

Dated-20th May, 2025

BSE LIMITED

Corporate Relations Department
Phiroze Jeejeebhoy Towers
Dalal Street, Fort
Mumbai-400001
Scrip code: 543264

**NATIONAL STOCK EXCHANGE OF INDIA
LIMITED**

Listing Department
Exchange Plaza, 5th Floor, Plot no. C/1
G Block, Bandra Kurla Complex, Bandra (E)
Mumbai-400051
Scrip Code: NURECA

Subject: Outcome of Board Meeting under Regulation 30 and 33 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Dear Sir/Ma'am,

We wish to inform you that the Board of Directors of the Nureca Limited ("Company") at the meeting held today i.e. May 20, 2025 (Tuesday) have:

1. Approved the Draft Scheme of merger of Nureca Technologies Private Limited, wholly owned subsidiary of the Company with Nureca Limited, subject to necessary statutory and regulatory approvals under applicable laws. The details required to be furnished under Regulation 30 of LODR Regulations read with Master Circular, are furnished hereunder as **Annexure-1**.
2. Approved the disposal of Nureca Healthcare Private Limited ("NHPL"), a non-material and non functional wholly owned subsidiary of the Company, by way of Strike-off as per the provisions of the Companies Act, 2013 and subject to necessary statutory and regulatory approvals under applicable laws. The strike off of NHPL will help the Company to achieve a simplified corporate structure, uniformity in corporate policy, reduction of number of entities in the group thereby reduces managerial overlaps, which is necessarily involved in running multiple entities, and increases efficiency. The details required to be furnished under Regulation 30 of LODR Regulations read with Master Circular, are furnished hereunder as Annexure-2.

The Board Meeting commenced at 16:30 PM and concluded at 17:20 PM.

This is for your kind information and records please.

NURECA LIMITED

Correspondence Office : SCO 6-7-8, 1st Floor, Madhya Marg, Sector 9-D, Chandigarh 160009
Registered Office : 101 Office Number, Udyog Bhavan, 1st Floor, Sonawala Lane, Goregaon East,
Mumbai City Maharashtra - 400063
Phone No. +91-172-5292900 CIN L24304MH2016PLC320868

Thanking You.

Yours Sincerely,
For **Nureca Limited**

(Nishu Kansal)
Company Secretary & Compliance Officer

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Annexure-1

Disclosure pursuant to Schedule III of SEBI LODR Regulations read with Master Circular

Particulars	Details						
Name of the entity(ies) forming part of the amalgamation/merger, details in brief such as size, turnover etc.	Transferee company						
	<table><tr><td>Name of the entity</td><td>Revenue for the year ended 31st March 2025 (Standalone)</td><td>Net-worth as on 31st March 2025 (Standalone)</td></tr><tr><td>Nureca Limited</td><td>1146.40</td><td>1917.38</td></tr></table>	Name of the entity	Revenue for the year ended 31 st March 2025 (Standalone)	Net-worth as on 31 st March 2025 (Standalone)	Nureca Limited	1146.40	1917.38
	Name of the entity	Revenue for the year ended 31 st March 2025 (Standalone)	Net-worth as on 31 st March 2025 (Standalone)				
	Nureca Limited	1146.40	1917.38				
Transferor Company (Wholly Owned Subsidiary of Nureca Limited)							
(Rs. In) <table><tr><td>Name of the entity</td><td>Revenue for the year ended 31st March 2025 (Standalone)</td><td>Net-worth as on 31st March 2025 (Standalone)</td></tr><tr><td>Nureca Technologies Private Limited</td><td>228.14</td><td>53.94</td></tr></table>	Name of the entity	Revenue for the year ended 31 st March 2025 (Standalone)	Net-worth as on 31 st March 2025 (Standalone)	Nureca Technologies Private Limited	228.14	53.94	
Name of the entity	Revenue for the year ended 31 st March 2025 (Standalone)	Net-worth as on 31 st March 2025 (Standalone)					
Nureca Technologies Private Limited	228.14	53.94					
Whether the transaction would fall within related party transactions? If yes, whether the same is done at arm’s length”	The scheme involves the amalgamation of wholly owned subsidiary company with the holding company. Therefore, it is exempted as per Regulation 23(5)(b) of the SEBI (LODR) Regulations, 2015 and the Scheme is also exempt from the provisions of SEBI Master Circular No. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023. Furthermore, in accordance with the General Circular No. 30/2014 dated July 17, 2024, issued by the MCA, transactions resulting from compromises, arrangements, and amalgamations under the						

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	Companies Act,2013 are not subjected to the requirements of Section 188 of Companies Act,2013. As the Transferor Company, being Wholly Owned Subsidiary of the company, is proposed to be amalgamated with the Company through the Scheme, there will be no issue of shares by the Transferee Company. Accordingly, no valuation will be required. Therefore, the requirement of arm's length criteria is not applicable.
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Area of business of the entity(ies)	The Transferor Company- Nureca Technologies Private Limited is in the Business of manufacturing, Import, Export, processing, packing, re-packing, trading in, purchase, sell and/ or to act as mercantile agents, clearing and forwarding agents, brokers, consignors, consignees, conversion agents, distributors, act as stockiest or processors and or dealers or service provider in all or any types of medical/ health related consumer goods, pharmaceuticals, Chemicals, Health Electronic items/ components /accessories. The Transferee Company- NURECA LIMITED deals to manufacture, formulate, process, develop, refine, import, export, wholesale, and/or retail trade all kinds of pharmaceuticals, drugs, medical or diagnostic equipments.
Rationale for Amalgamation/Merger	The merger will lead to improved efficiency in the overall combined business including eliminating inter-corporate dependencies, minimize the administrative compliances and to maximize shareholders value. The merger will result in reduction in overheads including administrative, managerial and other expenditure and optimal utilization of resources by elimination of unnecessary duplication of activities and related costs. Simplification of group structure by eliminating multiple companies within group.

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In case of cash consideration-amount or otherwise share exchange ratio	Since the Transferor company is wholly owned subsidiary of the Transferee Company, no shares of the Transferee Company shall be allotted under the scheme.
Brief details of change in shareholding pattern(if any) of listed entity.	There will be no change in the shareholding pattern of the Company pursuant to the merger as no shares are being issued by the company with the Scheme.

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Annexure-2

Disclosure pursuant to Schedule III of SEBI LODR Regulations read with Master Circular

<u>Sr. No.</u>	<u>Particulars</u>	<u>Details</u>
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;	Nil
b.	Date on which the agreement for sale has been entered into;	Not Applicable
c.	The expected date of completion of sale /disposal;	Not yet anticipated
d.	Consideration received from such sale /disposal;	Nil
e.	Brief details of buyers and whether any of the buyers belong to the promoter/ promoter group/group companies. If yes, details thereof;	NA
f.	Whether the transaction would fall within related party transactions? If yes, whether the same is done at "arm's length";	NA
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 LODR Regulations.	NA
h.	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.	NA

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