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

FORM 10-Q

☑ Quarterly report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

For the quarterly period ended June 30, 2025

☐ Transition report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Commission file number: 001-32830

IGC PHARMA, INC.
(Exact name of registrant as specified in its charter)

Maryland	**20-2760393**
(State or other jurisdiction of incorporation or organization)	(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)

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, par value $0.0001 per share	IGC	NYSE American LLC

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. ☑ Yes ☐ No

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files).☑ Yes ☐ No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer ☐
Non-accelerated filer ☑

Accelerated filer ☐
Smaller reporting company ☑
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. ☐

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). ☐ Yes ☑ No

90,809,112 shares of our common stock were outstanding as of July 28, 2025.

IGC PHARMA, INC.
FORM 10-Q
FOR THE QUARTERLY PERIOD ENDED JUNE 30, 2025

Table of Contents

FORWARD-LOOKING STATEMENTS

This Quarterly Report on Form 10-Q and the documents incorporated herein by reference contain "forward-looking statements." Additionally, we, or our representatives, may, from time to time, make other written or verbal forward-looking statements and discuss plans, expectations, and objectives regarding our business, financial condition, and results of operations. Without limiting the foregoing, statements that are in the future tense, and all statements accompanied by terms such as "believe," "hope," "potential," "project," "expect," "trend," "estimate," "forecast," "assume," "intend," "plan," "target," "anticipate," "outlook, "preliminary," "will likely result," "will continue," and variations of them and similar terms are intended to be forward-looking statements" as defined by federal securities laws. Such statements are based on currently available information, which management has assessed but which is dynamic and subject to rapid change due to risks and uncertainties that affect our business.

For the next several years, we believe our success is highly correlated with the outcome of our clinical trials and, secondarily, with the sale of our products and services. The Company may not be able to complete human trials on our investigational drug candidates, or, once conducted, the results of human trials may not be favorable or as anticipated or may reflect a lack of efficacy in humans or animals. Precautions, including social distancing and travel restrictions, among others, could lead to delays or expenses greater than anticipated or projected. Failure or delay with respect to any of the above factors could have a material adverse effect on our business, future results of operations, stock price, and financial condition.

Our projections and investments anticipate certain regulatory changes and stable pricing, which may not hold out over the next several years. We may not be able to protect our intellectual property adequately or receive patents. We may not receive regulatory approval for our products or trials. The patent applications we have licensed may not be granted by the United States Patent and Trademark Office ("USPTO"), even if the Company is in full compliance with USPTO requirements. We may not have adequate resources, including financial resources, to successfully conduct all requisite clinical trials, to bring a product based on the above-referenced patented formulations to market, or to pay applicable maintenance fees over time. We may not be able to successfully commercialize our products even if they are successful and receive regulatory approval, including, but not limited to, based on the Food and Drug Administration's ("FDA") current position on hemp and hemp-based products. Failure or delay with respect to any of the factors above could have a material adverse effect on our business, future results of operations, stock price, and financial condition.

This document also contains statements that are not approved by the FDA, including but not limited to the statements on hemp and hemp extracts and their potential efficacy on humans and animals. While these statements and claims are intended to be in compliance with federal and state laws, we cannot guarantee such compliance.

We caution you not to place undue reliance on forward-looking statements, which are based upon assumptions, expectations, plans, and projections subject to risks and uncertainties, including those, if any, identified in the "Risk Factors" set forth in this report or in our annual report on Form 10-K for the fiscal year ended March 31, 2025, filed with the Securities and Exchange Commission ("SEC") on June 27, 2025 and other documents that we subsequently file with the SEC that update, supplement or supersede such information, which may cause actual results to differ materially from those expressed or implied in the forward-looking statements. Forward-looking statements speak only as of the date when they are made. Except as required by federal securities law, we do not undertake any obligation to update forward-looking statements to reflect events, circumstances, changes in expectations, or the occurrence of unanticipated events after the date of those statements.

PART I – FINANCIAL INFORMATION

Item 1. Financial Statements

IGC Pharma, Inc.
CONDENSED CONSOLIDATED BALANCE SHEETS
(in thousands, except share data)
(Unaudited)

	June 30, 2025 ($)	March 31, 2025 ($)
ASSETS		
Current assets:		
Cash and cash equivalents	454	405
Accounts receivable, net	87	34
Inventory	1,349	1,360
Asset held for sale	-	702
Deposits and advances	212	395
Operating lease asset-current	51	-
Total current assets	**2,153**	**2,896**
Non-current assets:		
Intangible assets, net	1,997	1,852
Property, plant, and equipment, net	3,097	3,220
Claims and advances	680	681
Operating lease asset	16	98
Total non-current assets	**5,790**	**5,851**
Total assets	**7,943**	**8,747**
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current liabilities:		
Accounts payable	933	883
Accrued liabilities and others	792	1,374
Total current liabilities	**1,725**	**2,257**
Non-current liabilities:		
Long-term loans	133	134
Other liabilities	-	16
Operating lease liability	7	10
Total non-current liabilities	**140**	**160**
Total liabilities	**1,865**	**2,417**
Commitments and Contingencies – See Note 12		
Stockholders' equity:		
Preferred stock, $0.0001 par value: authorized 1,000,000 shares, no shares issued or outstanding as of June 30, 2025, and March 31, 2025.		
Common stock and additional paid-in capital, $0.0001 par value: 150,000,000 shares authorized; 84,141,405 and 80,878,058 shares issued and outstanding as of June 30, 2025, and March 31, 2025, respectively.	131,920	130,570
Accumulated other comprehensive loss	(3,499)	(3,496)
Accumulated deficit	(122,343)	(120,744)
Total stockholders' equity	**6,078**	**6,330**
Total liabilities and stockholders' equity	**7,943**	**8,747**

The accompanying notes should be read in connection with these Condensed Consolidated Financial Statements.

IGC Pharma, Inc.
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS AND COMPREHENSIVE LOSS
(in thousands, except loss per share and share data)
(Unaudited)

	Three months ended June 30,	
	2025 ($)	**2024 ($)**
Revenue	328	272
Cost of revenue	(174)	(109)
Gross profit	**154**	**163**
Selling, general, and administrative expenses	(1,208)	(1,670)
Research and development expenses	(851)	(889)
Operating loss	**(1,905)**	**(2,396)**
Other income, net	306	18
Loss before income taxes	**(1,599)**	**(2,378)**
Income tax expense/benefit	-	-
Net loss attributable to common stockholders	**(1,599)**	**(2,378)**
Foreign currency translation adjustments	(3)	(3)
Comprehensive loss	**(1,602)**	**(2,381)**
Net loss per share attributable to common stockholders:		
Basic and diluted	$ (0.02)	$ (0.03)
Weighted-average number of shares used in computing loss per share amounts:	83,027,117	72,813,538

The accompanying notes should be read in connection with these Condensed Consolidated Financial Statements.

IGC Pharma, Inc.
CONDENSED CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY
(in thousands)
(Unaudited)

	Number of Common Shares	Common Stock and Additional Paid in Capital ($)	Accumulated Deficit ($)	Accumulated Other Comprehensive Loss ($)	Total Stockholders' Equity ($)
Balances as of March 31, 2024	**66,691**	**124,409**	**(113,665)**	**(3,423)**	**7,321**
Common stock-based compensation & expenses, net	-	433	-	-	433
Share money received but not allotted	-	-	-	-	-
Issuance of common stock through offering (net of expenses)	8,945	2,507	-	-	2,507
Cancellation/forfeiture of shares	-	-	-	-	-
Common stock subscribed	-	-	-	-	-
Net loss	-	-	(2,378)	-	(2,378)
Foreign currency translation	-	-	-	(3)	(3)
Balances as of June 30, 2024	**75,636**	**127,349**	**(116,043)**	**(3,426)**	**7,880**
Balances as of March 31, 2025	**80,878**	**130,570**	**(120,744)**	**(3,496)**	**6,330**
Common stock-based compensation & expenses, net	-	498	-	-	498
Share money received but not allotted	-	13	-	-	13
Issuance of common stock through offering (net of expenses)	3,263	839	-	-	839
Cancellation/forfeiture of shares	-	-	-	-	-
Common stock subscribed	-	-	-	-	-
Net loss	-	-	(1,599)	-	(1,599)
Foreign currency translation	-	-	-	(3)	(3)
Balances as of June 30, 2025	**84,141**	**131,920**	**(122,343)**	**(3,499)**	**6,078**

The accompanying notes should be read in connection with these Condensed Consolidated Financial Statements.

IGC Pharma, Inc.
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(in thousands)
(Unaudited)

	Three months ended June 30,	
	2025 ($)	**2024 ($)**
Cash flows from operating activities:		
Net loss	**(1,599)**	**(2,378)**
Adjustment to reconcile net loss to net cash:		
Depreciation and amortization	141	162
Common stock-based compensation and expenses, net	452	402
Other non-cash items	(24)	-
Changes in:		
Accounts receivable, net	(53)	11
Inventory	11	30
Deposits and advances	183	(118)
Claims and advances	-	-
Accounts payable	51	(2)
Accrued and other liabilities	(599)	151
Operating lease asset	32	5
Operating lease liability	(2)	(15)
Net cash used in operating activities	**(1,407)**	**(1,752)**
Cash flow from investing activities:		
Purchase of property, plant, and equipment	(8)	(38)
Sale of property, plant, and equipment	702	-
Acquisition and development of intangible assets	(114)	(93)
Net cash provided by (used in) investing activities	**580**	**(131)**
Cash flows from financing activities:		
Net proceeds from the issuance of common stock	852	2,508
Repayment of a long-term loan	(1)	(1)
Net cash provided by financing activities	**851**	**2,507**
Effects of exchange rate changes on cash and cash equivalents	25	2
Net increase in cash and cash equivalents	**49**	**626**
Cash and cash equivalents at the beginning of the period	405	1,198
Cash and cash equivalents at the end of the period	**454**	**1,824**
Supplementary information:		
Interest paid	**1**	1
Non-cash item:		
Profit on the sale of Asset held for sale	24	-

The accompanying notes should be read in connection with these Condensed Consolidated Financial Statements.

IGC Pharma, Inc.
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
THREE MONTHS ENDED JUNE 30, 2025
(in thousands, except for share data and loss per share, unaudited)

Unless the context requires otherwise, all references in this report to "IGC," "IGC Pharma," "the Company," "we," "our," and "us" refer to IGC Pharma, Inc., together with our subsidiaries and beneficially owned subsidiary. Our public filings with the Securities and Exchange Commission, the "SEC," are available on www.sec.gov. The information contained on our various websites, including www.igcpharma.com, is not incorporated by reference in this report, and you should not consider such information to be a part of this report. We exclude our investments and minority non-controlling interests, and any information provided by them is not incorporated by reference in this report, and you should not consider such information to be a part of this report.

NOTE 1 – BUSINESS DESCRIPTION

Overview

IGC Pharma, a clinical-stage pharmaceutical company attempting to leverage AI to develop potentially innovative treatments for Alzheimer's disease (AD), metabolic disorder, and related neurodegenerative conditions. IGC Pharma is committed to transforming patient care by seeking to offer faster-acting and more effective solutions. The Company's research and development efforts are centered on addressing some of the most challenging and underserved symptoms of Alzheimer's, with the lead investigational candidate, IGC-AD1, positioned at the forefront of this strategy. It is designed to treat agitation in Alzheimer's dementia, a common and difficult-to-manage neuropsychiatric symptom that significantly impacts millions of patients' well-being and caregiver burden.

Our mission is to improve the lives of individuals affected by Alzheimer's disease by addressing both its symptoms and the disease. Our near-term focus is on advancing IGC-AD1, our lead drug candidate currently in Phase 2 clinical trials targeting agitation in Alzheimer's patients. We are also investing in our early-stage pipeline of investigational therapies and exploring Artificial Intelligence (AI) powered models designed to identify early markers of Alzheimer's. We believe that combining scientific innovation with operational execution, including leveraging our internal contract research organization, positions us to efficiently advance our pipeline toward commercialization, although there can be no assurance thereof. Our long-term strategy is to build a portfolio of differentiated therapies that not only address symptomatic needs but also target disease-modifying mechanisms, thereby creating sustainable value for patients, caregivers, and shareholders.

Business Organization

As of June 30, 2025, the Company had the following operating subsidiaries: Techni Bharathi Private Limited (TBL), HH Processors, LLC, IGC Pharma IP, LLC, IGC Pharma, LLC, SAN Holdings, LLC, Hamsa Biopharma India Pvt. Ltd. and Colombia-based beneficially owned subsidiary IGC Pharma SAS. The Company's fiscal year is the 52- or 53-week period that ends on March 31. The Company's principal office is in Maryland, established in 2005. Additionally, the Company has offices in Washington state, Colombia, South America, and India. The Company's filings are available on www.sec.gov.

NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of presentation

The accompanying condensed consolidated Balance Sheet as of June 30, 2025, and March 31, 2025, condensed consolidated statements of operations for the three months ended June 30, 2025, and 2024, and condensed consolidated statements of cash flows for the three months ended June 30, 2025, and 2024, are unaudited. The consolidated balance sheet as of March 31, 2025, has been derived from audited financial statements, and the accompanying as of June 30, 2025 unaudited condensed consolidated financial statements (interim statements) of the Company have been prepared in accordance with accounting principles generally accepted in the U.S. (U.S. GAAP) as determined by the Financial Accounting Standards Board (the FASB) within its Accounting Standards Codification (ASC) and under the rules and regulations of the SEC.

Accordingly, they do not include all the information and footnotes required by U.S. GAAP for complete financial statements. In the opinion of management, all adjustments and disclosures necessary for a fair presentation of these interim statements have been included. The results reported in these interim statements are not necessarily indicative of the results that may be reported for the entire year. These interim statements should be read in conjunction with the Company's audited consolidated financial statements for the fiscal year ended March 31, 2025 (Fiscal 2025) contained in the Company's Form 10-K for Fiscal 2025, filed with the SEC on June 27, 2025, specifically in Note 2 to the consolidated financial statements.

