
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 OR 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): **March 20, 2023**

India Globalization Capital, Inc.

(Exact name of registrant as specified in its charter)

Maryland

(State or other jurisdiction of incorporation)

001-32830

(Commission File Number)

20-2760393

(I.R.S. Employer Identification No.)

10224 Falls Road, Potomac, Maryland 20854

(Address of principal executive offices) (Zip Code)

(301) 983-0998

(Registrant's telephone number, including area code)

(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, \$.0001 par value	IGC	NYSE American

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1934 (§240.12b-2 of this chapter)

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year

Effective March 30, 2023, India Globalization Capital Inc., a Maryland corporation (the “we,” “our,” “us” or the “Company”), changed its name to “IGC Pharma, Inc.” by filing Articles of Amendment to the Company’s Amended and Restated Articles of Incorporation with the State Department of Assessments and Taxation of Maryland on March 7, 2023 (the “Charter Amendment”). In addition, the Company adopted an Amendment to its Amended and Restated Bylaws, (the “Bylaw Amendment”), effective March 7, 2023, solely to reflect the name change. Our Articles of Incorporation and Bylaws were amended as a result of the approval of our Board of Directors. The name change did not require the approval of our stockholders.

Our common stock will continue to be quoted on the NYSE American under the same symbol IGC. Trading of our common stock under our new name will commence on March 31, 2023.

Our CUSIP and EIN numbers will remain the same.

Following the name change, the stock certificates, which reflect our prior corporate name, will continue to be valid. Outstanding share certificates for shares of the Company are not affected by the name change and continue to be valid and need not be exchanged. Other than the name change, there were no changes to the Company’s certificate of incorporation or by-laws.

The foregoing description of the Charter Amendment and Bylaw Amendment is a summary only, does not purport to be complete and is subject to, and qualified in its entirety by, the Charter Amendment and Bylaw Amendment, copies of which are filed as Exhibit 3.1 and Exhibit 3.2, respectively, to this Current Report on Form 8-K, and are incorporated herein by reference.

Item 7.01. Regulation FD Disclosure.

On March 20, 2023, the Company issued a press release announcing the name change. A copy of the press release is furnished as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference.

The information furnished under Item 7.01 and Item 9.01 of this Current Report on Form 8-K, including the exhibit, shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities under that Section, nor shall it be deemed incorporated by reference in any registration statement or other filings of the Company under the Securities Act of 1933, as amended, except as shall be set forth by specific reference in such filing.

Item 9.01. Financial Statements and Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
3.1	Articles of Amendment to the Company’s Amended and Restated Articles of Incorporation filed with the State Department of Assessments and Taxation of Maryland on March 7, 2023.
3.2	Amendment to the Bylaws of the Company dated March 2, 2023.
99.1	Press Release dated March 20, 2023.
104	Cover Page Interactive Data File (embedded within the Inline XBRL document).

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

INDIA GLOBALIZATION CAPITAL, INC.

Date: March 21, 2023

By: /s/ Claudia Grimaldi
Claudia Grimaldi
Vice President, CCO & PFO

ARTICLES OF AMENDMENT

for a

MARYLAND STOCK CORPORATION

(1)

(2) India Globalization Capital, Inc.

a Maryland corporation, certifies to the State Department of Assessments and Taxation of Maryland that the charter of the corporation shall be and hereby is amended as follows:

(3) The name of the corporation is changed to IGC Pharma, Inc.

This amendment of the charter of the corporation has been approved by

(4) a majority of the entire board of directors in accordance with MGCL § 2-605(a)(1).

The undersigned acknowledges that this is an act of the above-named corporation, and verifies, under the penalties for perjury, that the matters and facts stated herein, which require such verification, are true and accurate, to the best of his/her knowledge, information, and belief.



(5) _____
ATTESTED TO BY (signature/title)

(5) _____
SIGNED BY (signature/title)

(6) Return address of filing party:

PilieroMazza PLLC, Attn: Melissa Grodi, Paralegal

1001 G Street N.W., Ste. 1100

Washington, DC 20001

AMENDMENT NO. 4 TO BYLAWS
OF
INDIA GLOBALIZATION CAPITAL, INC.

In the Bylaws, the Corporation's name "India Globalization Capital, Inc." is hereby deleted each place it appears, and is replaced with the Corporation's new name "IGC Pharma, Inc.", which was effectuated by the filing of Articles of Amendment with the Maryland State Department of Assessments and Taxation on March 7, 2023.

