

**Washington, D.C. 20549**

## CURRENT REPORT

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

Date of Report (Date of earliest event reported): **December 30, 2025**

(Exact name of registrant as specified in 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**

On December 30, 2025, the Board of Directors (the “Board”) of IGC Pharma, Inc. (the “Company”) approved a change in the Company’s fiscal year-end from March 31 to December 31. The fiscal year change will be effective on December 31, 2025. As a result of the change, the Company intends to file a Transition Report on Form 10-K for the nine-month transition period from April 1, 2025, through December 31, 2025 (the “Transition Period”).

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.

IGC PHARMA, INC.

Dated: January 2, 2026

By: /s/ Claudia Grimaldi  
Name: Claudia Grimaldi  
Title: Principal Financial Officer and Vice President