Principles of consolidation

The interim statements include the consolidated accounts of the Company and its subsidiaries. Intercompany accounts and transactions have been eliminated. In the opinion of the Company's management, the interim statements reflect all adjustments, which are normal and recurring in nature, necessary for fair financial statement presentation. Transactions between the Company and its subsidiaries are eliminated in the consolidated financial statements.

Presentation and functional currencies

IGC operates in the U.S., India and Colombia, and a substantial portion of the Company's financials are denominated in the Indian Rupee (INR), or the Colombian Peso (COP). As a result, changes in the relative values of the U.S. Dollar (USD), the INR, or the COP affect our financial statements.

The accompanying financial statements are reported in USD. The INR and COP are the functional currencies for certain subsidiaries of the Company. The translation of the functional currencies into USD is performed for assets and liabilities using the exchange rates in effect at the balance sheet date and for revenues and expenses using average exchange rates prevailing during the reporting periods. Adjustments resulting from the translation of functional currency financial statements to the reporting currency are accumulated and reported as other comprehensive income/(loss), a separate component of shareholders' equity. Transactions in currencies other than the functional currency during the year are converted into the functional currency at the applicable rates of exchange prevailing when the transactions occurred. Transaction gains and losses are recognized in the consolidated statements of operations.

Going Concern

The Company assesses and determines its ability to continue as a going concern in accordance with the provisions of ASC Subtopic 205-40, "*Presentation of Financial Statements—Going Concern*", which requires the Company to evaluate whether there are conditions or events that raise substantial doubt about its ability to continue as a going concern.

The Company is currently in a clinical trial stage and, thus, has not yet achieved profitability. The Company expects to continue to incur significant operating and net losses and negative cash flows from operations in the near future. On June 24, 2025, the Company entered into an amendment to extend its existing Credit Agreement of $12 million with the Lender, effective June 24, 2025. The amendment extends the term of the Credit Agreement, which was set to expire, under the same terms and conditions as previously disclosed on the Company's Current Report on Form 8-K filed with the Securities Exchange Commission on August 2, 2024, with the exception of i) a reduction in the facility fees from $84,000 to $48,000 and ii) interest, calculated according to the interest rate mentioned in the Certificate of Deposit, as the case may be, plus an applicable margin of 1.2%, instead of 1%. All other material terms of the Loan Agreement remain unchanged.

The Company estimates that its current cash and cash equivalents balance, with the working capital and investments, and with an available overdraft facility of $12 million from O-Bank, is sufficient to support operations for at least the next twelve months following the date these consolidated financial statements and footnotes were issued. These estimates are based on assumptions that may prove to be wrong, and the Company could use its available capital resources sooner than it currently expects.

Accounts receivable

We make estimates of the collectability of our accounts receivable by analyzing historical payment patterns, customer concentrations, customer creditworthiness, and current economic trends. If the financial condition of a customer deteriorates, additional allowances may be required. We had $87 thousand of accounts receivable, net of provision for the doubtful debt of $13 thousand as of June 30, 2025, as compared to $34 thousand of accounts receivable, net of provision for the doubtful debt of $12 thousand as of March 31, 2025.

Software Development Costs

The Company is developing two proprietary software platforms intended to be commercialized: -

1. A **clinical data management platform** designed for the collection, analysis, and real-time monitoring of clinical trial data; and
2. An **MINT- AD - AI-driven diagnostic and treatment personalization platform** aimed at assisting in the early detection of Alzheimer's disease and providing data-informed therapeutic suggestions.

In accordance with **ASC 985-20**, *Software to Be Sold, Leased, or Marketed*, the Company capitalizes development costs incurred after technological feasibility has been established and before the software is available for general release. Costs incurred during the research, planning, or preliminary design phase are expensed as incurred.

Capitalized costs include direct labor, third-party development services, cloud computing infrastructure directly related to model development and deployment and associated overhead. These costs are amortized on a straight-line basis over their estimated useful lives, typically **five to ten years**, beginning when the software is ready for its intended commercial use.

During the quarter ended June 30, 2025, the Company capitalized approximately $144 thousand in software development costs. For more information, please refer to Note 5, "Intangible Assets".

Loss per share

The computation of basic loss per share for the three months ended June 30, 2025, excludes potentially dilutive securities of approximately 14 million shares, which includes share options, unvested shares such as restricted shares awards and units, granted to directors, employees, non-employees, and advisors, and shares from the conversion of outstanding units, if any because their inclusion would be anti-dilutive.

The weighted average number of shares outstanding for the three months ended June 30, 2025, and 2024, used for the computation of basic earnings per share (EPS) is 83,027,117 and 72,813,538, respectively. Due to the loss incurred by the Company during the three months ended June 30, 2025, and 2024, all the potential equity shares are anti-dilutive, and accordingly, the fully diluted EPS is equal to the basic EPS.

Cybersecurity

We have a cybersecurity policy in place and have taken cybersecurity measures to safeguard against hackers, however, there can be no assurance thereof. During the three months ended June 30, 2025, there were no significant cybersecurity breaches.

Revenue Recognition

The Company recognizes revenue under ASC 606, *Revenue from Contracts with Customers* (ASC 606). The core principle of this standard is that a company should recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the Company expects to be entitled in exchange for those goods or services.

ASC 606 prescribes a 5-step process to achieve its core principle. The Company recognizes revenue from trading, rental, or product sales as follows:

I. Identify the contract with the customer.
II. Identify the contractual performance obligations.
III. Determine the amount of consideration/price for the transaction.
IV. Allocate the determined amount of consideration/price to the performance obligations.
V. Recognize revenue when or as the performing party satisfies performance obligations.

The consideration/price for the transaction (performance obligation(s)) is determined as per the agreement or invoice (contract) for the services and products in the Life Sciences segment.

In the Life Sciences segment, the revenue from the wellness and lifestyle business is recognized once goods have been sold to the customer and the performance obligation has been completed. In retail sales, we offer consumer products through our online stores. Revenue is recognized when control of the goods is transferred to the customer. This generally occurs upon our delivery to a third-party carrier or to the customer directly. Revenue from white label services is recognized when the performance obligation has been completed and output material has been transferred to the customer.

Net sales disaggregated by significant products and services for the three months ended June 30, 2025, and 2024 are as follows:

	(in thousands) Three months ended June 30,	
	2025($)	**2024($)**
Life Sciences segment		
Wellness and lifestyle (1)	6	21
White labeling services (2)	322	251
Total	328	272

(1) Revenue from wellness and lifestyle consists of the sale of products such as gummies, hand sanitizers, bath bombs, lotions, hemp crude extract, hemp isolate, and hemp distillate.
(2) Revenue from white label services consists of rebranding our formulations or the customer's products as per the customer's requirement.

Recently issued accounting pronouncements

Changes to U.S. GAAP are established by the FASB in the form of accounting standards updates (ASUs) to the FASB's ASC. The Company considers the applicability and impact of all ASUs. Newly issued ASUs not listed are expected to have no impact on the Company's consolidated financial position and results of operations, because either the ASU is not applicable, or the impact is expected to be immaterial.

ASU 2023-08, *Intangibles—Goodwill and Other—Crypto Assets (Subtopic 350-60): Accounting for and Disclosure of Crypto Assets*

In December 2023, the Financial Accounting Standards Board (FASB) issued ASU 2023-08, which requires certain crypto assets to be measured at fair value with changes recognized in net income each reporting period. The amendments also require separate presentation of crypto assets measured at fair value and provide for additional disclosure requirements, including a roll-forward of activity, cost basis, and any restrictions. The standard is effective for fiscal years beginning after December 15, 2024, including interim periods within those fiscal years, with early adoption permitted.

The Company's fiscal year beginning April 1, 2025, is subject to the provisions of ASU 2023-08. Although the Company did not hold any crypto assets as of June 30, 2025, subsequent to quarter-end, the management plans a treasury policy permitting investment in digital assets, such as bitcoin and other cryptocurrencies, either directly or through exchange-traded products (ETPs). The Company will adopt ASU 2023-08 in the first quarter of fiscal 2026 and will apply its provisions to any direct holdings of in-scope crypto assets. The Company does not expect the adoption to have a material impact on its consolidated financial statements at the date of adoption, but the presentation of any crypto asset holdings will be subject to the measurement and disclosure requirements of the new standard.

NOTE 3 – INVENTORY

	(in thousands)	
	As of June 30, 2025 ($)	**As of March 31, 2025 ($)**
Raw materials	1,078	1,104
Finished goods	271	256
Total	**1,349**	**1,360**

During the three months ended June 30, 2025, and 2024, the Company wrote off approximately $3 thousand and $26 thousand of inventory due to abnormal loss, NRV adjustment, product expiration, idle facility expense, freight, handling costs, scrap, and wasted material (spoilage). This charge was recorded in Selling, general, and administrative Expenses.

We capitalize inventory costs related to our investigational drug, provided that management determines there is a potential alternative use for the inventory in future research and development projects or other purposes. As of June 30, 2025, and March 31, 2025, our consolidated balance sheet reported approximately $392 thousand clinical trial-related inventory, respectively.

NOTE 4 – DEPOSITS AND ADVANCES

	(in thousands)	
	As of June 30, 2025 ($)	**As of March 31, 2025 ($)**
Advances to suppliers and consultants	17	10
Other receivables and deposits	47	43
Prepaid expenses and other current assets	148	342
Total	212	395

The Advances to suppliers and consultants primarily relate to advances to vendors. Prepaid expenses and other current assets include approximately $35 thousand statutory advances as of June 30, 2025, and approximately $49 thousand as of March 31, 2025, respectively.

NOTE 5 – INTANGIBLE ASSETS

	(in thousands)	
	As of June 30, 2025 ($)	**As of March 31, 2025 ($)**
Amortized intangible assets		
Patents	530	530
Other intangibles	34	34
Accumulated amortization	(219)	(205)
Total amortized intangible assets	**345**	**359**
Other intangible assets		
Patents	645	630
Software development cost	1,007	863
Total unamortized intangible assets	**1,652**	**1,493**
Total intangible assets	**1,997**	**1,852**

The value of intangible assets includes the cost of acquiring patent rights, supporting data, and the expense associated with filing various patent applications in different countries, along with granted patents. It also includes acquisition costs related to domains and licenses.

The amortization of patents and patent rights with finite life is up to 20 years, commencing from the date of grant or acquisition. The amortization expense in the three months ended June 30, 2025, and 2024, amounted to approximately $14 thousand and $20 thousand, respectively.

The Company regularly reviews its intangible assets to determine if any intangible asset is other-than-temporarily impaired, which would require the Company to record an impairment charge in the period and concluded that, as of June 30, 2025, there was no impairment.

Estimated annual amortization expense	**(in thousands) ($)**
For the year ended 2027	59
For the year ended 2028	65
For the year ended 2029	72
For the year ended 2030	79
For the year ended 2031	87

NOTE 6 – PROPERTY, PLANT, AND EQUIPMENT

		(in thousands, except useful life)	
	Useful Life (years)	**As of June 30, 2025 ($)**	**As of March 31, 2025 ($)**
Buildings and facilities	25	2,341	2,341
Plant and machinery	5-20	3,095	3,087
Computer equipment’s	3	186	187
Office equipment’s	3-5	146	144
Furniture and fixtures	5	97	96
Vehicles	5	58	58
Total gross value		**5,923**	**5,913**
Less: Accumulated depreciation		(2,826)	(2,693)
Total property, plant, and equipment, net		**3,097**	**3,220**

The depreciation expense in the three months ended June 30, 2025, and 2024 amounted to approximately $127 thousand and $142 thousand, respectively. For more information, please refer to Note 16 – "Segment Information" for the non-current assets other than financial instruments held in the country of domicile and foreign countries.

Asset Held For Sale

During the three months ended June 30, 2025, the Company sold the Nagpur land to buyers for a net value of approximately $702 thousand. Ownership and possession of the land were transferred to the buyers.

NOTE 7 – LEFT BLANK INTENTIONALLY

NOTE 8 – CLAIMS AND ADVANCES

	(in thousands)	
	As of June 30, 2025 ($)	**As of March 31, 2025 ($)**
Claims receivable (1)	680	680
Non-current deposits	-	1
Total	680	681

(1) The claims receivable is due from different vendors. While the Company has initiated collection proceedings internally or with the appropriate authorities, it believes receiving the amount in the next 12 months will be challenging because of the time required for collection proceedings.

NOTE 9 – LEFT BLANK INTENTIONALLY

NOTE 10 – ACCRUED LIABILITIES AND OTHERS

	(in thousands)	
	As of June 30, 2025 ($)	**As of March 31, 2025 ($)**
Compensation and other contributions	191	160
Provision for expenses	138	117
Short-term lease liability	62	94
Other current liability	401	1,003
Total	**792**	**1,374**

Compensation and other contribution-related liabilities consist of accrued salaries to employees. In addition, the provision for expenses includes provision for legal, professional, and marketing expenses. Other current liability also includes statutory payables of approximately $21 thousand and $19 thousand as of June 30, 2025, and March 31, 2025, respectively, and approximately $3 thousand of short-term loans as of June 30, 2025, and March 31, 2025, respectively.

NOTE 11 – LOANS AND OTHER LIABILITIES

Loan as of June 30, 2025:

On June 11, 2020, the Company received an Economic Injury Disaster Loan (EIDL) for approximately $150 thousand at an annual interest rate of 3.75%. The Company must pay principal and interest payments of $731 every month beginning June 5, 2021. The SBA will apply each installment payment first to pay interest accrued to the day the SBA receives the payment and will then apply any remaining balance to reduce the principal. All remaining principal and accrued interest is due and payable 30 years from the date of the loan. For the three months ended June 30, 2025, the interest expense and principal payment for the EIDL were approximately $1 thousand and $1 thousand, respectively. For the three months ended June 30, 2024, the interest expense and principal payment for the EIDL were approximately $1 thousand and $1 thousand, respectively. As of June 30, 2025, approximately $133 thousand of the loan is classified as Long-term loans and approximately $3 thousand as Short-term loans.