Adopted March 2, 2023



IGC Announces Rebranding, Changes Name to IGC Pharma, Inc.

POTOMAC, Md., March 20, 2023 – India Globalization Capital, Inc. (NYSE American: IGC) (“IGC” or the “Company”) today announces it will begin operating under the new name IGC Pharma, Inc., (dba IGC) effective March 30, 2023, as part of a rebranding strategy that better reflects IGC Pharma’s strategic focus and vision for the future.

Our common stock will continue to be quoted on the NYSE American under the same symbol IGC. Trading of our common stock under our new name will commence on March 31, 2023. Our CUSIP and EIN numbers will remain the same.

The name change to IGC Pharma, Inc. acknowledges the Company’s identity as a developer of drug assets for treating diseases, including, but not limited to, Alzheimer’s disease. IGC believes it has the first natural, cannabis-based, patent-protected compound that relies on low doses of THC, a psychoactive cannabinoid, and another compound as pharmaceutically active agents (APIs) for the treatment of Alzheimer’s disease. IGC is currently in a Phase 2 trial with its THC-based investigational medication, IGC-AD1, for the treatment of agitation in Alzheimer’s. IGC-AD1 is the only natural, THC-based investigational drug candidate currently undergoing FDA trials on Alzheimer’s (registered on <https://clinicaltrials.gov/>). The APIs in IGC Pharma’s leading drug asset, IGC-AD1, have shown in preclinical studies on Alzheimer’s cell lines the potential to be effective in ameliorating a key protein responsible for A β plaques, a key hallmark of Alzheimer’s. IGC also markets a wellness brand, Holief™, that targets women experiencing premenstrual syndrome, menstrual cramps and sleep disorders.

“Our business has gone through a transformation over the past several years, and changing our name to IGC Pharma, Inc. (dba IGC) represents a major milestone by now clearly aligning our name with our strategic focus as a leading developer and provider of THC-based drug assets,” Ram Mukunda, chief executive officer of IGC, commented. “We’re encouraged by the performance of our investigational drug candidate, IGC-AD1, in FDA trials, on agitation in Alzheimer’s, and our consumer products continue to gain traction in the market. Given our progress, we felt it made sense to rebrand and rename our Company to more accurately reflect our business focus our research and development progress in the Phase II clinical trial on Alzheimer’s, and our strategic vision.”

About IGC Pharma, Inc.

IGC Pharma (dba IGC) develops advanced cannabinoid-based formulations for treating diseases and conditions, including, but not limited to, Alzheimer’s disease, period cramps (“dysmenorrhea”), premenstrual syndrome (“PMS”) and chronic pain. IGC has two investigational drug assets targeting Alzheimer’s disease, IGC-AD1 and TGR-63, which have demonstrated in Alzheimer’s cell lines the potential to be effective in suppressing or ameliorating key hallmarks of Alzheimer’s disease, such as plaques or tangles. IGC-AD1 is a low-dose tetrahydrocannabinol (“THC”) based formulation that is currently in a 146-person Phase 2 safety and efficacy clinical trial for agitation in dementia due to Alzheimer’s (clinicaltrials.gov, NCT05543681). IGC also markets a wellness brand, Holief™, that targets women experiencing premenstrual syndrome and menstrual cramps. IGC is headquartered in Maryland, USA, and has historically operated an infrastructure segment based in India.

Forward-Looking Statements

This press release contains forward-looking statements. These forward-looking statements are based largely on IGC’s expectations and are subject to several risks and uncertainties, certain of which are beyond IGC’s control. Actual results could differ materially from these forward-looking statements as a result of, among other factors, the Company’s failure or inability to commercialize one or more of the Company’s products or technologies, including the products or formulations described in this release, or failure to obtain regulatory approval for the products or formulations, where required; general economic conditions that are less favorable than expected, including as a result of the ongoing COVID-19 pandemic; the FDA’s general position regarding cannabis- and hemp-based products; and other factors, many of which are discussed in IGC’s U.S. Securities and Exchange Commission (“SEC”) filings. IGC incorporates by reference the human trial disclosures and Risk Factors identified in its Annual Report on Form 10-K, filed with the SEC on June 23, 2022, as if fully incorporated and restated herein. In light of these risks and uncertainties, there can be no assurance that the forward-looking information contained in this release will occur.

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