



# MOREPEN



**Date: 31/07/2025**

To,

**National Stock Exchange of India Ltd.**  
Exchange Plaza, Bandra Kurla Complex,  
Bandra (East), Mumbai- 400 051  
**Symbol: MOREPENLAB**

**BSE Limited**  
Phiroze Jeejeebhoy Towers,  
Dalal Street, Mumbai- 400 001  
**Scrip Code: 500288**

**Subject: Disclosure under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”)**

Dear Sir/ Madam,

This is to inform you that the Board of Directors of the company at their meeting held today *i.e.*, Thursday, 31<sup>st</sup> July 2025 (*commenced at 5.00 pm and concluded at 6.50 p.m.*), considered and approved, *inter-alia*, an ‘Agreement to Sell’, for sale of, 1.53 Crore (One Crore Fifty Three Lakh) equity shares of Dr. Morepen Limited (‘DML’), a subsidiary company, with the related party entities of the company, for a total consideration of approximately ₹30.65 Crore (Rupees Thirty Crore Sixty Five Lakh Only).

As a result of the aforesaid transaction, the shareholding of the company in DML has come down to 49.91%, and DML cease to be a subsidiary of the company.

The details, as required under the SEBI Listing Regulations, read with SEBI Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated 11<sup>th</sup> November 2024, is given under as **Annexure-A**.

Further, the Board also took note the execution of a ‘Share Purchase cum Subscription Agreement’ today, by DML with shareholders of Groom Town Private Limited (‘GTPL’) for the acquisition of 100% equity shares of GTPL from the shareholders of GTPL (‘transferors’), related parties of the company, for a total consideration of approximately ₹153.01 Crore (Rupees One Hundred Fifty Three Crore One Lakh Only), discharged by the DML through fresh issue and allotment of 7,63,99,200 (Seven Crore Sixty Three Lakh Ninety Nine Thousand Two Hundred) equity shares to shareholders of GTPL (being the transferors of their shares to DML) as purchase consideration. The equity valuation of DML and GTPL and the relative fair exchange ratio for the aforesaid transaction has been duly arrived at through Valuation Report of an Independent IBBI’s Registered Valuer.

Keeping in view the aforesaid transaction, the shareholding of the company in DML will come down to 19.94%.

The details, as required under the SEBI Listing Regulations, read with SEBI Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated 11<sup>th</sup> November 2024, is given under as **Annexure-B**.

Thanking you,

Yours faithfully,

**For Morepen Laboratories Limited**

**Vipul Kumar Srivastava**  
**Company Secretary**  
**F-12148**

**Morepen Laboratories Limited**

CIN NO. L24231 HP1984PLC006028

**Corp. Off.:** 2nd Floor, Tower C, DLF Cyber Park, Udyog Vihar-III, Sector-20, Gurugram, Haryana-122016, INDIA  
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**Regd. Off.:** Morepen Village, Malkumajra, Nalagarh Road, Baddi, Distt. Solan (H.P.) -173205, INDIA  
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## Annexure-A

**Disclosure in terms of Regulation 30 read with SEBI Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024**

Sr. No.	Particulars	Details																														
1.	Details and reasons for restructuring;	<p>The Over the counter ('OTC') business of the company, carried under Dr. Morepen Limited ('DML'), a subsidiary company, is yet to meaningfully contribute to the performance of the company over last two decades and needs substantial resources for its growth. The company continues to focus on its core area of expertise, the Active Pharmaceutical Ingredient ('API') business, which has delivered consistent performance, superior margins and continuous growth.</p> <p>With a view to focus on its core strengths, the company plans to partly monetise its low yielding investments, for which an 'Agreement to Sell' has been executed between the company ("the Seller") and its related-party entities ("the Buyers") for sale of 1.53 Crore (One Crore Fifty Three Lakh) equity shares of DML, out of total 4.06 Crore (Four Crore Six Lakh) equity shares held by the company, at a total consideration of approximately ₹30.65 Crore (Rupees Thirty Crore Sixty Five Lakh Only) based on valuation arrived at through Valuation Report of an Independent IBBI's Registered Valuer.</p>																														
2.	Quantitative and/ or qualitative effect of restructuring;	As a result of the aforesaid transaction, the shareholding of the company in DML has come down to 49.91%, and accordingly, DML ceases to be a subsidiary of the company.																														
3.	Details of benefit, if any, to the promoter/promoter group/group companies from such proposed restructuring;	The shareholding of the company's promoter group has been increased, as per Sr. no. 4, below.																														
4.	Brief details of change in shareholding pattern (if any) of all entities.	<p>Post shares sale transaction/ transfer, the shareholding of DML is as follows:</p> <table border="1"> <thead> <tr> <th colspan="4">Pre-Transaction</th> <th colspan="2">Post-Transaction</th> </tr> <tr> <th>Name of the shareholder</th> <th>Category of shareholder</th> <th>Number of Shares</th> <th>% of total paid-up share capital</th> <th>Number of Shares</th> <th>% of total paid-up share capital</th> </tr> </thead> <tbody> <tr> <td>Morepen Laboratories Limited ('MLL') *</td> <td>Promoter</td> <td>4,06,79,500</td> <td>80.00%</td> <td>2,53,79,500</td> <td>49.91%</td> </tr> <tr> <td>Others – related parties of MLL</td> <td>Promoter Group</td> <td>1,01,69,875</td> <td>20.00%</td> <td>2,54,69,875</td> <td>50.09%</td> </tr> <tr> <td colspan="2"><b>Total</b></td> <td><b>5,08,49,375</b></td> <td><b>100.00%</b></td> <td><b>5,08,49,375</b></td> <td><b>100.00%</b></td> </tr> </tbody> </table> <p><i>*Inclusive of 10,000 shares held as a beneficial owner.</i></p>	Pre-Transaction				Post-Transaction		Name of the shareholder	Category of shareholder	Number of Shares	% of total paid-up share capital	Number of Shares	% of total paid-up share capital	Morepen Laboratories Limited ('MLL') *	Promoter	4,06,79,500	80.00%	2,53,79,500	49.91%	Others – related parties of MLL	Promoter Group	1,01,69,875	20.00%	2,54,69,875	50.09%	<b>Total</b>		<b>5,08,49,375</b>	<b>100.00%</b>	<b>5,08,49,375</b>	<b>100.00%</b>
Pre-Transaction				Post-Transaction																												
Name of the shareholder	Category of shareholder	Number of Shares	% of total paid-up share capital	Number of Shares	% of total paid-up share capital																											
Morepen Laboratories Limited ('MLL') *	Promoter	4,06,79,500	80.00%	2,53,79,500	49.91%																											
Others – related parties of MLL	Promoter Group	1,01,69,875	20.00%	2,54,69,875	50.09%																											
<b>Total</b>		<b>5,08,49,375</b>	<b>100.00%</b>	<b>5,08,49,375</b>	<b>100.00%</b>																											