On June 30, 2023, (the Effective Date), the Company entered into a Master Loan and Security Agreement along with the General Banking Facility Letter (collectively called the Credit Agreement) with O-Bank Co., Ltd., a banking corporation incorporated under the laws of Taiwan, as administrative agent and lender (the Lender) pursuant to which the Borrower may borrow up to $12 million only or the equivalent thereof in other major currencies (the Credit Facility). The Credit Facility under the Credit Agreement contained a maturity date on the first anniversary of the Effective Date. Borrowings under the Loan Agreement will bear interest, calculated according to the interest rate mentioned in the Certificate of Deposit, as the case may be, plus an applicable margin of 1%, and the Borrower shall bear the tax. Interest is due and payable in full by the Borrower on the last business day of each interest period.

On July 29, 2024, the Company entered into an amendment to extend the Credit Agreement with the Lender effective July 8, 2024.

On June 24, 2025, the Company entered into an amendment to the Credit Agreement. The amendment extends the term of the Credit Agreement, which was set to expire, under the same terms and conditions as previously disclosed on the Company's Current Report on Form 8-K filed with the Securities Exchange Commission on August 2, 2024, with the exception of i) a reduction in the facility fees from $84,000 to $48,000 and ii) interest, calculated according to the interest rate mentioned in the Certificate of Deposit, as the case may be, plus an applicable margin of 1.2%, instead of 1% . All other material terms of the Credit Agreement remain unchanged.

Other Liability:

	(in thousands) As of	
	June 30, 2025 ($)	**March 31, 2025 ($)**
Statutory reserve	-	16
Total	-	16

The statutory reserve is a gratuity reserve for employees in our subsidiaries in India.

NOTE 12 – COMMITMENTS AND CONTINGENCIES

The Company may be involved in legal proceedings, claims, and assessments arising in the ordinary course of business. Such matters are subject to many uncertainties, and outcomes are not predictable with assurance. There are no such matters that are deemed material to the condensed consolidated financial statements as of June 30, 2025, except as disclosed in the legal proceedings section below.

In the U.S., we provide health insurance, life insurance, and a 401(k) plan wherein the Company matches up to 6% of the employee's pre-tax contribution up to a maximum annual amount determined by the IRS. In accordance with applicable laws of foreign countries, the Company provides for gratuity, a defined benefit retirement plan (Gratuity Plan) covering certain categories of employees. The Gratuity Plan provides a lump sum payment to vested employees, at retirement or termination of employment, an amount based on the respective employee's last drawn salary and the years of employment with the Company. In addition, employees receive benefits from a provident fund, a defined contribution plan. The employee and employer each make monthly contributions to the plan as required by the law. The contribution is made to the Foreign Government's funds.

NOTE 13 – SECURITIES

As of June 30, 2025, the Company was authorized to issue up to 150,000,000 shares of common stock, par value $0.0001 per share, and 84,141,405 shares of common stock were issued and outstanding. The Company is also authorized to issue up to 1,000,000 shares of preferred stock, par value $0.0001 per share, and no preferred shares were issued and outstanding as of June 30, 2025.

Our common stock is listed on the NYSE American (ticker symbol: IGC). This security also trades on the Frankfurt, Stuttgart, and Berlin stock exchanges (ticker symbol: IGS1). The Company also has 91,472 units outstanding that can be separated into common stock. Ten units may be separated into one share of common stock. The unit holders are requested to contact the Company or our transfer agent, Continental Stock Transfer and Trust, to separate their units into common stock.

In the first quarter of Fiscal 2026, the Company entered into Share Purchase Agreements (the 2025 SPAs) with multiple investors, relating to the sale and issuance by our company to investors of an aggregate of 2,803,333 shares of our common stock, for a total purchase price of $841,000, or $0.30 per share, subject to the terms and conditions set forth in the 2025 SPAs. The investments are subject to customary closing conditions, including NYSE approval. As per the 2025 SPAs, the investor received piggyback registration rights subject to certain restrictions. Shares are intended to be exempt from registration under the Securities Act, by virtue of the provisions of Section 4(a)(2) of Securities Act.

NOTE 14 – STOCK-BASED COMPENSATION

As of June 30, 2025, under both the Company's previous 2008 and current 2018 Omnibus Incentive Plans approximately 9.1 million shares of common stock have been issued to employees, non-employees, and advisors. In addition, approximately 8.7 million restricted share units (RSUs) fair valued at approximately $4.7 million with a weighted average value of $0.54 per share, have been granted but not yet issued from different Incentive Plans and Grants.

Additionally, options held by advisors and directors to purchase approximately 5.6 million shares of common stock fair valued at approximately $1.4 million with a weighted average of $0.26 per share, which have been granted but are to be issued over an exercise period between Fiscal 2023 and Fiscal 2028. Options granted and issued before the vesting period are expensed when issued.

The above awards include approximately 4.7 million RSUs and 2 million options granted to employees and directors, which consist of a vesting schedule based entirely on the attainment of either operational milestones (performance conditions) or market conditions, assuming continued employment either as an employee, or director with the Company. The performance-based awards are accounted for upon certification by the Company's management, confirming the probability of achievement of milestones. As of June 30, 2025, the Company's management confirmed that three milestones had been achieved, and the rest were probable to be achieved by March 31, 2028

The options are valued using a Black-Scholes Pricing Model, and Market-based RSUs are valued based on a lattice model, with the following assumptions:

	Granted in Fiscal 2026	Granted in Fiscal 2025
Expected life of options	5 years	5 years
Vested options	100%	100%
Risk-free interest rate	3.93%	5.24%
Expected volatility	171%	175%
Expected dividend yield	Nil	Nil

The expense associated with share-based payments to employees, directors, advisors, and contractors is allocated over the vesting or service period and recognized in the Selling, general, and administrative expenses (including research and development). For the three months ended June 30, 2025, the Company's common stock-based compensation was approximately $452 thousand, which was accounted for in the Selling, general, and administrative expenses (including research and development). In addition, the Company capitalized common stock-based compensation of approximately $46 thousand in software development costs.

For the three months ended June 30, 2024, the Company's common stock-based compensation was approximately $402 thousand, which was accounted for in the Selling, general, and administrative expenses (including research and development). In addition, the Company capitalized common stock-based compensation of approximately $31 thousand in software development costs.

Non-vested shares	**Shares (in thousands) (#)**	**Weighted average grant date fair value ($)**
Non-vested shares as of March 31, 2025	5,796	0.64
Granted	1,385	0.31
Vested	(679)	0.31
Cancelled/forfeited	-	-
Non-vested shares as of June 30, 2025	**6,502**	**0.60**

Options	**Shares (in thousands) (#)**	**Weighted average grant date fair value ($)**	**Weighted average exercise price ($)**
Options outstanding as of March 31, 2025	3,182	0.25	0.39
Granted	1,600	0.27	0.30
Vested	-	-	-
Cancelled/forfeited	-	-	-
Options outstanding as of June 30, 2025	**4,782**	**0.26**	**0.29**

There was a combined unrecognized expense of $2 million related to non-vested shares and share options that the Company expects to be recognized over a life of up to 4 (four) years.

NOTE 15 – FAIR VALUE OF FINANCIAL INSTRUMENTS

As of June 30, 2025, the Company's marketable securities consist of liquid funds, which have been classified as Level 1 of the fair value hierarchy because they have been valued using quoted prices in active markets. The Company's cash and cash equivalents have also been classified as Level 1 on the same principle. Financial instruments are classified as current if they are expected to be liquidated within the next twelve months. The Company's remaining investments have been classified as Level 3 instruments as there is little or no market data. Level 3 investments are valued using the cost method.

The following table presents information about the Company's assets that are measured at fair value on a recurring basis as of June 30, 2025, and March 31, 2025, and indicates the fair value hierarchy of the valuation techniques the Company used to determine such fair value:

(in thousands)

As of June 30, 2025

Particular	Adjusted Cost ($)	Gain ($)	Loss ($)	Fair Value ($)	Cash & Cash Equivalents ($)	Short Term Investments ($)
Level 1						
Cash	163	-	-	163	163	-
Money Market Fund	-	-	-	-	-	-
Debt Funds	-	-	-	-	-	-
Mutual Fund	-	-	-	-	-	-
Level 2						
Certificates of Deposit	291	-	-	291	291	-
Level 3	-	-	-	-	-	-
TOTAL	**454**	**-**	**-**	**454**	**454**	**-**

As of March 31, 2025

Particular	Adjusted Cost ($)	Gain ($)	Loss ($)	Fair Value ($)	Cash & Cash Equivalents ($)	Short Term Investments ($)
Level 1						
Cash	368	-	-	368	368	-
Money Market Fund	-	-	-	-	-	-
Debt Funds	-	-	-	-	-	-
Mutual Fund	-	-	-	-	-	-
Level 2						
Certificates of Deposit	37	-	-	37	37	-
Level 3	-	-	-	-	-	-
TOTAL	**405**	**-**	**-**	**405**	**405**	**-**

NOTE 16 – SEGMENT INFORMATION

FASB ASC 280, "*Segment Reporting,*" establishes standards for reporting information about reportable segments. Operating segments are defined as components of an enterprise about which separate financial information is available and is evaluated regularly by the chief operating decision maker, or decision-making group (CODM), in deciding how to allocate resources and in assessing performance. The CODM evaluates revenues and gross profits based on product lines and routes to market. The Company's CODM is the Company's Chief Executive Officer (CEO). The CEO reviews financial information presented on an operating segment basis for the purposes of making operating decisions and assessing financial performance. As of the date of this report and in preparation for the new and different source of revenue, the Company has determined that it operates in a single operating and reportable segment, Life Sciences segment.

The following provides information required by ASC 280-10-50-38 "Entity-wide Information":

1) The table below shows revenue reported by segment:

	(in thousands) Three months ended June 30,	
	2025 ($)	**2024 ($)**
Life Sciences segment		
Wellness and lifestyle	6	21
White labeling services	322	251
Total	**328**	**272**

For information on revenue by product and service, refer to Note 2, "Summary of Significant Accounting Policies".

2) The table below shows the revenue attributed to the country of domicile (U.S.) and foreign countries. Revenue is generally attributed to the geographic location of customers:

Segments	**Country**	**(in thousands) Three months ended June 30, 2025 ($)**	**Percentage of Total Revenue ($)**
Asia	India	-	-
America	U.S.	328	100%
	Colombia	-	-
Total		328	100%

Segments	**Country**	***(in thousands)* Three months ended June 30, 2024 ($)**	**Percentage of Total Revenue ($)**
Asia	India	-	-
America	U.S.	272	100%
	Colombia	-	-
Total		**272**	**100%**

3) The table below shows the non-current assets other than financial instruments held in the country of domicile and foreign countries.

Nature of assets	USA (Country of Domicile) ($)	(in thousands) Foreign Countries (India and Colombia) ($)	Total as of June 30, 2025 ($)
Intangible assets, net	1,997	-	1,997
Property, plant, and equipment, net	3,051	46	3,097
Claims and advances	410	270	680
Operating lease asset	-	16	16
Total non-current assets	**5,458**	**332**	**5,790**

Nature of assets	USA (Country of Domicile) ($)	*(in thousands)* Foreign Countries (India and Colombia) ($)	Total as of March 31, 2025 ($)
Intangible assets, net	1,852	-	1,852
Property, plant, and equipment, net	3,171	49	3,220
Claims and advances	410	271	681
Operating lease asset	80	18	98
Total non-current assets	**5,513**	**338**	**5,851**

NOTE 17 – SUBSEQUENT EVENT

Subsequent to the quarter through July 31, 2025, the Company sold 6,623,085 shares through the ATM for $2,623,467 at an average price of $0.41.

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

The purpose of this Management's Discussion and Analysis (MD&A) is to provide an understanding of IGC Pharma, Inc.'s ("IGC," "IGC Pharma," the "Company," "we," "our," and/or "us") consolidated financial condition and results of operations and cash flows. The MD&A should be read in conjunction with our unaudited condensed financial statements and related notes that appear elsewhere in this Quarterly Report on Form 10-Q for the three months ended June 30, 2025, and the Annual Report on Form 10-K for the fiscal year ended March 31, 2025, filed with the SEC on June 27, 2025 (the 2025 Form 10-K). The Company's actual results could differ materially from those discussed here. Factors that could cause differences include those discussed in the "Forward-Looking Statements" and "Risk Factors" sections and discussed elsewhere in this report. The risks and uncertainties can cause actual results to differ significantly from those in our forward-looking statements or implied in historical results and trends. Accordingly, we caution readers not to place undue reliance on any forward-looking statements made by us, which speak only as of the date they are made. We disclaim any obligation, except as expressly required by law and the rules of the SEC, to publicly update or revise any such statements to reflect any change in our expectations or in events, conditions, or circumstances on which any such statements may be based, or that may affect the likelihood that actual results will differ from those outlined in the forward-looking statements.

Overview

IGC Pharma, a clinical-stage pharmaceutical company developing treatments for Alzheimer's disease (AD) and related neurodegenerative conditions, is committed to transforming patient care by seeking to offer faster-acting and more effective solutions. The Company's research and development efforts are centered on addressing some of the most challenging and underserved symptoms of Alzheimer's, with the lead investigational candidate, IGC-AD1, positioned at the forefront of this strategy. It is designed to treat agitation in Alzheimer's dementia, a common and difficult-to-manage neuropsychiatric symptom that significantly impacts millions of patients' well-being and caregiver burden.

