group companies. If yes, details thereof	Pursuant to the Scheme, the Hospital & Nursing Undertaking will be transferred and vested in RPSG WOS. RPSG WOS is a wholly owned subsidiary of the Company.
6.	Whether the transaction would fall within related party transactions? If yes, whether the same is done at "arms length"	The Company and RPSG WOS are related parties to each other. However, in terms of General Circular No. 30/2014 dated July 17, 2014, issued by Ministry of Corporate Affairs ("MCA Circular"), the transactions arising out of compromises, arrangements and amalgamations under the Companies Act, 2013 ("Act"), will not attract the requirements of Section 188 of the Act. RPSG WOS is a wholly owned subsidiary of the Company.
7.	Whether the sale, lease or disposal of the undertaking is outside Scheme of Arrangement? If yes, details of the same including compliance	The transfer of the Hospital & Nursing Undertaking from the Company to RPSG WOS, its wholly owned subsidiary as a going concern on Slump Sale basis will be undertaken through the Scheme.




	with regulation 37A of LODR Regulations	
8.	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	
a)	Name of the entity(ies) forming part of the amalgamation/ merger, details in brief such as size, turnover etc	<p>1. <u>The Company</u></p> <p>Total assets – INR 4,336.61 crore (As on March 31, 2026)  Net worth – INR 1,610.86 crore (As on March 31, 2026)  Revenue from operations – INR 270.50 Crore (during financial year 2025-26)</p> <p>2. <u>RPSG WOS</u></p> <p>Total assets – INR 0.01 crore (As on June 15, 2026)  Net worth – INR 0.01 crore (As on June 15, 2026)  Revenue from operations – Nil (since incorporation - RPSG WOS was incorporated on May 20, 2026)</p>
b)	Whether the transaction would fall within related party transactions? If yes, whether the same is done at "arms' length"	<p>Yes, both the companies involved in the transaction are related parties to each other.</p> <p>In terms of MCA Circular, the transactions arising out of compromises, arrangements and amalgamations under Act, will not attract the requirements of Section 188 of the Act.</p> <p>The consideration for the Slump Sale is being discharged on an "arm's length" basis.</p>
c)	Area of business of the entity(ies)	<p>a) The Company is, <i>inter alia</i>, engaged in the business of information technology and allied services. Further, the Company also leverages emerging opportunities in India through incubation of new businesses and making investments therein; and</p> <p>b) RPSG WOS is incorporated to carry on the business of healthcare and other related services.</p>
d)	Rationale for amalgamation/ merger	<p>The proposed Scheme would, <i>inter alia</i>, enable realisation of the following benefits:</p> <p>a. Consolidation of Hospital &amp; Nursing Business under a listed platform: Merging the hospital company into the listed entity brings the healthcare business owned by WMHL under a listed and regulated structure,</p>

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		<p>enhancing overall corporate governance, institutional credibility, and stakeholder confidence.</p> <p>b. Enhanced access to capital: Consolidation into the listed entity enables the combined business to leverage public market infrastructure for future fundraising, thereby supporting long-term growth and expansion plans.</p> <p>c. Dedicated focus and independent growth of Hospital &amp; Nursing Business: Housing the Hospital &amp; Nursing Business within a wholly owned subsidiary post-merger enables dedicated management focus, allocation of ring-fenced resources, and the flexibility to induct strategic or financial investors, including private equity, at the subsidiary level and therefore facilitating accelerated capacity expansion without impacting the listed parent's capital structure.</p> <p>d. Business segregation and ring-fencing: The segregation of the Hospital &amp; Nursing Business given its distinct nature, enables effective ring-fencing of the other businesses within RPSG. This structure allows for clearer business delineation and improved risk management.</p> <p>e. Regulatory and licensing continuity <i>vis</i> subsidiarisation in Scheme: Conducting the subsidiarisation as part of the same scheme ensures seamless transfer of hospital licenses, registrations, accreditations, and third-party contracts without business disruption or need for fresh approvals.</p> <p>f. Enabling future strategic flexibility: The subsidiary structure positions the hospital business for potential strategic partnerships, dedicated capital raising.</p>
e)	In case of cash consideration – amount or otherwise share exchange ratio	In consideration for the transfer and vesting of the Hospital & Nursing Undertaking of the Company to RPSG WOS on a Slump Sale basis, RPSG WOS shall pay a lump sum consideration of INR 400,00,00,000 (Rupees Four Hundred Crore only).





f) Brief details of change in shareholding pattern (if any) of listed entity

Pursuant to the Scheme, equity shareholding pattern of the Company, pre and post the Scheme, will be as follows:

As on 31 <sup>st</sup> March 2026	PRE SCHEME		POST SCHEME		
	No of Shares	% Holding	Basis shareholding as on 31 <sup>st</sup> March 2026	No of Shares	% Holding
Promoters	2,10,13,125	63.51	Promoters	2,10,13,125	63.51
Non-Promoters	1,20,73,284	36.49	Non-Promoters	1,20,73,284	36.49
<b>Total</b>	<b>3,30,86,409</b>	<b>100</b>	<b>Total</b>	<b>3,30,86,409</b>	<b>100</b>

In the event all optionally convertible redeemable preference shares issued pursuant to the Scheme to Eligible Members are converted to equity shares in terms of the Scheme, the post Scheme shareholding pattern of the Company will be as follows:

POST SCHEME		
Basis shareholding as on 31 <sup>st</sup> March 2026	No of Shares	% Holding
Promoters	35,004,500	68.91%
Non-Promoters	15,795,409	31.09%
<b>Total</b>	<b>50,799,909</b>	<b>100%</b>

There will be no change in the shareholding pattern of the Company, pursuant to transfer and vesting of the Hospital & Nursing Undertaking of the Company to RPSG WOS.