

Ref No.: NLL/CS/2025- WFH

December 20, 2025

To,

1. National Stock Exchange of India Limited
Listing Department,
Exchange Plaza, Bandra Kurla Complex,
Bandra (E), Mumbai 400 051

Symbol: NECLIFE

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

Scrip Code: 532649

Sub: Transfer of the Business on a 'slump sale' basis

Ref.: Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("SEBI LODR Regulations").

Dear Sir/ Madam,

In terms of Regulation 30 of the SEBI LODR Regulations read with the SEBI master circular bearing reference no. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024, as amended ("**SEBI Master Circular**") and in continuation of sub para 2 of para 2 of letter no. NLL/CS/2021- 81 dated November 13, 2021, we wish to inform you that Nectar Lifesciences Limited ("**Company**") has executed the Business Transfer agreement dated December 20, 2025 ("**BTA**") with **Capnest Health Care Private Limited** ("**Purchaser**") for Sale of business of manufacture, distribution and marketing of Empty Hard Gelatin Capsule unit at Village Bhatoli Kalan, Pargana Dharmpur, Tehsil Baddi, District Solan, Himachal Pradesh ("**Business**") of the Company to Purchaser for INR 19,90,00,000/- (Indian Rupees nineteen crore ninety lakhs only) and takeover of Accounts Receivables and payables/ creditors by Purchaser or such other working capital adjustments as per the BTA, **as a slump sale on a going concern basis** and the Transaction shall take place in accordance with the terms set out in the BTA.

The relevant details/disclosures in relation to the Transaction and the BTA, as required under Regulation 30 of the SEBI LODR Regulations read with the SEBI Master Circular, are provided in **Annexure 1**.

Kindly take the same on record.

Thanking you,

Yours faithfully,

For **Nectar Lifesciences Limited**

(Sanjaymohan Singh Rawat)

Company Secretary & Compliance Officer

Annexure 1

The details of the Transaction as required pursuant to Regulation 30 of the SEBI LODR Regulations read with SEBI Master Circular

S. No.	Details	Disclosure
a)	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	(i) The investment in the Business is INR 202.32 million which constitutes 2.25% of net worth of the Company as on March 31, 2025; and (ii) The revenue or income generated by the Business is INR 213.20 million which constitutes 1.28% of total revenue/ income of the Company during financial year 2024-25.
b)	Date on which the agreement for sale has been entered into	December 20, 2025.
c)	The expected date of completion of sale/disposal	On or before April 30, 2026 or such other date as may be agreed as per BTA.
d)	Consideration received from such sale/ disposal	INR 19,90,00,000/- (Indian Rupees nineteen crore ninety lakhs only) and takeover of Accounts Receivables and payables/ creditors by Purchaser or such other working capital adjustments as per the BTA
e)	Brief details of buyers and whether any of the buyers belong to the promoter/ promoter group/group companies. If yes, details thereof	Capnest Health Care Private Limited ("Purchaser") The Purchaser does not belong to the promoter/ promoter group/ group companies of the Company.
f)	Whether the transaction would fall within related party transactions? If yes, whether the same is done at "arm's length";	No, the Transaction is not a related party transaction.
g)	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 the SEBI LODR Regulations.	Not Applicable
h)	Additional disclosures in sale of a slump sale	

(i)	name of the entity(ies) forming part of the slump sale amalgamation/merger , details in brief such as, size, turnover etc.	<p>Seller: Nectar Lifesciences Limited ("Company" or "Seller")</p> <p>Audited financial details as of March 31, 2025:</p> <table><tr><td>Revenue for the year ended 31st March 2025 (Standalone)</td><td>Net-worth as on 31st March 2025 (Standalone)</td></tr><tr><td>INR 16699.74 million</td><td>INR 8996.09 million</td></tr></table> <p>Purchaser: Capnest Health Care Private Limited, a newly incorporated Company. Size: Paid up Capital – INR 10 Lacs Turnover: NA</p>	Revenue for the year ended 31st March 2025 (Standalone)	Net-worth as on 31st March 2025 (Standalone)	INR 16699.74 million	INR 8996.09 million
Revenue for the year ended 31st March 2025 (Standalone)	Net-worth as on 31st March 2025 (Standalone)					
INR 16699.74 million	INR 8996.09 million					
(ii)	whether the transaction would fall within related party transactions? If yes, whether the same is done at "arm's length"	Refer point no. (f) above				
(iii)	area of business of the entity(ies)	<p>Seller: The Company is engaged in the business of marketing and manufacturing of active pharmaceutical ingredients, formulations, and other pharmaceutical products.</p> <p>Purchaser: The Purchaser is engaged in pharmaceuticals business.</p>				
(iv)	rationale for slump sale amalgamation/merger	The rationale for the slump sale is to utilise the sale proceeds for strategic purposes, including, investment in new projects and general corporate purposes, as deemed fit by the Board or its committee, in accordance with applicable law.				
(v)	in case of cash consideration – amount or otherwise share exchange ratio	Cash consideration. Refer point no. (d) above.				
(vi)	brief details of change in shareholding pattern (if any) of listed entity	No change in the shareholding pattern of the Company.				