Life Sciences Segment

IGC Pharma, a clinical-stage company developing treatments for Alzheimer's disease, is committed to transforming patient care by striving to offer faster acting and more effective solutions. Our lead drug, IGC-AD1, embodies this vision by tackling a critical challenge – managing agitation in Alzheimer's dementia. Early results from our Phase 2 trial are promising: IGC-AD1 effectively reduced agitation in patients compared to a placebo, and crucially, it did so faster than traditional medications. While existing anti-psychotics can take as long 6 to 12 weeks to show effects, we believe IGC-AD1 has the potential to act within two weeks. This potentially faster onset of action could significantly improve patient care and represents a potential breakthrough in managing Alzheimer's-related agitation, although there can be no assurance thereof. In addition, we have created in-house wellness brands, available through online channels that are compliant with relevant federal, state, and local laws and regulations. We derive revenue from our in-house wellness non-pharmaceutical formulations that are manufactured as non-GMO, vegan, products at our facility and are sold over-the-counter (OTC).

MINT-AD

Currently, the AI team is working on developing a Multimodal Interpretable Transformer for Alzheimer's Disease (MINT-AD). This tool aims to support clinicians in real-world decision-making towards reducing Alzheimer's false negatives and delayed diagnosis. We are developing MINT-AD for three aims/phases: risk stratification for AD, cognitive decline prediction 2-5 years in advance, and deployment as a physician's tool.

According to the World Alzheimer Report, more than 400 million people globally may carry Alzheimer's-related pathology before any clinical symptoms appear. Yet primary care physicians, particularly those outside urban centers, often lack the tools needed to detect early cognitive risk. This diagnostic gap leads to missed or delayed diagnoses, limiting timely intervention, reducing eligibility for clinical trials, and ultimately worsening patient outcomes. MINT-AD aims to bridge this gap by extending cognitive diagnostics beyond neurology clinics, expensive PET scans, and other tests, to general practices, rural areas, and underserved populations.

MINT-AD leverages diverse data sources, including brain scans, genetics, lifestyle, and cognitive metrics, to produce clinically interpretable risk profiles and forecast decline trajectories. The platform is being designed for integration into physician workflows to help improve early detection, care personalization, and clinical trial enrolment.

Our Business Strategy

The business strategy includes:

- Advance Differentiated Therapies for High-Need CNS Indications.
- Expand IGC-AD1's therapeutic potential to treat AD, subject to FDA approval.
- Advance the development of TGR-63 as a potential therapeutic for AD.
- Advance the development of TGR-63 as a potential therapeutic for AD.
- Publish scientific findings in peer-reviewed journals to strengthen clinical credibility and visibility.
- Allocate Capital to Enhance Shareholder Value.

We believe developing a drug for both symptom and disease-modifying agents has less risk due to the need for expensive multi-year trials. However, there is considerable upside and significant value creation to the extent we obtain a first-in-class advantage, of which there can be no assurance. If we were to obtain a first-in-class advantage, such an advantage could result in significant growth if and when an approved drug such as IGC-AD1 launches.

We believe that additional investment in clinical trials, AI, R&D, facilities, marketing, advertising, and the acquisition of complementary products and businesses will be critical to the ongoing growth of the Life Sciences segment. Although there can be no assurance, we believe these investments will fuel the development and delivery of innovative products that drive positive patient and customer experiences. We hope to leverage our R&D and intellectual property to develop ground-breaking, science-based products that are proven effective through clinical trials, subject to FDA approval. Although there can be no assurance, we believe this strategy can improve our existing products and lead to the creation of new products that can provide treatment options for multiple conditions, symptoms, and side effects.

Management is committed to its core short term goals, completion of the Phase 2 trial on IGC-AD1 and deploying MINT-AD. As we allocate more resources to achieving these objectives, we are evaluating various options for our non-core assets such as the manufacturing facility in Vancouver, including potential operational partnerships or alternative uses. As of the date of this filing, no definitive transaction has been finalized or has occurred. It could reduce our revenue.

Company Highlights for the Quarter ended June 30, 2025

- IGC Pharma presented compelling Genetic Toxicology Safety Data on the API in IGC-AD1 at the 2025 Genetic Toxicology Association Meeting, highlighting the safety profile of our lead compound – a crucial step for regulatory approvals.
- IGC Pharma expanded its network of clinical trial sites for the CALMA trial, adding multiple strategic locations across North America. These expansions included leading research institutions and sites in diverse geographic areas such as Ontario (Canada), Florida, Rhode Island, Puerto Rico, and Oklahoma. This strategic broadening of our clinical trial footprint is designed to accelerate patient enrollment, enhance access to diverse patient populations, and strengthen the overall robustness of our study.
- During the quarter ended June 30, 2025, the Company raised a gross amount of approximately $997 thousand through different private equity placement SPAs and the ATM.

Results of Operations for the Three Months Ended June 30, 2025, and June 30, 2024

The historical results presented below are not necessarily indicative of the results that may be expected for any future period. The following table presents an overview of our results of operations for the three months ended June 30, 2025, and June 30, 2024:

Statement of Operations (in thousands, unaudited)

	Three months ended June 30,			
	2025 ($)	**2024 ($)**	**Change ($)**	**Percent Change**
Revenue	328	272	56	21%
Cost of revenue	(174)	(109)	(65)	60%
Gross profit	**154**	**163**	**(9)**	**(6)%**
Selling, general and administrative expenses	(1,208)	(1,670)	462	(28)%
Research and development expenses	(851)	(889)	38	(4)%
Operating loss	**(1,905)**	**(2,396)**	**491**	**(20)%**
Other income, net	306	18	288	1,600%
Loss before income taxes	**(1,599)**	**(2,378)**	**779**	**(33)%**
Income tax expense/benefit	-	-	-	-
Net loss	**(1,599)**	**(2,378)**	**779**	**(33)%**

Revenue – Revenue was approximately $328 thousand and $272 thousand for the three months ended June 30, 2025, and June 30, 2024, respectively. Revenue in both quarters was primarily derived from our Life Sciences segment, which involved providing white-label manufactured products and sales of holistic health care products, among others. Our core focus is on advancing IGC-AD1, completing the Phase 2 trial, and developing MINT-AD for the early diagnosis of Alzheimer's disease. In the future, our revenue from white label may not increase as we allocate more resources to expanding our core pharma-focused programs.

Cost of revenue – Cost of revenue amounted to approximately $174 thousand for the three months ended June 30, 2025, compared to $109 thousand in the three months ended June 30, 2024. This represents gross margins of 47% and 60%, respectively. The cost of revenue is primarily attributable to the cost of raw materials, labor, and other direct overheads required to produce our products and services in both segments. The slight decrease in gross margin is attributed to the Company's strategic efforts to develop new formulations using a broader range of active ingredients, which, while affecting margins in the short term, are expected to open new commercial avenues in the long term.

Selling, General and Administrative expenses (SG&A)– SG&A expenses primarily encompass various costs such as employee-related expenses, sales commissions, professional fees, legal fees, marketing expenses, other corporate expenses, allocated general overhead, provisions, depreciation, and write-offs related to doubtful accounts and advances. During the three months ended June 30, 2025, SG&A expenses decreased by approximately $462 thousand or 28% to approximately $1.2 million as compared to the three months ended June 30, 2024. This significant decline in SG&A expenses is attributable to the Company's focused efforts to optimize corporate-level operational efficiency by lowering employee–related costs due to headcount alignment and compensation restructuring, implementing better inventory management systems, and reducing spending on legal and professional services through more efficient vendor management. These optimizations allowed the Company to preserve capital and extend its operational runway while maintaining the infrastructure necessary to support clinical development and strategic initiatives.

Research and Development expenses (R&D)– R&D expenses were attributed to our Life Sciences segment. The R&D expenses decreased by approximately $38 thousand or 4% to approximately $851 thousand during the three months ended June 30, 2025, from approximately $889 thousand. The decrease is primarily due to a one-time non-cash expense of approximately $100 thousand in three months ended June 30, 2024. One-time expense adjusted, there is an increase in R&D expenses by $62 thousand. The R&D expenses are primarily attributed to the progression of Phase 2 trials on IGC-AD1 and preclinical studies on TGR-63, indicating the Company's dedication to advancing its product pipeline. As the development of TGR-63 and the Phase 2 trial on Alzheimer's gains momentum, the Company anticipates an increase in R&D expenses.

Other income, net – Other net income increased by approximately $288 thousand or 1,600% during the three months ended June 30, 2025. As a result, the total other income for the three months ended June 30, 2025, and 2024 is approximately $306 thousand and $18 thousand, respectively. Other income includes interest and rental income, dividend income, profit from the sale of assets, unrealized gains from investments, net income, and income from scrap sales. The primary reason for increase is a tax credit of approximately $263 thousand company received during three months ended June 30, 2025.

Liquidity and Capital Resources

Our sources of liquidity are cash and cash equivalents, funds raised through the ATM offering, cash flows from operations, short-term and long-term borrowings, and short-term liquidity arrangements. The Company continues to evaluate various financing sources and options to raise working capital to help fund current research and development programs and operations. The Company does not have any material long-term debt, capital lease obligations, or other long-term liabilities except as disclosed in this report. Please refer to Note 12, "Commitments and Contingencies," and Note 11, "Loans and Other Liabilities," in Item 1 of this report for further information on the Company's commitments and contractual obligations.

On June 30, 2023, (the Effective Date), the Company entered into a Master Loan and Security Agreement along with the General Banking Facility Letter (collectively called the "Credit Agreement") with O-Bank Co., Ltd., a banking corporation incorporated under the laws of Taiwan, as administrative agent and lender (the Lender) pursuant to which the Borrower may borrow up to $12 million only or the equivalent thereof in other major currencies (the Credit Facility). The Credit Facility under the Credit Agreement contained a maturity date on the first anniversary of the Effective Date. Borrowings under the Credit Agreement will bear interest, calculated according to the interest rate mentioned in the Certificate of Deposit, as the case may be, plus an applicable margin of 1%, and the Borrower shall bear the tax. Interest is due and payable in full by the Borrower on the last business day of each interest period.

On June 24, 2025, the Company entered into an amendment to extend the Credit Agreement. The amendment extends the term of the Credit Agreement, which was set to expire, under the same terms and conditions as previously disclosed, with the exception of i) a reduction in the facility fees from $84,000 to $48,000 and ii) interest, calculated according to the interest rate mentioned in the Certificate of Deposit, as the case may be, plus an applicable margin of 1.2%, instead of 1%. All other material terms of the Credit Agreement remain unchanged.

In the first quarter of Fiscal 2026, the Company entered into the 2025 Share Purchase Agreements (2025 SPAs) with multiple investors, relating to the sale and issuance by our company to the investors of an aggregate of 2,803,333 shares of our common stock, for a total purchase price of $841,000 , or $0.30 per share, subject to the terms and conditions set forth in the 2025 SPAs. The investments are subject to customary closing conditions, including NYSE approval. As per the 2025 SPA, the investor received piggyback registration rights subject to certain restrictions.

Subsequent to the quarter through July 31, 2025, the Company sold 6,623,085 shares through the ATM for $2,623,467 at an average price of $0.41.

The equity and the credit facility serve to minimize ongoing liquidity requirements and ensure the Company's ability to sustain its operations. Furthermore, the Company intends to raise additional funds through private placement and ATM offerings, subject to market conditions, although there can be no assurance that such financing efforts will be successful. The Company expects to raise further capital for its research and development initiatives as and when it is able to do so, in an ATM offering or private placement. In addition, there can be no assurance of the terms thereof, and any subsequent equity financing sought may have dilutive effects on our current shareholders. While there is no guarantee that we will be successful, we are applying to non-dilutive funding opportunities such as Small Business Research and Development programs. In addition, subject to limitations on the amount of capital that can be raised, the Company expects to utilize its shelf registration on a statement on Form S- 3 to raise capital through at-the-market offerings or otherwise. Please refer to Note 13 – "Securities", for more information.

	(in thousands, unaudited)			
	As of June 30, 2025 ($)	**As of March 31, 2025 ($)**	**Change**	**Percent Change**
Cash and cash equivalents	454	405	49	12%
Working capital	428	639	(211)	(33)%

Cash and cash equivalents

Cash and cash equivalents increased by approximately $49 thousand to $454 thousand in the three months ended June 30, 2025, from $405 thousand as of March 31, 2025, an increase of approximately 12%.

Summary of Cash flows

	(in thousands, unaudited) Three months ended June 30,			Percent
	2025	**2024**	**Change**	**Change**
Cash used in operating activities	(1,407)	(1,752)	345	(20)%
Cash provided by (used in) investing activities	580	(131)	711	(543)%
Cash provided by financing activities	851	2,507	(1,656)	(66)%
Effects of exchange rate changes on cash and cash equivalents	25	2	23	1,150%
Net decrease in cash and cash equivalents	**49**	**626**	**(577)**	**(92)%**
Cash and cash equivalents at the beginning of the period	405	1,198	(793)	(66)%
Cash and cash equivalents at the end of the period	**454**	**1,824**	**(1,370)**	**(75)%**

Operating Activities

Net cash used in operating activities for the three months ended June 30, 2025, was approximately $1.4 million. It consists of a net loss of approximately $1.6 million, a positive impact on cash due to non-cash expenses of approximately $569 thousand, and a negative change in operating assets and liabilities of approximately $377 thousand. Non-cash expenses consist of an amortization and depreciation charge of approximately $141 thousand, stock-based expenses of approximately $452 thousand, and other non-cash items with a negative impact of approximately $24 thousand. In addition, changes in operating assets and liabilities had a negative impact of approximately $377 thousand on cash, of which a net negative impact of approximately $53 thousand is due to an increase in accounts receivables, and a negative impact of approximately $599 thousand is due to decrease in accrued and other liabilities, a positive impact of approximately $183 thousand is due to decrease in deposits and advances, a positive impact of approximately $51 thousand is due to increase in accounts payable and net other current assets and liabilities of approximately $41 thousand.

