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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

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**FORM 8-K**

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**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 12, 2025**



**IGC PHARMA, INC.**

(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)

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(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**

Common Stock, \$.0001 par value

**Trading Symbol(s)**

IGC

**Name of each exchange on which registered**

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. ☐

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

Effective December 12, 2025, IGC Pharma, Inc. (the “Company”) amended its Amended and Restated Articles of Incorporation in order to give effect to a previously announced increase of its authorized common stock from 150,000,000 shares to 600,000,000 shares. This amendment was approved by the Company’s stockholders at an Annual Stockholders Meeting held on October 10, 2025. Following stockholder approval, the Company filed the Articles of Amendment with the Maryland State Department of Assessments and Taxation (“SDAT”), which was accepted and approved on December 12, 2025, at which time it became effective under Maryland law. A copy of the Articles of Amendment as accepted by SDAT is filed as Exhibit 3.1 to this Current Report on Form 8-K and is incorporated herein by reference.

As of immediately before the amendment, the total number of shares of stock of all classes which the Company has authorization to issue is 150,000,000 shares, of which 1,000,000 are Preferred Stock (par value \$0.0001 per share), and 150,000,000 are Common Stock (par value \$0.0001 per share). As amended, the total number of shares of stock of all classes which the Company has authority to issue is 601,000,000, of which 1,000,000 shares are Preferred Stock (par value \$0.0001 per share) and 600,000,000 shares are Common Stock (par value \$0.0001 per share). The aggregate par value of all shares having a par value is \$15,100.00 before the amendment and \$60,100.00 as amended. The shares of the Company are divided into two classes: (i) Common Stock, and (ii) Preferred Stock.

### Item 9.01 Financial Statements and Exhibits

<b>Exhibit No.</b>	<b>Description</b>
3.1	<a href="#">Articles of Amendment to the Articles of Incorporation of IGC Pharma, Inc., as filed with and accepted by the Maryland State Department of Assessments and Taxation on December 12, 2025.</a>
104	Cover Page Interactive Data File (embedded within the Inline XBRL document).

The exhibits listed in the following Exhibit Index are filed as part of this current report.

## 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: December 15, 2025

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

## ARTICLES OF AMENDMENT

for a

MARYLAND STOCK CORPORATION

(1)

(2), IGC PHARMA 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) FIRST: Striking in its entirety Article SIXTH and by substituting in lieu thereof the following:

SIXTH: The total number of shares of all classes of capital stock which the Corporation shall have authority to issue is six hundred one million (601,000,000) shares, of which six hundred million (600,000,000) shares shall be of common stock, with a par value of \$0.0001 per share (the "Common Stock") and one million (1,000,000) shares shall be shares of preferred stock, with a par value of \$0.0001 per share (the "Preferred Stock"). The aggregate stated capital is \$60,100.00.

SECOND: (a) As of immediately before the amendment, the total number of shares of stock of all classes which the Corporation has authorization to issue is 151,000,000 shares, of which 1,000,000 are Preferred Stock (par value \$0.0001 per share) and 150,000,000 are Common Stock (par value \$0.0001 per share).

(b) As amended, the total number of shares of stock of all classes which the Corporation has authority to issue is 601,000,000, of which 1,000,000 shares are Preferred Stock (par value \$0.0001 per share) and 600,000,000 shares are Common Stock (par value \$0.0001 per share).

(c) The aggregate par value of all shares having a par value is \$15,100.00 before the amendment and \$60,100.00 as amended.

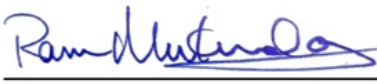
(d) The shares of the Corporation are divided into two classes: (i) Common Stock and (ii) Preferred Stock.

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

(4) the Board of Directors and Stockholders of the Corporation on Oct 10, 2025.

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)  Vice President & CCO  
ATTESTED TO BY (signature/title)

(5)  President & CEO  
SIGNED BY (signature/title)

## (6) Return address of filing party:

10224 Falls Road

Potomac, Maryland 20854