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# MOREPEN



## Annexure-B

**Disclosure in terms of Regulation 30 read with SEBI Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024**

Sr. No.	Particulars	Details
1.	Details and reasons for restructuring;	<p>DML intends to acquire 100% equity stake of Groom Town Private Limited ('GTPL') which has a young generation aspirational brand and fast moving consumer and personal-care brands. GTPL has built a robust and expanding distribution network across e-commerce, quick-commerce, online and offline retail with a very good relationships and business with new economy players like Blinkit, Zepto, Swiggy Instamart, Amazon, Flipkart and Nykaa etc.</p> <p>DML, on the other hand not been able to able clock much faster growth in the traditional over the counter (OTC) products. With changing market scenario, customer preferences, new market platforms and distribution formats, DML aims to break into the high-velocity FMCG space, gain synergies in procurement, innovation, and marketing, and thereby diversify its revenue mix and improve margins.</p> <p>This strategic tie-up will support DML's long-term goal of broadening its portfolio in wellness, consumer goods, and personal-care segments by integrating a rising consumer brand aligned with evolving market trends, creating lasting stakeholder value.</p> <p>In view of above, the DML plans to expand its business horizon by acquiring 100% equity stake in fast growing Groom Town Private Limited ('GTPL') at a consideration of approximately ₹153.01 Crore (Rupees One Hundred Fifty Three Crore One Lakh Only), which will be discharged by the DML through fresh issue and allotment of 7,63,99,200 (Seven Crore Sixty Three Lakh Ninety Nine Thousand Two Hundred) equity shares to shareholders of GTPL (<i>being the transferors of their shares to DML</i>) as purchase consideration.</p> <p>The equity valuation of DML and GTPL and the relative fair exchange ratio for the aforesaid transaction has been duly arrived through Valuation Report of an Independent IBBI's Registered Valuer.</p>
2.	Quantitative and/ or qualitative effect of restructuring;	<p>The GTPL will become wholly owned subsidiary of DML and pursuant to allotment of shares by DML, the shareholding of the company in DML will come down to 19.94%.</p>

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3.	Details of benefit, if any, to the promoter / promoter group/ group companies from such proposed restructuring;	The shareholding of the company's promoter group in DML, will be increased, as per Sr. no. 4, <i>below</i> .					
4.	Brief details of change in shareholding pattern (if any) of all entities.	Consequent to the allotment of equity shares by DML to the shareholders of GTPL, the shareholding of DML is as follows:					
		<b>Pre-Transaction</b>				<b>Post-Transaction</b>	
		<b>Name of the shareholder</b>	<b>Category of shareholder</b>	<b>Number of Shares</b>	<b>% of total paid-up share capital</b>	<b>Number of Shares</b>	<b>% of total paid-up share capital</b>
		Morepen Laboratories Limited* ('MLL')	Promoter	2,53,79,500	49.91%	2,53,79,500	19.94%
		Others – related parties of MLL	Promoter Group	2,54,69,875	50.09%	10,18,69,075	80.06%
		<b>Total</b>		<b>5,08,49,375</b>	<b>100.00%</b>	<b>12,72,48,575</b>	<b>100.00%</b>
		<i>*Inclusive of 10,000 shares held as a beneficial owner.</i>					

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