Net cash used in operating activities for the three months ended June 30, 2024, was approximately $1.8 million. It consists of a net loss of approximately $2.4 million, a positive impact on cash due to non-cash expenses of approximately $564 thousand, and a positive change in operating assets and liabilities of approximately $62 thousand. Non-cash expenses consist of an amortization and depreciation charge of approximately $162 thousand and stock-based expenses of approximately $402 thousand. In addition, changes in operating assets and liabilities had a positive impact of approximately $62 thousand on cash, of which a net negative impact of approximately $118 thousand is due to an increase in deposits and advances, and a positive impact of approximately $151 thousand is due to increase in accrued and other liabilities, and net other current assets and liabilities of approximately $29 thousand.

Investing Activities

Net cash provided by investing activities for the three months ended June 30, 2025, was approximately $580 thousand, which comprised of approximately $114 thousand for the acquisition and development of intangible assets, and approximately $693 thousand for the net purchase of property, plant, and equipment.

Net cash used in investing activities for the three months ended June 30, 2024, was approximately $131 thousand, which comprised of expenses of approximately $93 thousand for the acquisition and development of intangible assets, and approximately $38 thousand for the net purchase of property, plant, and equipment.

Financing Activities

Net cash provided by financing activities was approximately $851 thousand for the three months ended June 30, 2025, which was comprised of net proceeds from issuance of equity stock of approximately $852 thousand and re-payment of the loan of approximately $1 thousand. Please refer to Note 13 – “Securities”, for more information.

Net cash provided by financing activities was approximately $2.5 million for the three months ended June 30, 2024, which was comprised of net proceeds from issuance of equity stock of approximately $2.5 million and re-payment of the loan of approximately $1 thousand. Please refer to Note 13 – “Securities”, for more information.

Treasury Strategy and Capital Allocation Considerations

Management continually evaluates opportunities to optimize the Company's capital structure and enhance stockholders' equity while maintaining adequate liquidity to support operations. Since early 2024, we have assessed the potential use of digital assets, including bitcoin and other cryptocurrencies, as part of our treasury management strategy.

Subsequent to quarter-end, in September 2025, our management plans to invest a portion of its funds in digital assets, either directly or through ETPs that hold such assets. We believe that allocating a portion of our cash reserves to digital assets could diversify our treasury holdings, potentially enhance our balance sheet if the assets appreciate, and align with emerging best practices of certain public companies.

We expect to begin implementing this policy during the quarter ending September 30, 2025. The timing, size, and type of investments will be based on prevailing market conditions, liquidity needs, and risk management considerations. These investments involve material risks, as discussed in Item 1A – Risk Factors.

Off-Balance Sheet Arrangements

We do not have any outstanding derivative financial instruments, off-balance sheet guarantees, interest rate swap transactions, or foreign currency forward contracts. Furthermore, we do not have any retained or contingent interest in assets transferred to an unconsolidated entity that serves as credit, liquidity, or market risk support to such entity. We do not have any variable interest in an unconsolidated entity that provides financing, liquidity, market risk, or credit support to us or that engages in leasing, hedging, or research and development services with us.

Critical Accounting Policies

While all accounting policies impact financial statements, certain policies may be viewed as critical. Critical accounting policies are those that are both most important to the portrayal of financial condition and results of operations and that require management's most subjective or complex judgments and estimates. Our management believes that the following policy that falls within this category in addition to the policies on revenue recognition, inventory, accounts receivable, foreign currency translation, impairment of long-lived assets and investments, stock-based compensation, and cybersecurity:

Digital Asset Investments

The Company may invest in digital assets, such as bitcoin and other cryptocurrencies, either directly or through ETPs that hold such assets. Direct holdings of digital assets will be accounted for in accordance with ASC 350-60, Intangibles – Goodwill and Other – Crypto Assets, and measured at fair value with changes recognized in earnings, in accordance with ASU 2023-08. Holdings in ETPs will be accounted for as equity securities under ASC 321, Investments – Equity Securities, and measured at fair value with changes recognized in earnings. Fair value will be determined using quoted prices in active markets (Level 1 inputs).

For direct holdings of digital assets, the Company will present in the notes a roll-forward of activity, including the opening balance, additions, dispositions, gains and losses recognized during the period, and the ending balance, as well as any significant concentrations and restrictions.

Please see our disclosures in Note 2 – Summary of Significant Accounting Policies to the Notes to the Unaudited Condensed Consolidated Financial Statements in this report, in the Notes to the Audited Consolidated Financial Statements in the 2025 Form 10-K, as well as Item 7 – Management's Discussion and Analysis of Financial Condition and Results of Operations in the 2025 Form 10-K, for a discussion of all our critical and significant accounting policies.

Recent Accounting Pronouncements

Changes to U.S. GAAP are established by the Financial Accounting Standards Board (FASB) in the form of accounting standards updates (ASUs) to the FASB's Accounting Standards Codification. The Company considers the applicability and impact of all ASUs. Newly issued ASUs not listed are expected to have no impact on the Company's consolidated financial position and results of operations because either the ASU is not applicable, or the impact is expected to be immaterial. Recent accounting pronouncements that may apply to us are described in Note 2, "Significant Accounting Policies" to the Notes to the Unaudited Condensed Consolidated Financial Statements in this report and in the Notes to the Audited Consolidated Financial Statements in Part II of our 2025 Form 10-K.

Item 3. Quantitative and Qualitative Disclosures about Market Risk

Item 3 does not apply to us because we are a smaller reporting company.

Item 4. Controls and Procedures

Evaluation of Disclosure Controls and Procedures

Our Management maintains disclosure controls and procedures as defined in Rule 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934 (the Exchange Act) that are designed to provide reasonable assurance that information required to be disclosed in our reports filed or submitted under the Exchange Act is processed, recorded, summarized and reported within the time periods specified in the SEC's rules and forms and that such information is accumulated and communicated to Management, including our Chief Executive Officer (our principal executive officer) and Principal Financial Officer, as appropriate, to allow for timely decisions regarding required disclosure.

Our Management, including the Chief Executive Officer and Principal Financial Officer, conducted an evaluation of the effectiveness of our disclosure controls and procedures as of the end of the period covered by this report. Based on this evaluation, our Chief Executive Officer and Principal Financial Officer concluded that our disclosure controls and procedures were effective in ensuring that the information required to be disclosed in the reports filed or submitted by us under the Exchange Act was recorded, processed, summarized and reported within the requisite time periods specified in SEC rules and forms and that such information was accumulated and communicated to our Management, including our Chief Executive Officer and Principal Financial Officer, as appropriate to allow for timely decisions regarding required disclosure.

Changes in Internal Control over Financial Reporting

Our Management, including our Chief Executive Officer and Principal Financial Officer, evaluated our "internal control over financial reporting" as defined in Exchange Act Rule 13a-15(f) to determine whether any changes in our internal control over financial reporting occurred during the three months ended June 30, 2025, that materially affected, or are reasonably likely to materially affect, our internal control over financial reporting. Based on that evaluation, there were no changes in our internal control over financial reporting during the three months ended June 30, 2025, that have materially affected or are reasonably likely to materially affect our internal control over financial reporting.

PART II – OTHER INFORMATION

Item 1. Legal Proceedings

The Company may be involved in legal proceedings, claims, and assessments arising in the ordinary course of business. Such matters are subject to many uncertainties, and outcomes are not predictable with assurance. As of June 30, 2025, we were not party to any material legal proceedings, except as set forth below.

During the quarter ended June 30, 2025, the following material litigation is pending:

Engineering and Consulting Group SAS et al. v IGC Pharma Inc., case file no. 110016000050202247710 (Prosecutor's Office 393 Sectional Economic Crimes Unit, Bogota, Colombia). The Company and the ECG corporation are in a contractual dispute. The Company filed a complaint against four (4) individuals with the Prosecutor's Office 393 Sectional Economic Crimes Unit, Bogota, Colombia, under file no. 110016000050202247710 for charges of fraud, falsification of a private document, and conspiracy to commit a crime. The complaint was filed in 2022. In December 2023, the case was reviewed by the investigator and scheduled and accepted for a hearing by the prosecutor in calendar 2024. During the three months ended June 30, 2025, there were no material changes.

Item 1A. Risk Factors

Following are the material changes to the risk factors disclosed in Part I, Item 1A, "Risk Factors" in our Annual Report on Form 10-K for the year ended March 31, 2025, filed with the SEC on June 27, 2025.

Investment in Digital Assets Could Adversely Affect Our Financial Condition and Results of Operations

Management is considering a treasury policy that permits the investment of a limited portion of our available funds in digital assets, such as bitcoin and other cryptocurrencies, either directly or through exchange-traded products ("ETPs") that hold such assets. We have not made any purchases as of the filing date of this Quarterly Report. Investments in digital assets are subject to significant risks and volatility:

- **Price Volatility:** The market prices of bitcoin, and other cryptocurrencies have historically been highly volatile and may be influenced by factors beyond our control, including market sentiment, macroeconomic conditions, changes in supply and demand, geopolitical events, regulatory developments, technological changes, and market disruptions. Large fluctuations in fair value could materially affect our reported earnings, financial position, and stock price.

- **Regulatory Risk:** Digital assets are a relatively new asset class and are subject to evolving U.S. federal, state, and foreign laws and regulations. Regulatory changes, or the interpretation or enforcement of existing laws, could restrict our ability to buy, sell, hold, or transact in digital assets and could adversely impact their value.

- **Custody and Operational Risk:** If we invest directly in digital assets, we will be exposed to operational and custody risks, including loss or theft of private keys, cybersecurity breaches, fraud, and insolvency of custodians. If we invest via ETPs, we will be subject to risks specific to those funds, including tracking errors relative to the underlying asset, reliance on the sponsor and custodian, and management fees.

- **Liquidity Risk:** The trading venues for digital assets and related products may experience outages, disruptions, or other operational issues that can impair our ability to transact, especially during times of market stress.

- **Tax and Accounting Impact:** Changes in U.S. tax law, including the Corporate Alternative Minimum Tax (CAMT), could cause us to incur tax liabilities on unrealized gains in digital assets. Accounting standards require us to record changes in fair value through earnings each reporting period, which may increase our earnings volatility.

There is no assurance that any investment in digital assets will result in a positive return, and we may incur losses that could adversely affect our business, financial condition, and results of operations.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

During the quarter ended June 30, 2025, the Company entered into Share Purchase Agreements (the 2025 SPAs) with multiple investors, relating to the sale and issuance by our company to investors of an aggregate of 2,803,333 shares of our common stock, for a total purchase price of $841,000, or $0.30 per share, subject to the terms and conditions set forth in the 2025 SPAs. The investments are subject to customary closing conditions, including NYSE approval. As per the 2025 SPAs, the investors received piggyback registration rights subject to certain restrictions. Shares are intended to be exempt from registration under the Securities Act by virtue of the provisions of Section 4 (a)(2) of the Securities Act.

Item 3. Defaults Upon Senior Securities

None.

Item 4. Mine Safety Disclosures

Not applicable.

Item 5. Other Information

None.

Item 6. Exhibits

Exhibit Number	Exhibit Description
3.1	Amended and Restated Articles of Incorporation of the Registrant, as amended on August 1, 2012 (incorporated by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K filed on August 6, 2012).
3.2	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 (incorporated by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K filed on March 21, 2023).
3.3	By-laws of the Registrant (incorporated by reference to Exhibit 3.2 to the Company's Post-Effective Amendment No.1 to Form S-3 filed on January 22, 2021).
3.4	Amendment to the Amended and Restated Articles of Incorporation of the Registrant as amended on August 2, 2014 (incorporated by reference to Exhibit 3.3 to the Company's Post-Effective Amendment No.1 to Form S-3 filed on January 22, 2021).
3.5	Amendment to the Bylaws of the Company dated March 2, 2023 (incorporated by reference to Exhibit 3.2 to the Company's Current Report on Form 8-K filed on March 21, 2023).
10.1	Extension of Master Loan Agreement between IGC Pharma, Inc. and O-Bank, CO., LTD.
31.1*	Rule 13a-14(a) / 15d-14(a) Certification of Chief Executive Officer.
31.2*	Rule 13a-14(a) / 15d-14(a) Certification of Principal Financial Officer.
32.1**	Certifications pursuant to 18 U.S.C. §1350.
101.INS*	Inline XBRL Instance Document.
101.SCH*	Inline XBRL Taxonomy Extension Schema Document.
101.CAL*	Inline XBRL Taxonomy Extension Calculation Linkbase Document.
101.LAB*	Inline XBRL Taxonomy Extension Label Linkbase Document.
101.PRE*	Inline XBRL Taxonomy Extension Presentation Linkbase Document.
101.DEF*	Inline XBRL Taxonomy Extension Definition Linkbase Document.
104*	Cover Page Interactive Data File (formatted as Inline XBRL and contained in Exhibit 101)

* Filed herewith.
** Furnished herewith.

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 thereunto duly authorized.

IGC PHARMA, INC.

Date: August 14, 2025

By: /s/ Ram Mukunda
Ram Mukunda
President and Chief Executive Officer
(Principal Executive Officer)

Date: August 14, 2025

By: /s/ Claudia Grimaldi
Claudia Grimaldi
Vice-president & Chief Compliance Officer
(Principal Financial Officer)

O-Bank Co., Ltd.

