

PROXY CARD

**THIS PROXY IS SOLICITED ON BEHALF OF
THE BOARD OF DIRECTORS OF IGC PHARMA, INC.
for the August 23, 2024, Annual Meeting of Stockholders and any postponement(s) or adjournment(s) thereof.**

The undersigned hereby: (a) acknowledges receipt of the Notice of the Annual Stockholders' Meeting of IGC Pharma, Inc. to be held on August 23, 2024, (the "Annual Meeting"), and the associated Proxy Statement; (b) appoint Mr. Ram Mukunda, as a proxy, with the power to appoint a substitute; (c) authorizes each proxy to represent and vote, as designated below, all of the shares of common stock of the Company, par value \$0.0001 per share, held of record by the undersigned at the close of business on June 28, 2024, at the Annual Meeting and at any postponement(s) or adjournment(s) thereof; and (d) revokes any proxies previously given.

IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS FOR THE ANNUAL MEETING OF STOCKHOLDERS TO BE HELD ON AUGUST 23, 2024:

This Proxy Statement, the Notice of Annual Meeting of Stockholders, and Our Annual Report to Stockholders are available at <http://www.igcpharma.com>.

1. To elect Mr. Richard Prins and Mr. Terry Lierman to the Company's board of directors to serve as Class B directors until the 2027 annual meeting of Stockholders and until such director's respective successor shall be duly elected and qualified, or until such director's earlier death, resignation or removal from office;

MR. RICHARD PRINS

FOR

WITHHOLD

MR. TERRY LIERMAN

FOR

WITHHOLD

2. To ratify the appointment of Manohar Chowdhry & Associates, as the Company's independent registered public accounting firm for the 2025 fiscal year;

FOR

AGAINST

ABSTAIN

3. To approve the grant of 5,000,000 shares of common stock, governed by the Company's 2018 Omnibus Incentive Plan, to be granted from time to time to the Company's current and new employees, advisors, directors, and consultants by the Board of Directors, pursuant to certain metrics including performance, vesting, and incentive as set by the Board of Directors and or the CEO;

FOR

AGAINST

ABSTAIN

4. To act upon such other matters as may properly come before the Annual Meeting, including any proposal to adjourn or postpone of the Annual Meeting to a later date or dates, if necessary, to permit further solicitation and vote of proxies (the "Adjournment Proposal").

FOR

AGAINST

ABSTAIN

This Proxy Card, when properly executed, will be voted in the manner directed herein by the undersigned stockholder(s). If no direction is made, this Proxy will be voted FOR proposals set forth above. Please sign, date, and return this Proxy as promptly as possible in the envelope provided.

Dated: _____, 2024

X _____
Signature(s) of Stockholders

X _____

Joint owners should each sign. Signature(s) should correspond with the name(s) printed on your stock certificates. Attorneys, executors, administrators, and guardians should give full title. If a corporation, please sign in full corporate name by the president or other authorized officer. If a partnership, please sign in partnership name by authorized person.