Date: 24 June 2025

To: IGC Pharma Inc

Dear Sirs,
敬啟者：

Re: General Banking Facility
事由：一般授信額度

We, **O-Bank CO., LTD.**, a banking corporation incorporated under the laws of Taiwan carrying on business at Suites 3210-14, 32/F, Tower 6, The Gateway, Harbour City, 9 Canton Road, Tsim Sha Tsui, Hong Kong. (the "**Bank**") are pleased to offer to you, IGC Pharma Inc (the "**Borrower**") the following general banking facilities subject to the terms and conditions stated below and to our Master Loan and Security Agreement (collectively called the "**Agreements**") executed and delivered by you to us. Words and expressions defined in the Agreements shall, unless otherwise provided, have the same meanings in this Facility Letter.
本行，王道商業銀行股份有限公司，是依臺灣法令設立及登記之公司，以 " O-Bank Co., Ltd. " 名稱於香港經營業務及進行交易，其地址為香港尖沙咀廣東道9號海港城港威大廈6座32樓3210-14室(下稱「本行」）謹此提供您，IGC Pharma Inc（下稱「借款人」），下列所示之一般授信額度；此一提供須遵守以下所規定之條款，並遵守經您於簽署後交給本行之本行貸款與擔保總約定書（合稱「約定書」）。 除非另有規定，約定書內所定義之單字與詞句，於本授信書中應具備相同之意義。

This Facility Letter supersedes the previous facility letter entered into between the Borrower and the Bank (if any).
本授信書取代借款人與本行間先前所簽訂之授信書（如有）。

1. Details of Facilities
1. 授信明細

Facility Amount(s) and Type(s):	The type of facilities offered to the Borrower (the "**Facilities**") are set out in Part I of Annex A hereto which shall have a maximum aggregate total facility limit of USD12,000,000.00 only or the equivalent thereof in other major currencies.
授信金額與類型:	向借款人所提供之授信額度（下稱「授信」）的類型係規定於附件A之第I部份，其總共之授信最高上限限制為美金12,000,000.00或其他主要貨幣相等值。
Term:	In accordance with the terms and conditions of the relevant Facilities as specified in Part I of Annex A hereto.
條件:	依據附件A 之第 I 部份所規定之授信的條款。
Purpose:	The Facilities is provided to the Borrower for working capital purpose. The Bank shall not be obliged to monitor or verify the application of any amount borrowed pursuant to this Facility Letter.
目的:	授信之目的，在於提供借款人作充實營運資金之用。本行並無義務追蹤或查核依據本授信書所貸與之任何資金之運用。
Interest Rate:	In accordance with the interest rate(s) applicable to the Facilities as set out in Part I of Annex A hereto.
利率:	依據附件A之第 I 部份所規定適用於授信的利率。
Interest Period:	In respect of a facility, a period selected by the Borrower and agreeable and acceptable to the Bank, particulars of which are set out in the confirmation advice to be delivered to the Borrower by the Bank from time to time.
計息期間:	就各筆授信而言，由借款人選擇且經本行同意並接受之期間，詳細資料將於本行不時送交予借款人之確認通知書內之規定。

HIBOR:	Hong Kong Interbank Offered Rate for HK Dollars as quoted by the Bank on the first day of each Interest Period, and if that rate is less than zero, HIBOR shall be deemed to be zero.
香港銀行同業拆息:	由本行於每一個計息期間第一日公佈的港元香港銀行同業拆息，且如果該利率少於零，則香港銀行同業拆息以零計。
IBOR: 銀行同業拆息:	HIBOR or LIBOR (in the relevant currency). 香港銀行同業拆息或者倫敦銀行同業拆息（按相應的幣種）。
LIBOR:	London Interbank Offered Rate for US Dollars as quoted by the Bank on the date falling two London Business Days prior to the first day of each Interest Period or such other day as the Bank determines in accordance with the market practice in the relevant interbank market, and if that rate is less than zero, LIBOR shall be deemed to be zero.
倫敦銀行同業拆息:	由本行於每一個計息期間第一日前兩個倫敦營業日之時或者本行根據相應銀行同業市場的市場慣例確定的其他日期公佈的美元倫敦銀行同業拆息，且如果該利率少於零，則倫敦銀行同業拆息以零計。
Funding Rate:	The sum of [0]% p.a. and the percentage rate per annum notified by the Bank to the Borrower being the cost to the Bank of funding that loan from whatever source(s) it may reasonably select.
資金費率:	年利率[0]%與本行通知借款人作為本行為本授信而從任何合理選擇可能資金來源籌資成本的年利率的總和。
Commission:	As per the business fees applicable to the Facilities as set out in Annex B or as agreed between the Bank and the Borrower from time to time.
手續費:	依據本授信書附件B之中適用於授信的業務費率，或本行與借款人間不時同意之費率。
Facility Fee: 授信費:	As specified in Part I of Annex A hereto. 依據附件A之第 I 部份所規定之授信的條款
Drawings under the: Facilities	The Borrower may on any business day (as defined below) during the term of this Facilities, in accordance with the terms and conditions of the relevant Facilities as specified in Part I of Annex A hereto, make drawings by issuing a drawdown notice in writing to the Bank (if applicable) in such form and substance satisfactory to the Bank for each advance of the relevant Facilities at least two (2) business days before the proposed date of the drawing or in such other manner as the Bank may from time to time determine.
授信額度之動用:	借款人於本授信額度期間內之任何營業日（依據附件A之第I部份所規定之各該授信額度之條款），均得於各該預定動用日至少二營業日之前，以形式上與實質上符合本行要求之方式，或依其他本行不時決定之方式，以書面向本行簽發動用通知（如可適用）後動用授信額度。

2. Conditions Precedent
2. 先決條件

The Facilities will only be available for drawing by the Borrower after the following conditions precedents and /or documents have been satisfied and received by the Bank in form and substance satisfactory to the Bank:-
授信僅可在本行收受以下於形式或實質上都符合本行要求的先決條件及/或文件後，借款人方得動用：

(a) the enclosed duplicate of this Facility Letter with the Memorandum of Acceptance thereon duly signed by or on behalf of the Borrower;
(a) 本授信書副本連同由借款人或其代表合法簽署之對本授信書之承諾照會；

(b) the Bank's standard Master Loan and Security Agreement duly signed by or on behalf of the Borrower;
(b) 由借款人或其代表合法簽署之本行制式貸款與擔保總約定書；

(c) the Bank's standard Financial Transactions Total Agreement duly signed by or on behalf of the Borrower;
(c) 由借款人或其代表簽署之本行制式金融交易總約定書；

(d) the duly executed Security Documents (as defined in Clause 8) together with the documentation referred to therein;
(d) 合法簽署之擔保文件（如第8 條定義）連同其所涉及之文件；

(e) any such other documentation as may be reasonably required by the Bank from time to time;
(e) 本行不時提出合理要求之任何此等其他文件；

in the case that the Borrower is a company,
若借款人為公司，

(f) a certified true copy of the resolutions duly passed by the board of directors of the Borrower authorizing and approving, on behalf of the Borrower:-
(f) 由借款人之董事會合法通過之決議之經認證為真實之副本，代表借款人授權並同意：

(i) acceptance of the terms and conditions of the Facilities, the Agreements and the Security Documents;
(i) 接受授信、約定書以及擔保文件之條件；

(ii) the signing of the Memorandum of Acceptance by the Borrower and the execution and delivery of this Facility Letter, the Agreements and the Security Documents; and
(ii) 由借款人簽署之承諾照會以及本授信書、約定書與擔保文件之簽署與交付；以及

(iii) performance of obligations by the Borrower under this Facility Letter, the Agreements, the Security Documents and other related documents (as the case may be);
(iii) 借款人依據本授信書、約定書、擔保文件與其他相關文件之規定（視情況而定）履行責任；

(g) an original signature card duly signed by all authorised signatories of the Borrower for the operation of all loan account(s) with the Bank, including but not limited to request for repayment or settlement of loan, trade finance transactions, financial transactions, standby L/C and guarantees to be issued by the Bank for and on behalf of the Borrower;
(g) 為所有於本行之貸款帳戶之操作，包括但不限於貸款還款或結算之要求、貿易金融交易、融資交易、擔保信用狀以及由本行為借款人代表其簽發之保證，而由借款人之所有授權簽名者合法簽署之原始簽名卡；

(h) a certified true copy of a list of all current directors, together with the specimen signature of each director of the Borrower attending the board of directors' meeting of the Borrower duly convened and constituted approving and accepting the Facility; and
(h) 所有現任董事名單之經認證為真實之副本，連同出席借款人合法召開及組成的有關核准及接受授信的董事會會議的每一位董事的簽名式樣；以及

(i) the Borrower's Memorandum and Articles of Association (or other equivalent constitutional documents of the Borrower) and a certified true copy of the Certificate of Incorporation of the Borrower and Certificate of Change of Name of the Borrower (if any), including, if relevant, copies of amending resolutions.
(i) 借款人之組織章程（或借款人其他同等之組織文件）以及借款人的公司註冊證明書與借款人的公司更改名稱證書之經認證為真實之副本（若有），包括有關之修正決議副本。

Unless otherwise provided, all the aforesaid documents (other than originals) are required to be certified as true, complete and upto-date by the person(s) duly authorized by the board meeting of directors.
除非另有規定，所有以上文件（原本除外）均需經借款人之董事會合法授權之人認證為真實、完整且為最新版本。

3. Interest
3. 利息

Interest shall accrue from and include the date of each advance of the relevant Facilities up to and including the last day of each Interest Period at the annual rate determined by the Bank as set out in Clause 1 calculated on the basis of actual number of days elapsed in a year of 360 (in respect of US Dollars, Japanese Yen, Euro and other major currencies) or 365 (in respect of HK Dollars and Sterling) days in which the relevant Facilities is made available and shall be due and payable in full by the Borrower on the last day of each Interest Period selected by the Borrower in the relevant drawdown notice (if applicable) in the currency which such advance is denominated.
利息之累計，應自各該授信之每一筆撥款之日（包括當日）起，至每一計息期間之末日（包括當日）止，依據第1 條中本行所決定之年利率，以取得各該授信在一年360 日(有關美元, 日元, 歐元及其他主要貨幣) 或365日(有關港元及英鎊)中實際經過之日數為基礎計算而得，並且應於借款人在各該動用通知（如適用）中所選定之每一計息期間之末日到期，依該筆撥款之幣別，由借款人全額清償。

If the relevant IBOR rate ceases to be published or is in customary market usage, become unavailable, have its use restricted and/or be calculated in a different way, as a result, such IBOR rate may cease to be available or appropriate for advances under this Facility Letter. If during any period in which credit is available to the Borrower or in which there are outstanding advances, (a) such IBOR becomes unavailable or (b) the Bank determines that such IBOR is no longer appropriate for the purpose of calculating interest under this Facility Letter, the Bank may designate the Funding Rate or an alternative reference rate (with conforming changes as described below) to apply in place of such IBOR rate. In designating an alternative reference rate, the Bank will give due consideration to (x) any selection or recommendation of a replacement rate or the mechanism for determining such a rate by the relevant governmental body or (y) any evolving or then-prevailing market convention for determining a rate of interest as a replacement to IBOR for dominated syndicated or bilateral credit facilities of such relevant currency. Such alternative reference rate will be effective after the Bank notifies the Borrower (without any further action or consent required of the Borrower). If such IBOR rate or alternative reference rate is less than 0%, the rate shall be deemed to be 0%.
若相關銀行同業拆息停止公佈或者其依市場慣例不再適用、被限制使用及/或以其他不同方式進行計算，則本授信書項下提款將停止或不再適用該銀行同業拆息。若在借款人獲授信或仍存在未完成提款的任何期間內，(a) 該銀行同業拆息不再適用或 (b) 本行決定本授信書項下計息之方式不再適用該銀行同業拆息，則本行得指定資金利率或替代參考利率（按照下列所述進行一致化調整）以替代該銀行同業拆息，在指定替代參考利率時，本行將會適當考慮：(x) 相關政府機構對於替代利率機制的選擇或推薦或 (y) 相關貨幣主導銀團或者雙邊授信所依據的任何演變中或當時通行的市場慣例，該市場慣例用於替代該銀行同業拆息的利率。該替代參考利率自本行通知借款人之時生效（無需借款人採取進一步行動或獲得借款人同意）。若該等銀行同業拆息或替代參考利率少於0%，則該利率應以0%計。

The Bank will notify the Borrower of any modifications or amendments to this Facility Letter to:
本行將會就本授信書的修改或修訂向借款人發出通知，以便：

(a) provide for the alternative reference rate to apply in place of the relevant IBOR;
(a) 提供代替銀行同業拆息的替代參考利率；

(b) align any provision of this Facility Letter or other loan document to the use of the alternative reference rate;
(b) 使本授信書或其他借款文件的條款得適用替代參考利率；

(c) enable the alternative reference rate to be used for the calculation of interest under this Facility Letter (including, without limitation, any consequential changes required to enable the alternative reference rate to be used for the purposes of this Facility Letter);
(c) 使替代參考利率在本授信書項下用於計息（包括但不限於確保替代參考利率在本授信書項下用於計息的任何後續變更）；

(d) implement market conventions applicable to the alternative reference rate;
(d) 實施適用於替代參考利率的市場慣例；

(e) provide for appropriate fallback provisions for the alternative reference rate; and
(e) 提供使用替代參考利率適當的退場條款；以及

(f) adjust the pricing to reduce or eliminate, to the extent reasonably practicable, any transfer of economic value from one party to the other as a result of the application of the alternative reference rate instead of IBOR.

(f) 調整計價以在合理切實可行的範圍內減少或消除任何從一方轉讓給其他人的經濟價值轉讓，而該轉讓係將替代參考利率以代替銀行同業拆息的結果。

Such modifications and amendments will be effective after the Bank provides notice to the Borrower without any further action or consent required form the Borrower.
此等修訂及修改會在本行向借款人通知后生效，而無需借款人採取進一步行動或獲得借款人同意。

4. Overdue Payments
4. 逾期付款

If and to the extent that full payment of any amount due hereunder is not made by the Borrower on the respective due dates, then without prejudice to the Bank's other rights, interest will be charged on such overdue amount from the date of such default to the date of actual payment (both before and after judgment) calculated on the basis of a year of 360 (in respect of US Dollars, Japanese Yen, Euro and other currencies) or 365 (in respect of HK Dollars and Sterling) days and the actual number of days elapsed at the rate of eight per cent (8%) per annum above the applicable interest rate referred to in Clause 1.
如果在本授信書中所規定之任何到期金額，借款人未於各該到期日全額付款時，此等逾期金額之利息，將由此等遲延之日起，至實際支付日為止（判決前後均包括在內），以在一年360日(有關美元, 日元, 歐元及其他貨幣) 或365日(有關港元及英鎊) 中實際經過之日數為基礎計算，依據第1 條所適用之利率加計年利率8%予以計算，且此等利息之加計並不減損本行之其他權利。

5. Repayment and Prepayment
5. 還款與提前還本

(a) The Bank shall have the overriding right at any time and at its sole discretion, (including during any interest or charging period) to terminate all or any part of, or reduce or decrease, the Facilities by prior notice to the Borrower. Upon the Bank terminating all or such part of, or reducing or decreasing, the Facilities, all amounts then outstanding under such terminating, reducing or decreasing Facilities together with all accrued interest, charges, costs and expenses and any other sums owing under this Facility Letter in respect of such terminating, reducing or decreasing Facilities shall become immediately due and payable by the Borrower in accordance with the provisions of the Agreements.

(a) 本行應有絕對權利，隨時自行決定（包括於任何利息或計費期間）以事先通知借款人之方式，終止授信之全部或其任何部份，或削減或減少授信。當本行終止授信之全部或其任何部份，或削減或減少授信時，於此等終止、削減或減少授信時尚未清償之總金額，連同所有已發生之利息、費用、成本、開支以及任何其他依據本授信書而生之金額而與此等終止、削減或減少授信有關者，應立即到期而應由借款人依據約定書之規定支付。

(b) Subject to Clause 5(a) above, any prepayment of the Facilities shall be subject to the prior consent of the Bank and subject to such terms and conditions as the Bank may impose from time to time at its sole discretion.

(b) 依據上述第5(a)條，任何授信之提前還本，應遵守本行先前之同意，並遵守本行得不時按其絕對酌情權之條件為之。

6. Fees and Expenses
6. 費用與開支

(a) Whether or not the legal documentation for the Facilities is executed as contemplated, the Borrower shall pay or reimburse the Bank forthwith upon demand all costs, charges and expenses (including but not limited to legal expenses, stamp, registration or other duties and out-of-pocket expenses) incurred by the Bank in connection with the preparation and execution of this Facility Letter, the Agreements and the Security Documents and the documentation contemplated hereunder and all costs, charges and expenses (including legal expenses on a full indemnity basis) of the Bank reasonably incurred in connection with the enforcement of or preservation of any rights under this Facility Letter or otherwise in connection with the outstanding amount due in respect of the Facilities.

(a) 無論針對授信之法律文件是否如預期簽署，借款人一經接獲要求，即應立即支付或補償本行所有與本授信書、約定書及擔保文件與依本授信書預期之文件之準備與簽署有關，而由本行發生之成本、費用與開支（包括但不限於法律成本、印花、註冊費或其他規費以及價差費用），以及所有本行合理發生之成本、費用與開支（包括以完全補償本行為基礎之法律成本）而與本授信書之任何權利之執行或保全相關者，或其他與授信相關之尚未清償金額相關者。

(b) The Borrower shall, without limitation to the generality of the preceding paragraphs, pay all stamp, documentary, registration or other like duties (including any duties payable by the Bank) imposed on or in connection with this Facility Letter, the Agreements and the Security Documents and shall fully indemnify the Bank, its officers, employees or agents against any and all liabilities arising by reason of any delay or omission by the Borrower to pay such duties.

(b) 不受限於前項條文之一般原則，借款人應支付加諸於或有關於本授信書、約定書與擔保文件之所有印花、文件、註冊費或其他類似之規費（包括任何本應由本行支付之徵費），並應完全彌償本行及其高級職員、雇員或代理人任何一切因借款人有任何遲延或漏未支付此等規費所產生之責任。

7. Payments
7. 付款

All payments due by the Borrower to the Bank under this Facility Letter shall be made in full and immediately available funds to the Bank on the respective due dates in accordance with the provisions of the Agreements.
借款人依據本授信書對本行之所有到期付款，應於各該到期日依據約定書之規定，全額以立即可使用之資金向本行支付。

8. Security
8. 擔保

As security for all amounts due and owing from the Borrower to the Bank, whether in respect of the Facilities or otherwise, the Bank requires the documents as set out in Part II of Annex A hereto to be delivered by the Borrower (in such form and substance satisfactory to the Bank).
無論是為授信或其他融資，本行要求借款人向本行發出如附件A中第II部份所示之文件（以形式上與實質上符合本行要求方式為之），作為對於所有到期而由借款人積欠本行之金額之擔保。

The documents referred to in this Clause 8 are collectively referred to as the "**Security Documents**".
本第8條所指之文件，以下合稱為「擔保文件」。

The Bank is entitled to request from the Borrower from time to time additional Security Documents for the Facilities.
本行有權隨時要求借款人就授信提出額外之擔保文件。

9. Review and Renewal
9. 審閱與更新

The Facilities are subject to review by the Bank from time to time as the Bank may think fit. The Bank may at its sole discretion renew or extend the tenor of Facilities on the same terms and conditions upon or prior to review or otherwise provided that a renewal or extension fee of such amount as the Bank may conclusively determine will be charged on the renewal or extension date. The Bank will not issue any written notification to the Borrower for such renewal or extension unless there are any changes in the terms and conditions in respect of the Facilities.
授信應遵守本行認為適當而不時所進行之審查結果行之。本行得於審查時或審查前，按其絕對酌情權決定是否以同一之條件，更新或展延授信之約定內容，或是另行規定本行所得自行決定之，將於更新或展延日收取此等金額之更新或展延費用。除非就關於授信之條件有任何變更，否則針對此等更新或展延，本行將不會向借款人簽發任何書面通知。

10. Representations, Warranties and Undertakings
10. 聲明、保證與承諾

The Borrower hereby represents and warrants with the Bank that there is and will be no material adverse change in its financial condition and further undertakes to the Bank that it will immediately inform the Bank thereof if it occurs.
借款人謹向本行聲明並保證，借款人之財務狀況在現在及未來均不會發生實際上負面之改變，並進一步向本行承諾其將於此等情況發生時，立刻通知本行。

11. Miscellaneous
11. 其他約定

(a) The Bank shall be entitled to exercise, at any time and without notice, its rights to set-off and lien in or towards satisfaction of its indebtedness or liabilities (whether present or future, actual or contingent, primary or collateral, several or joint) to the Bank in respect of the Facilities whenever due or by reason of acceleration of payment provided therein.
(a) 無論何時且在無須通知之情形下，就有關於到期之授信，或因授信中規定之付款加速提前，本行應有權主張抵銷與留置權，以滿足其對本行之債務或責任（無論其係現在或未來、實際的還是或有的、主要或附屬、個別或連帶）。

(b) The Borrower may not assign or transfer any of its rights or obligations hereunder. The Bank may at any time upon written notice to the Borrower, assign all or any part of its rights or obligations under this Facility Letter to any third party.
(b) 借款人不得將其本授信書中之任何權利或債務轉讓或移轉。本行得隨時以書面通知借款人，將其本授信書之權利或義務之全部或任何一部轉讓與任何第三人。

(c) (i) The Bank may disclose to any person who proposes to enter into contractual relations with the Bank in relation to this Facility Letter such information about the Borrower as the Bank may consider appropriate.
(i) 若本行認為適當，本行得對任何擬與本行簽署與本授信書有關之契約之人，披露此等有關於借款人之資訊。

(ii) The parties hereto agree that the Bank shall be entitled to disclose from time to time information relating to the Facilities to the relevant governmental authority or regulatory body.
(ii) 本授信書之當事人同意，本行應有權隨時向主管政府機關或管理單位披露與授信有關之資訊。

(iii) The Borrower hereby agrees, acknowledges and consents to post information (in particular, financial history, record, credit standing and creditworthiness) of the Borrower on the database of the Commercial Credit Reference Agency for access and collection by and sharing amongst members of The Hong Kong Association of Banks by signing on the standard form consent letter prescribed by the Commercial Credit Reference Agency.
(iii) 借款人謹此以簽署商業信貸資料庫制式同意書之方式，同意、確認並允許將借款人之資訊（特別是財務沿革、紀錄、信用評比與信用狀況）登錄於商業信貸資料庫，以供香港銀行公會之會員查閱與使用。

(iv) The Borrower acknowledges and agrees that all personal data relating to the Borrower and other information relating to the Facilities may be used, disclosed and transferred by the Bank for such purposes and to such persons in accordance with its policies or use and disclosure of personal data as set out in statements, circulars, notices, or items and conditions made available by the Bank to customers from time to time.
(iv) 借款人確認並允許與借款人相關之所有個人資料，以及其他與授信相關之資訊，得由本行使用、披露與傳輸，其目的及對象則需依據本行政策，或依據規定於本行不時向客戶提供之聲明、公告，或是規定或條件中之使用與披露。

(v) The Borrower hereby agrees and consents the Bank, any of the Bank's other branches and the Bank's Head Office in Taiwan (collectively the "O-Bank Group") to share the Borrower's information and data (whether transactional, personal, credit or otherwise) (the "Information") in relation to any transactions of derivatives and/or structured products (the "Transaction") the Bank undertakes for or with the Borrower without prior notice to the Borrower. Further, the Borrower authorizes the O-Bank Group to disclose or divulge to domestic and overseas competent authorities and/or regulators and/or credit reference agency to report the Information and the particulars of the Facilities extended to the Borrower with respect to the Transaction (the "Facilities Particulars") without prior notice to the Borrower for the purpose of compliance with all applicable laws, rules and regulations within or outside Hong Kong. In particular, without limitation, the O-Bank Group is authorized to disclose or divulge the Information and the Facilities Particulars to competent authorities and/or regulators and/or credit reference agency in Taiwan without prior notice to the Borrower in order to comply with all legal, regulatory or other requirements. The Borrower hereby acknowledges and consents that the competent authorities and/or regulators and/or credit reference agency shall have rights to process, transfer or otherwise deal with the Information and the Facilities Particulars so disclosed in accordance with all applicable laws, rules and regulations; and that the O-Bank Group is authorized to collect, process and share with the competent authorities and/or regulators and/or credit reference agency in Taiwan the Information in relation to the Transaction the other Taiwan financial institutions (including their offshore banking units and overseas branches) undertake for or with the Borrower for the purpose of compliance with all applicable laws, rules and regulations within or outside Hong Kong and/or providing relevant service to the Borrower .

(v) 借款人謹此同意及確認，本行、本行之任何分行及本行的台灣總行(下稱「O-Bank 集團」)，可於毋須事先通知借款人的情況下，分享關於本行為或與借款人承作的衍生性及/或結構性產品之交易(下稱「該等交易」)的資料及資訊(不論是交易、個人、信貸或其他的資料及資訊)(下稱「該等資料」)。此外，借款人授權 O-Bank 集團可於毋須事先通知借款人的情況下，以遵循所有香港或其他地方的適用法律、規則及規例為目的，將授予借款人關於該等交易的銀行授信之詳細資料(下稱「該授信資料」)披露或透露予本地或海外的主管當局及/或監管機構及/或信貸資料機構。特別是，但不限於，O-Bank 集團有權於毋須事先通知借款人的情況下，披露或透露該等資料及該授信資料予台灣的主管當局及/或監管機構及/或信貸資料機構，以符合所有法律、監管或其他要求。借款人謹此確認及同意，該等主管當局及/或監管機構及/或信貸資料機構有權可根據所有適用法律、規則及規例，處理、轉移或以其他方式處置已披露的該等資料及該授信資料，並 O-Bank 集團有權以遵循所有香港或其他地方的適用法律、規則及規例及/或就提供相關服務予借款人為目的，蒐集、處理及與台灣的主管當局及/或監管機構及/或信貸資料機構分享，其他台灣金融機構(包括其國際金融業務分行及海外分行)為或與借款人承作的該等交易之該等資料。

In the case that the Borrower is a sole proprietor or partnership,
如借款人為獨資經營者或合夥商號，

(vi) the Borrower acknowledges that in connection with the consideration of providing the Facilities to the Borrower, the Bank will be or has been provided with and considered a credit report relating to the Borrower provided by the Commercial Credit Reference Agency. The Borrower is entitled to make a data access request or data correction request under the Personal Data (Privacy) Ordinance by contacting the Commercial Credit Reference Agency.

(vi) 就本行考慮提供授信予借款人，借款人確認，本行將會或已經獲提供並參考一份由商業信貸資料庫提供有關借款人的信貸報告。根據個人資料（私隱）條例，借款人有權聯絡商業信貸資料庫，提出資料查詢之要求或資料更改之要求；及

(vii) from time to time, the Borrower may (on request of the Bank or otherwise) provide to the Bank personal data as defined in the Personal Data (Privacy) Ordinance and any other information. The Bank and its affiliates are hereby authorised to use that data or information for the purposes referred to in a notice relating to the Personal Data (Privacy) Ordinance given to the Borrower (the "Personal Data Notice") from time to time and to disclose such data or information to the persons referred to in that notice and to the affiliates and service providers of the Bank and its regulators for the purposes referred to in that notice. The Borrower agrees that its data or information may be transferred to, and processed and used in, a place outside Hong Kong by the Bank or any of the

affiliates or service providers of the Bank. The Borrower consents to the use of any of the personal data or information by the Bank or any of the affiliates or service providers of the Bank for the purpose of a matching procedure (whether or not with a view to taking any adverse action against the Borrower). For the avoidance of doubt, the Borrower acknowledges and confirms that the Borrower has received a copy of the Personal Data Notice which is also applicable to the officers of the Borrower and carefully read the same, and agrees to be bound by the terms therein.

(vii) (於本行要求時或其他原因)借款人應隨時向本行提供個人資料（私隱）條例中所定義之個人資料及任何其他資訊。本行及其附屬成員謹此獲授權依有關個人資料（私隱）條例而隨時給予借款人的通知書(下稱 "個人資料通知書")中所提述之目的使用有關資料或資訊，及向該通知書中所提述之人士及為該通告書中所提述之目的向本行之附屬成員、服務提供者及監管機構披露該資料及資訊。借款人同意其資料及資訊可能會被本行或任何其附屬成員或本行之服務提供者轉送至、處理及應用於香港以外地區。借款人同意本行或任何其附屬成員或本行之服務提供者使用任何該個人資料或資訊作核對程序之目的(無論是否為了採取不利於借款人之行動)。為免生疑問，借款人謹此確認及承認，借款人已收取了一份個人資料通知書的副本(個人資料通知書亦適用於借款人的高級人員)及詳細閱讀了其內容。借款人及其高級人員同意受個人資料通知書內之條款的約束。

(d) If the Borrower shall consist of more than one person（the "Co-Borrowers"）, each of the Co-Borrowers shall be entitled to utilize the full extent of the Facilities then available unless otherwise provided by the Bank. Notwithstanding the foregoing provision, the Bank shall be entitled to allocate the extent of the Facilities available to each of the Co-Borrowers in its absolute discretion provided that the aggregate of the extent allocated to the Borrower shall not exceed the full extent of the Facilities. Further, the Bank shall have right to revise, vary or modify the extent so allocated at any time and from time to time as the Bank shall consider fit.

(d) 如果借款人超過一人，每一借款人均可運用當時可供使用的授信總額(本行另有規定者除外)。儘管上述條文，本行有權絕對酌情分配授信額度予每一借款人使用，惟分配予借款人的授信額度的總和不得超逾授信的總額度。此外，本行如認為有需要，可隨時及不時修改、修訂、調整已分配予借款人的授信額度。

(e) If there are more than one Borrower, each of such Borrower shall be jointly and severally liable for the Facilities and the other obligations and liabilities of the Borrower under this Facility Letter and the Security Documents.

(e) 若借款人超過一人，每一借款人應對於授信以及其他借款人依據本授信書與擔保文件所生之義務與責任，負擔連帶與個別之責任。

(f) Each of the provisions of this Facility Letter is severable and distinct from the other and, if one or more of such provisions is or becomes illegal, prohibited, invalid or unenforceable in any jurisdiction, such prohibition or unenforceability shall not invalidate the remaining provisions hereof or affect the validity or enforceability of such provision in any other jurisdiction.

(f) 本授信書之每一條款均與其他條款可分且有別，若有此等條款中之一條或多條在任何法域有不合法、被禁止、無效或無法執行之情形，此等被禁止或無法執行之部分不應影響本授信書中其他條款之效力，亦不影響此等條款在任何其他法域中之有效性與可執行性。

(g) In the event of any inconsistency between this Facility Letter and the Agreements, the provisions of this Facility Letter shall prevail unless the provisions in the Agreements provide the Bank with more extensive protections powers and rights than those herein. In such event, those provisions in the Agreements shall be prevailing.

(g) 若本授信書與約定書有任何不一致之處，本授信書之條款應優先適用，除非約定書的條款中賦予本行更大的保障，權力及權利，如屬此情況，則應以約定書的條文為準。

(h) Subject to prior notice to the Borrower, the Bank reserves the right to vary the terms and conditions of the Facilities or this Facility Letter, including without limitation, the basis of calculation of any interest, charges, commissions or fees.

(h) 在向借款人發出事先通知的前提下，本行保留權利更改授信或本授信書的條款，包括但不限於任何利息、收費、手續費或費用的計算基準。

(i) This Facility Letter is governed by and shall be construed in all respects in accordance with the laws of Hong Kong. The Borrower and the Bank hereby irrevocably submit to the non-exclusive jurisdiction of the Hong Kong Courts but this Facility Letter may be enforced in the Courts of any competent jurisdiction.

(i) 本授信書應於各方面依據香港法律管轄與解釋。借款人與本行謹此不可撤回地接受香港法院非專屬管轄權管轄，但本授信書得於任一具司法管轄權之法院執行。

12. Definitions
12. 定義

"**business day**" means a day when banks are generally open for business in Hong Kong but excluding Saturdays and Sundays and any day on which typhoon signal No. 8 or above is hoisted or remains hoisted between 9:00 a.m. and 12:00 noon and is not lowered at or before 12:00 noon or on which a "black" rainstorm warning signal is hoisted or remains in effect between 9:00 a.m. and 12:00 noon and is not discontinued at or before 12:00 noon.
「營業日」係指在香港之銀行正常開門營業之日，但不包括星期六及星期日，亦不包括任何懸掛8號或以上之風球之日，或在早上9:00到中午12:00之間仍持續懸掛，且在中午12:00之前或之時並未降低之日，或是懸掛黑色暴雨警報，或在早上9:00到中午12:00之間仍持續生效，且在中午12:00之前或之時並未解除之日。

"**Hong Kong**" means the Hong Kong Special Administrative Region of the People's Republic of China.
「香港」係指中華人民共和國香港特別行政區。

"**London Business Day**" means a day when banks are generally open for business in London but excluding Saturdays and Sundays.
「倫敦營業日」係指在倫敦之銀行正常開門營業之日，但不包括星期六及星期日。

This Facility Letter together with the Agreements and other documents as provided by the Bank from time to time shall form an entire agreement in relation to the Facilities.
本授信書連同約定書及銀行不時提供之其他文件應構成有關授信之完整約定。

Kindly confirm your acceptance of the Facilities subject to and upon the terms and conditions of this Facility Letter by signing and returning to the Bank the Memorandum of Acceptance on the duplicate of this Facility Letter together with all required conditions precedents and documents as referred to in this Facility Letter.
煩請撥冗確認您接受本授信書所定之條件，請將本授信書副本上之承諾照會，連同本授信書所要求之所有先決條件及文件，簽署後擲回本行。

Unless the Borrower shall drawdown or utilize the Facilities within the deadline of the First Drawdown as specified in Part I of Annex A of this Facility Letter or such other deadline as agreed by the Bank in writing, the Facilities provided to the Borrower herein shall be revoked, cancelled and terminated in whole and the Bank shall cease to have any obligation to provide the Borrower with any of the Facilities herein.
除非借款人於本授信書附件A第I部分所載之首次動用期限(或經本行書面同意之其他期限)內開始動用或使用授信，否則，授信將被全部取消、刪除及撤銷，而本行亦再毋須為借款人提供任何的授信。

Yours faithfully,
謹此

For and on behalf of
O-Bank Co., Ltd.
代表
O-Bank Co., Ltd.

The Chinese version of this Facility Letter is for reference only. The English version of this Facility Letter shall prevail wherever there is a discrepancy between the English and the Chinese versions.
本授信書之中文版僅係參考之用。如本授信書之英文版及中文版間有差異時應以本授信書之英文版為準。

Memorandum of Acceptance
承諾照會

We, IGC Pharma Inc, hereby fully understand the contents of this Facility Letter and agree to accept the offer by O-Bank Co., Ltd. to make available to us the Facilities on and subject to the terms and conditions contained in this Facility Letter dated 24 June 2025 of which this is a true copy.
借款人，IGC Pharma Inc 完全瞭解本授信書之內容，並謹此同意接受O-Bank Co., Ltd.提供與借款人之要約，並遵守此一日期為2025年6月24日之授信書正本中所定之取得授信之條件。

For and on behalf of IGC Pharma Inc

代表 IGC Pharma Inc

Name(s) of Authorized Signatory(ies) : Ram Mukunda
授權簽署人名稱：
Date : June 27, 2025
日期：

Chargor
按揭人

We, Bradbury Strategic Investment Fund A, hereby fully understand the contents of this Facility Letter and agree to act as chargor in connection with the Facilities on and subject to the terms and conditions contained in this Facility Letter dated 24 June 2025 of which this is a true copy.
本公司，Bradbury Strategic Investment Fund A，茲已完整了解本授信書之內容，且同意就此一日期為2025年6月24日之授信書正本所載之條件及條款擔任按揭人。

For and on behalf of Bradbury Strategic Investment Fund A

代表 Bradbury Strategic Investment Fund A

_____
Name(s) of Authorized Signatory(ies):
授權簽署人名稱：
Date :
日期：

ANNEX A

附件A
Part I
第一部份

Particulars of Facilities
授信詳細資料

To: IGC Pharma Inc

Facility No 授信號碼 / Facility Content 授信內容	9014202500156
Facility Type 授信種類	短期擔保綜合額度 短期擔保放款
Facility Amount 授信金額	USD12,000,000.00
Availability Period 授信額度有效期間	2025.06.23 – 2026.06.22
Facility Period 授信期間*	自動用起算最長12個月 (首次動用不可超過授信額度起始日加計6個月，每筆動用之最後到期日不得超逾授信額度屆滿日加計6個月)
Drawdown Type 動用方式	循環動用
Interest Payment Schedule 繳息方式	依本案擔保品存單(款)利率 ＋1.2%，稅由借款人負擔
Repayment Schedule 還本方式	到期還本
Interest Payment Schedule 繳息方式	按月收息
Fee Rate 費率	Facility Fee USD48,000.00
Security(ies) 擔保品	1. 徵提 Bradbury Strategic Investment Fund A 持有之本行香港分行十足外幣定存單或活期存款設質予本行為擔保品。 2. 擔保維持率105%，當追繳維持率降至100%時，需於三個銀行營業日內補足擔保品或提前還款，使擔保維持率恢復回105%，匯率以貸放前一日收盤匯率折算之。
Other Terms and Conditions 其他條件	1. Prior drawdown, 100% cash margin and the related interest to be pledged with us. 2. For every drawloan, USD40,000 shall be retained and withheld in account as sinking fund. 3. Drawdown limitation (i.e. USD1,000,000 each month maximum) 4. If the first drawdown exceed 6 months but within the availability period, it can be proceed subject to our Bank's approval. 5. 存款分批設質，貸款分批動撥。

	6. Proper legal documentation with satisfactory opinion from US lawyers is required before loan drawdown.

*
The actual Facility Period shall be subject to each drawdown document.
實際授信期間，則依各項動用書類文件為準.
**
The maturity date of each Facility ("Maturity Date")：
Loan Facility：The Maturity Date shall in no event exceed the final date of the Facility Period, without regard to any manner of drawdown adopted.
Facility of Bank Guarantee: Maturity Date shall in no event exceed the final date of three months immediately following the Facility Period, without regard to any manner of drawdown adopted.
授信之到期日
放款額度：無論採用何種動用方式，每筆授信的到期日不得逾"授信期間"
保證額度：無論採用何種動用方式，每筆保證的到期日不得逾"授信期間"加計三個月。

Collateral/Security 擔保品

The relevant Collateral/Security in connection with Facilities shall be subject to the relevant Collateral/Security Documents as agreed upon by the relevant parties.
授信相關擔保品係以相關當事人同意簽定之擔保物權契約為準.

Part II
第二部份

Security Documents
擔保文件

☑ the Bank's standard Charge over Deposit (Three-Party) duly executed by the Borrower and Bradbury Strategic Investment Fund A supported by board resolution ;
本行制式由董事會授權借款人及 Bradbury Strategic Investment Fund A 簽署的存款押記 (三方當事人)；

☑ such other security documents as the Bank may reasonably require from time to time.
其他本行不時合理要求的抵押文件。

Exhibit 31.1

CERTIFICATION OF PRINCIPAL EXECUTIVE OFFICER PURSUANT TO 17 CFR 240.13(a)-14(a)
(SECTION 302 CERTIFICATION)

I, Ram Mukunda, certify that:

1. I have reviewed this quarterly report on Form 10-Q of IGC Pharma, Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The Registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

   a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   c. Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   d. Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The Registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

   a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

   b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: August 14, 2025

By: /s/ Ram Mukunda
Ram Mukunda
President and Chief Executive Officer
(Principal Executive Officer)

Exhibit 31.2

CERTIFICATION OF PRINCIPAL FINANCIAL OFFICER PURSUANT TO 17 CFR 240.13(a)-14(a)
(SECTION 302 CERTIFICATION)

I, Claudia Grimaldi, certify that:

1. I have reviewed this quarterly report on Form 10-Q of IGC Pharma, Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The Registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

   a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   c. Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   d. Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The Registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

   a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize, and report financial information; and

   b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: August 14, 2025

By: /s/ Claudia Grimaldi
Claudia Grimaldi
Vice-president & Chief Compliance Officer
(Principal Financial Officer)

Exhibit 32.1

CERTIFICATIONS OF CHIEF EXECUTIVE OFFICER AND PRINCIPAL FINANCIAL OFFICER
PURSUANT TO 18 U.S.C. SECTION 1350
AS ADOPTED PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

I, Ram Mukunda, certify, as of the date hereof, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that the Quarterly Report of IGC Pharma, Inc. on Form 10-Q for the period ended June 30, 2025, (i) fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934 and (ii) that information contained in such Form 10-Q fairly presents, in all material respects, the financial condition and results of operations of IGC Pharma, Inc. at the dates and for the periods indicated.

Date: August 14, 2025

By: /s/ Ram Mukunda
Ram Mukunda
Chief Executive Officer and President
(Principal Executive Officer)

I, Claudia Grimaldi, certify, as of the date hereof, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that the Quarterly Report of IGC Pharma, Inc. on Form 10-Q for the period ended June 30, 2025, (i) fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934 and (ii) that information contained in such Form 10-Q fairly presents, in all material respects, the financial condition and results of operations of IGC Pharma, Inc. at the dates and for the periods indicated.

Date: August 14, 2025

By: /s/ Claudia Grimaldi
Claudia Grimaldi
Vice-president & Chief Compliance Officer
(Principal Financial Officer)